

# Conflict of Interest Management Policy

## Contrarius Investment Management Limited

### Introduction

Contrarius Investment Management Limited ("CIML") is required to establish, implement and maintain an effective conflicts of interest policy. This document contains CIML's conflicts of interest management policy.

The purpose of this policy is to identify with reference to CIML's business, the circumstances which constitute or may give rise to a conflict of interest entailing a material risk of damage to the interests of one or more of our clients or CIML itself. This policy sets out the identified potential conflicts of interest, procedures to be followed and the measures adopted so that CIML can manage conflicts.

"Conflict of interest" means any situation in which a provider or representative has an actual or potential interest that may, in rendering a financial service to a client, influence the objective performance of his/her obligations to that client or prevent a provider or representative from rendering an unbiased and fair financial service to that client or from acting in the interests of that client, including but not limited to a financial interest, an ownership interest and/or any relationship with a third party ("third party" means a product supplier, provider, an associate of a product supplier or provider, a distribution channel, or any person who in terms of an agreement or arrangement with a person set out above provides a financial interest to a provider or its representatives).

Individuals engaged in business activities involving a conflict of interest, regardless of whether that conflict has specifically been identified and listed below, must be able to carry out their activities at a level of independence appropriate to the size and activities of CIML and the materiality of the risk of damage to the interests of the client.

CIML's Compliance Officer maintains a Related Parties Log for CIML and records all personal transactions reported to him.

Disclosure of a Conflict of Interest must be made as soon as possible after a Conflict of Interest has been identified.

### Conflict identification

The following have been identified as potential conflicts of interest:

#### (a) Between clients of CIML

CIML has an order execution policy in place which ensures that best practice is followed in terms of managing and executing the assets for the funds for which CIML is the appointed investment manager (the "Funds").

#### (b) Between CIML and a client

Possible conflicts of interest that have been identified relate to Personal Account Transactions as well as Inducements. CIML has strict policies in these regards, details of which are outlined below.

Further sources of potential conflict and greater detail on the above conflicts are provided in the general discussion below, along with CIML's policy for managing each.

### Identified potential conflicts of interest

CIML and any of its directors, officers, employees, agents or affiliates may be involved in other financial, investment or other professional activities which may on occasion cause conflicts of interest with the Funds. These include management of other funds, purchases and sales of securities, investment and management advisory services, brokerage services, and serving as directors, officers, advisors, or agents of other funds or other companies. In particular it is envisaged that CIML may be involved in managing other investment funds which may have similar or overlapping investment objectives to or with the Funds. CIML may provide services to third parties similar to those provided to the Funds and shall not be liable to account for any profit earned from any such services. Where a conflict arises, CIML will endeavour to ensure that it is resolved fairly. In relation to the allocation of investment opportunities to different clients, CIML may be faced with conflicts of interest with regard to such duties; however, CIML will endeavour to ensure that investment opportunities in those circumstances are allocated fairly.

In addition, CIML (or a related party) may be involved in determining the probable realisation value of certain securities which are not listed or traded on any stock exchange or over-the-counter market. The probable realisation value of such securities will be reflected in the Net Asset Value of the Funds. CIML's fees are calculated by reference to the most recently calculated Net Asset Value of the Funds and accordingly the fees payable to CIML will increase as the Net Asset Value increases.

CIML may buy and deal in shares and sell securities and other property from and to the Funds. Banking and similar transactions may also be undertaken with or through the custodians engaged by the Funds or any associate of such custodian. Any such transactions are permissible provided that such transactions are carried out as if effected on normal commercial terms negotiated at arm's length and are carried out in terms of the specific requirements of each Fund's Prospectus/Product Disclosure Statement.

CIML may buy, hold and deal in any Investments of any kind, nature or description whatsoever notwithstanding that similar investments may be held by the Funds, provided that any such dealings are carried out as if effected on normal commercial terms negotiated at arm's length.

Where CIML successfully negotiates the recapture of a portion of the commissions charged by brokers or dealers in connection with the purchase and/or sale of securities for a Fund, the rebated commission shall be paid to the Fund concerned. CIML may be paid/reimbursed out of the assets of a Fund for fees charged by CIML and reasonable properly vouched costs and expenses directly incurred by CIML in this regard.

Certain of the Directors of CIML may serve as directors of the Funds to which CIML is the appointed investment manager. Any conflicts of interest involving the Funds and/or CIML and any persons or parties related to CIML are set out and dealt with in each Fund's Prospectus/Product Disclosure Statement.

CIML shall be entitled to effect transactions with or through the agency of another person with whom CIML has an arrangement under which that person will from time to time provide to or procure for CIML services or other benefits, the nature of which are such that they are lawful and appropriate aids to CIML in carrying out its investment decision making responsibilities and the benefits provided assist in the provision of investment services to a Fund and for which it makes no direct payment but instead undertakes to place business with that person. Any such arrangements shall provide for best execution standards. A report shall be included in each Fund's annual report which shall describe CIML's soft commission practices. Such benefits may not directly accrue to a Fund. CIML may not retain cash rebates and any cash rebates received must revert back to the Fund concerned. CIML may have conflicts of interest in relation to its duties to a Fund.

However CIML shall at all times, have regard to the best interests of the Fund concerned in discharging its duties. In addition to the requirements of this policy, relevant conflicts shall be disclosed in accordance with the requirements of the Companies (Jersey) Law 1991 (as amended), CIML's Articles of Association and the rules of any regulatory authority or applicable stock exchange.

Subject to the policy described above, CIML and any related company or person may have an interest in a Fund or any transaction effected with or for a Fund or have a relationship of any description with any other person which may involve a potential conflict of their respective duties to a Fund or deal with or otherwise use the services of any associate in connection with the performance of such duties; and none of them will be liable to account for any profit or remuneration derived from so doing. CIML will endeavour to ensure that any conflict of interest arising from the allocation of investment opportunities between its clients will be resolved fairly.

## **Disclosure of conflicts of interest**

Known material conflicts of interest are disclosed in the Prospectuses/Product Disclosure Statement of the Funds for which CIML acts as investment manager and in the Financial Statements of those Funds.

## **Procedures**

### **Personal account transactions**

All staff are subject to strict personal transaction rules. No trades in personal transactions (as such term is defined in CIML's Policies & Procedures Manual) may be undertaken unless prior permission has been received from CIML's Compliance Officer (or an alternative Jersey based director of CIML in the absence of the Compliance Officer). Random checks are undertaken to ensure compliance on an annual basis.

### **Inducements (i.e. gifts and benefits)**

A gift may take many forms. For the purposes of this Policy, the term "gift" includes anything of value for which the recipient is not required to pay the retail or usual and customary cost. A gift may include meals or refreshments, goods, services, tickets to entertainment or sporting events, or the use of a residence, vacation home, or other accommodation.

All gifts received by staff (that may give rise or be seen to give rise to a conflict of interest) with a value below £150<sup>11</sup> must be rendered to the Compliance Officer. The items will be auctioned periodically and the proceeds donated to charity determined

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<sup>11</sup> Gifts below a nominal value of £30 are excluded.

by the Directors from time to time. Gifts with a value exceeding £150 shall not be accepted without the prior written approval of the Board of Directors of CIML.

A register of gifts received and approvals sought is kept by the Compliance Officer in Jersey.

Any hospitality offered to a member of staff by virtue of their employment with the Company shall also require approval from the Compliance Officer before it is accepted. As a guide for staff, if the hospitality offered is likely to exceed a value of £30, the Compliance Officer will normally refuse permission.

CIML is committed to not do anything that may be perceived to influence the ability of third parties to provide independent, unbiased and informed advice to their own clients. CIML and its employees shall not offer gifts or benefits, unless it constitutes an immaterial financial interest, to any third party to induce them to invest their own assets or the assets of their clients in the Funds to which CIML is the investment manager. An immaterial financial interest shall include reasonable meals, refreshments, and entertainment in the course of a business meeting and shall not exceed a predetermined amount<sup>2</sup>.

#### **Other conflict situations**

In addition to the identified conflicts of interest noted above, there may be other situations which give rise to a conflict of interest, or a potential conflict of interest. Some of these areas are as follows:

- Directorships or other employment
- Interests in business enterprises or professional practices
- Professional associations or relationships with other organizations
- Personal associations with other groups or organizations, or family relationships.

CIML maintains other internal documents to assist in dealing with the identification and mitigation of actual and potential conflicts of interest.

Common sense and good judgement must at all times be used to determine whether or not Conflicts of Interest exist. If in doubt, CIML and CIML employees are expected to always put clients (meaning the Funds and their underlying shareholders) interests first and to where possible avoid Conflicts of Interest that would compromise their or other employees' ability to think and behave in the best interests of clients.

If a member of staff believes that such a situation arises at any stage, then he/she should immediately refer the matter to the Compliance Officer for guidance (or in his absence, another Jersey resident Director of CIML).

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<sup>2</sup> Where a gift or an immaterial financial benefit involves a South African third party it shall not exceed R1000 in the aggregate per annum to or from any one Third Party.