

CONFLICTS OF INTEREST POLICY

OWNERSHIP

This policy is owned by FSP Commercial On-Line, a duly authorised Financial Services Provider (FSP licence number: 35978) (referred to as the “FSP”)

DEFINITIONS

Conflict of Interest: Any situation in which someone in a position of trust, has competing personal and professional or business related interests which can make it difficult to fulfil his or her duties impartially. Such conflict of interest may exist even if no unethical or improper act results from it. It can create an appearance of impropriety that can undermine confidence in a person, profession or system.

Interested Person : Any director, shareholder, member, trustee, partner, representative or employee of the FSP who has a direct or indirect financial interest as defined below

Personal or Private Interest: An Interested person has a personal or private interest if that person has, directly or indirectly, through business, investment or other means:

- a) an ownership or investment interest in any entity with which the FSP has a business transaction or arrangement,
- b) a legal or beneficial interest in a financial product that is the subject of financial advice on the same financial product
- c) a potential ownership or investment interest in, or arrangement for compensation with any entity or



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individual with which the FSP is negotiating a business transaction or arrangement

Compensation: Any direct or indirect remuneration including any type of non-cash incentive such as gifts or favours that are substantial in nature.

Conflicts Committee: A committee consisting of one or more persons, appointed by the FSP, that is responsible for the implementation and disclosure requirements as defined in this Policy

CONFLICTS MANAGEMENT PROCESS

The company must ensure that adequate arrangements are in place for the management of conflicts of interest that may arise wholly or partially, in relation to the provision of any financial services to clients by the company, or any Representative of the company, as part of the financial services business of the company.

All Interested Persons must disclose in writing to the Conflicts Committee on an on-going basis, any conflicts of interest that they become aware of.

All disclosed conflicts of interest must be reviewed by the Conflicts Committee and any decision by such Committee be documented.

Disclosed Conflicts of Interest must be dealt with in one of the following manners:

- Investigate alternatives to a proposed transaction, contract or arrangement that is the subject of a disclosed conflict of interest.



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- After exercising due diligence the Conflicts Committee should determine whether the company can obtain a more advantageous transaction, contract or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction, contract or other arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Conflicts Committee shall determine by a majority vote whether the transaction, contract or arrangement is in the best interest of the company and any affected client/s and accordingly make its decision as to whether to enter into the transaction, contract or arrangement in conformity with such determination.

DISCLOSURE REQUIREMENTS

The company should make appropriate disclosures to third parties including clients, as part of its arrangement to manage conflicts of interest. It is acknowledged that while disclosure alone will often not be enough, disclosure must be treated as an integral part of managing conflicts of interest. The company is therefore committed to ensure that clients are adequately informed about any conflicts of interest that may affect the provision of financial services to them.

It is therefore stated that disclosure about conflicts of interest should always:

- a) be timely, prominent, specific and meaningful to the client;
- b) occur before or when the financial service is provided, but in any case at a time that allows the client a reasonable time to assess its effect; and
- c) refer to the specific service to which the conflict relates.

It is furthermore acknowledged that:



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- whilst a clearly identified conflict of interest will not necessarily cause the provision of financial advice to a client to be significantly compromised, it should nonetheless be disclosed to the client. The client must be afforded the opportunity to decide for him/herself whether the conflict of interest is significant and to what extent he/she will rely on the advice; and
- remuneration practices that place the interests of the FSP or its representatives in direct and significant conflict with those of the FSP's clients, should be avoided, and not merely disclosed.

VIOLATION OF THE CONFLICTS OF INTEREST POLICY

If there is reason to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, the Conflicts Committee shall afford that person the opportunity to explain the alleged failure to disclose.

If after hearing, the response of the Interested Person and making such further enquiries as may be warranted in the circumstances, the Conflicts Committee determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

REVIEW OF THE CONFLICTS OF INTEREST POLICY

This policy will be -

- regularly reviewed, internally or by an outside party such as an auditor or compliance officer, and where necessary, updated to ensure that the arrangements remain adequate to identify, assess, evaluate and successfully control conflicts of interest; and
- overseen by the Conflicts Committee who carry responsibility for the implementation, reviewing and updating process.



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