

PROCEDURE FOR CONFLICT-OF-INTEREST MANAGEMENT

Measures to identify conflicts of interest:

- 1) All representatives will be asked, before an Employment Agreement is entered into with them, to declare any conflict of interest.
- 2) All representatives will be trained at least annually on the above policy and this procedure.
- 3) It is expected of each representative to assess his/her own circumstances to identify possible conflicts of interest.
- 4) If employees are of the view that their own conduct has caused the above to be breached, they should inform their manager at the earliest available opportunity after they have become aware of the breach. Management should report this breach to the compliance department for further investigation;
- 5) When employees reasonably suspect that a co-worker or contractor is in breach of the above, they should report it as soon as possible and in the strictest of confidence, to their line manager or compliance department for further investigation.

Measures to mitigate conflict of interest:

- 6) Dialsure and its representatives must at the earliest reasonable opportunity disclose to a client any conflict of interest in respect of the client.
- 7) The disclosure must be made in writing to the client and should contain the following information which includes, but is not limited to:
 - a) informing the client of the existence of the above policy and how same may be accessed;
 - b) the measures taken, in accordance with above policy, to avoid or mitigate the conflict;
 - c) any ownership or financial interest, other than an immaterial financial interest that Dialsure or its employees may become eligible for;
 - d) the nature of any relationship or arrangement with a third party that

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gives rise to a conflict of interest. Sufficient detail should be disclosed to the client. Such disclosure should enable the client to make a reasonable assessment as to whether to proceed with a transaction; and

e) the client proceeding or not with the transaction.

8) Disclosures that are made in writing to clients (referred to above) must:

- a) be submitted to the compliance officer.
- b) The onus is on the individuals subject to the above policy to ensure that proper disclosure is made in respect of the conflict of interest.
- c) The compliance officer will escalate the conflict with a recommendation to the key individual or direct manager who will consider:
 - i) the way each disclosed conflict will be assessed;
 - ii) whether the conflict is actual or potential;
 - iii) the value of the conflict or exposure; and
 - iv) the potential reputational risk.

9) 9 The key individual/direct manager will refer the matter to senior management if he/she considers it sufficiently serious.

Measures to avoid conflict of interest:

10) Representatives are expected to do everything reasonably possible not to end up in situations where conflicts of interests can arise. A conflict of interest may be serious enough to lead to the debarment of a representative.

General

11) The following can be obtained from Dialsure's operations manager:

- a) a list of all Dialsure's associates;
- b) a list of any third parties in which Dialsure holds an ownership interest together with the nature and extent thereof; and
- c) a list of any third parties that hold an ownership interest in Dialsure, together with the nature and extent thereof.

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- 12) Dialsure's report to the registrar which includes, inter alia, details regarding the implementation, monitoring, and compliance with the above policy as well as the accessibility thereof.
- 13) Dialsure's disciplinary procedures provide for the investigation of any potential breach of the above policy by employees and determines appropriate sanctions for actual breaches.
- 14) Contracts of employment which provide for appropriate sanctions in the event of a failure to avoid or manage the risk of a conflict of interest.

Training and awareness

- 15) Dialsure will implement appropriate training and awareness interventions for all employees at least once per annum. Training and training materials provided to representatives include a reference to, and information on the content and application of the above policy and this procedure.
- 16) Reps must annually complete a staff declaration on conflicts of interest.

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