

Southern Africa Quantum Group

Including:

- Southern Africa Quantum Consultants and Actuaries
- Southern Africa Quantum Employee Benefits
- Southern Africa Quantum Trust Services
- Southern Africa Quantum Health Risk Services
- FML Life
- Umzi Wam Umzi Wakho

Code of Conduct , Group Ethics and conflicts of Interest

A. Introduction

As a Group, Southern Africa Quantum (SAQ) should maintain the highest ethical standards in carrying out our business activities. Our reputation is one of our most important assets. Maintaining the trust and confidence of all those with whom we deal is accordingly one of our most vital responsibilities, so in all of our operations, our set of core values must be used to guide and direct the way we do business.

We recognise our obligations to those with whom we have dealings – shareholders, employees, customers, suppliers, competitors and the wider community. Accordingly this code sets overall principles and guidelines for practice to be adopted throughout the Group. Individual businesses within the Group are required to adopt appropriate principles and processes to deal with specific ethical issues that arise in their specific circumstances.

We will monitor ethical performance regularly in order to ensure that corrupt or unethical business practices are eliminated.

B. Avoiding Conflicts of Interest

Objectives

In accordance with an employee's obligation to act in the best interest of his or her employer, it is not permissible for employees to engage in conduct that would amount to a conflict of interest with SAQ.

The primary objectives of this policy are:

- To provide guidance on the behaviours expected in accordance with the Group values
- To promote transparency and to avoid business-related conflicts of interest
- To ensure fairness in the interests of employees and SAQ
- To document the process for the disclosure, approval and review of activities which may amount to actual, potential or perceived conflicts of interest
- To provide a mechanism for the objective review of personal outside interests

Scope

The requirements outlined in this policy apply to all employees of SAQ. This policy regulates processes and procedures in accordance with existing legal duties that an employee owes an employer and should therefore not be construed or applied in a manner contrary to such duties and obligations, nor is it designed to replace such duties and obligations.

Ownership

The Chief Executive Officer and the Management team is responsible for implementing this policy and for taking reasonable steps to ensure that all employees are aware of the contents thereof.

Disclosure: Obligation to Disclose

Every employee must fully communicate and disclose any conflict of interest that could impair or be perceived to impair his/her ability to act with integrity or objectivity in his/her role at Southern Africa Quantum. Disclosures must be made on the prescribed form set out in Annexure A to this policy.

- All employees must forward their disclosures to their respective Divisional Heads for onward transmission to the Compliance Committee.
- Divisional Heads must forward their disclosures directly to the Compliance Committee who will consider the disclosures and decide on their permissibility.
- All Disclosures will be held in hard copy by Human Resources in the employee file.
- The Compliance Committee will maintain a Disclosure Register for all staff.

Pre-existing arrangements, disclosures in advance and annual disclosures

Employees must disclose all conflicts of interest (including pre-existing conflicts of interest) annually.

Disclosures must be made prior to undertaking any activity, at the beginning of any negotiations or at the beginning of any decision-making process if a conflict of interest arises or may arise. In exceptional circumstances, the formalities regarding disclosure may be finalized after the event in instances where time is of the essence and the substance of this policy has been complied with, provided that the formalities are completed afterwards.

A new disclosure must be made if the facts and circumstances relating to a previously disclosed interest or activity changes materially, thereby introducing a new undisclosed interest.

Approval

Where the conflict potential of an activity or interest is deemed to be minimal and there is no risk of reputational damage to SAQ, approval of this activity must be recorded on Annexure A. Any conditions attached to the approval must also be noted on the form and reviewed annually to ensure that the basis on which approval was granted remains sound.

The employee applying for approval may not undertake the activity or make any decisions on behalf of SAQ without the requisite prior written approval.

Where the activity or interest that gives rise to the potential conflict of interest is judged to be inappropriate it should be declined. This decision must be recorded on Annexure A and communicated in writing to the relevant employee.

Employees have the right to request a review of the decision where the activity or interest is declined or where conditional approvals are granted. Such a request must be in writing, set out the reasons for the request and include copies of all relevant documents relating to the original disclosure of the activity or interest and the decisions relating thereto.

The right of review is to the Chief Executive Officer.

Maintaining Independence

In all situations in which disclosure is required, the relevant employee making the disclosure must abstain from any decision-making relating to the conflicted activity or interest as well as from the process relating to the consideration of that disclosure. Where appropriate that abstention must be formally noted.

Record keeping

The Compliance Committee will retain all disclosure forms in respect of the group as managed by the HR department.

In all cases where disclosures are approved or declined, copies of the disclosure forms will be maintained by the Compliance Committee.

Non compliance

Non-compliance with this policy and the procedures described in it will be considered to be misconduct and employees may be subject to disciplinary action that may lead to dismissal as per the company's disciplinary code.

C. Relations with Customers, Suppliers and Intermediaries

- 1) We believe that integrity in dealings with our customers and suppliers is a prerequisite for successful long-term business relationships. This principle governs all aspects of the Group's approach to its customers.
- 2) In all advertising and other public communications, untruths, concealment and overstatement will be avoided. We will never deliberately give inadequate or misleading descriptions of products or services.
- 3) In accepting business or entering contracts, employees are expected to observe the highest standards of integrity and to act in the best interests of the Group. Business should not be placed or accepted, or contracts or arrangements entered into, for any improper motive.
- 4) In dealing with customers, suppliers or intermediaries, employees may not give or receive money or gifts of any value, without specific disclosure and evidence or approval from the Compliance Committee.
- 5) Staff may neither accept nor solicit loans, gifts in cash or in kind, free of charge. Services or any other favours from any current or prospective business partner e.g. intermediaries, service providers, suppliers, clients etc.
- 6) Token gifts (e.g. pens, note pads etc) and consumable items (e.g. box of chocolates, cakes, bottle of wine) received from business partners may be accepted without the specific approval subject to a maximum value of R1000 per annum.
- 7) Staff may be entertained in the form of lunches or cocktail parties by business partners provided specific approval is obtained from the Compliance Committee.
- 8) We will maintain the confidentiality of information received from customers, suppliers and intermediaries.

D. Relations with Shareholders and other Investors

- 1) We will protect the interests of shareholders and other investors and will not do anything that will advantage one class of investor at the expense of another.
- 2) Our accounting statements will be true and timely.
- 3) We aim to generate an attractive return to investors on a long-term basis.
- 4) We will communicate business policies, achievements and prospects honestly.

E. Relations with Employees

- 1) Relations with employees are based on respect for the dignity of the individual.
- 2) Our principle is to recruit and promote employees on the basis of their suitability for the job without discrimination in terms of race, religion, national origin, colour, gender, age, marital status, sexual orientation or disability unrelated to the task at hand. This principle needs to be balanced against the requirement to address the issues of employment equity, and our practices will be cognisant of this.
- 3) We will seek to provide a healthy and safe work environment. Employees for their part have a duty to take every reasonable precaution to avoid injury to themselves, their colleagues and members of the public.
- 4) We will encourage and help employees at all levels to develop relevant skills and competencies, through both work-related training and self-development, in order to progress their careers within the Group.
- 5) Information received by employees in the course of business dealings will not be used for personal gain or any purpose except that for which it is given.
- 6) Employees may not engage in any outside business interest or additional employment which could in any way conflict with the proper performance of their duties, unless given specific written permission to do so. You are referred to the Conflicts of Interest policy in this regard, at section B above.
- 7) Any personal interest which an employee or a member of his/her immediate family has in relation to the Group's business, must be disclosed. This conflict of interest could include directorships, significant shareholdings and employment of family members. You are referred to the Conflicts of Interests policy in this regard, at section B above.
- 8) We recognise the need to communicate effectively with all employees in order that synergies resulting from constructive dialogue may be achieved.

F. Relations with the Government and the Local Community

We will take into account the concerns of the wider community including both national and local interests. We seek to serve the community by providing our services efficiently and profitably, and by providing good employment opportunities and conditions.

We will support communities in which we operate. Charitable donations and educational and cultural contributions will be made.

The Environment

We are concerned with the conservation of the environment in its broadest sense, and recognise that certain resources are finite and must be used responsibly. We aim to limit the use of finite resources in all business ventures and in particular recognise our role in managing responsibility for buildings and land we occupy, waste management and usage of energy.

Taxation

We will not evade tax obligations.

We will record and report all transactions, including those where payment is made in cash.

All taxable perquisites to which employees are entitled will be declared for tax purposes.

G. Relations with Competitors

We will not unfairly damage the reputation of competitors either directly or by implication or innuendo.

In any contacts with competitors, employees will avoid discussing proprietary or confidential information.

We will not attempt to acquire information regarding a competitor's business by disreputable means. This includes industrial espionage, hiring competitors' employees to obtain confidential information, urging competitive personnel or customers to disclose confidential information, or any other approach that is not above board.

We will not engage in restrictive trade practices or abuse any position of market dominance.

H. Compliance and Verification

Strict adherence to the provisions of this Code is a condition of employment with the Group.

We aim to create the climate and opportunity for our employees to voice genuine concerns about behaviours or decisions that they perceive to be unethical.

The Compliance Committee and/or Human Resources Department is responsible for initiating and supervising the investigation of all reports of breaches of this Code and ensuring that appropriate disciplinary action is taken when required.

The Group's auditors may be asked to report on any practice uncovered in the course of their work that appears to breach this Code of Business Conduct.

Disclosure Form

SAQ

Disclosure of Conflicts of Interest

Purpose

The purpose of this disclosure form is to provide a record of any conflict or potential conflict of interest that may arise within SAQ and to provide a written record of the approval (or non-approval) of the activity concerned, together with any conditions that are attached to its approval. This document will also record the reason why any activity that might constitute a conflict or potential conflict of interest has been declined or forbidden.

The disclosure of any other business relationship must not prejudice your working capacity at SAQ.

Disclosure

Please disclose whether you work for (other than under your employment contract) or may benefit from a direct or indirect contract or relationship through the provision of a service or supply of materials/equipment. Provide details of your relationship and the nature of the proposed service/supply.

Certification

I have read and understood the SAQ policy on conflicts of interest and, to the best of my knowledge, I have disclosed conflict of interest and all details thereof below. I will comply with any conditions or restrictions imposed by SAQ to manage conflicts of interest.

Should my outside financial or managerial interests, or those of my spouse, dependants or other affiliations, change during the next calendar year so as to change my answer on any of the above questions; I agree to submit a revised Disclosure Form in accordance with the Conflicts of Interest Policy.