



## ACUMEN CAPITAL

Sound corporate governance at all levels is a prerequisite for all financial services companies. In line with these principles, this document outlines Acumen Capital's (and its subsidiary companies') policy with regards to:

- 1) Personal Account Trading – employees trading in the financial markets for their own account; and,
- 2) Personal Conduct Rules – handling conflicts of interest and ensuring confidentiality of information received during the course of activities undertaken on behalf of the company.

This policy applies to all employees employed by Acumen Capital or its subsidiary companies in South Africa.

### 1. Glossary

The terms below shall have the following meaning;

1.1. Acumen means Acumen Capital Proprietary Limited

1.2. Connected person means:

- (i) A spouse or partner;
- (ii) Minor children;
- (iii) Any person in a business or profit sharing relationship with the employee, including partners in an investment club;
- (iv) A trust in which the employee or any person mentioned in (i) or (ii) is a beneficiary;
- (v) A company in which the employee or any person mentioned in (i), (ii) or (iv) is a shareholder;
- (vi) A pension fund (other than a pension fund managed by the institution) of which the employee or any person mentioned in (i), (ii) and (iii) is a beneficiary; and
- (vii) Or any other accounts where the person has a direct or indirect benefit.

1.3. Employee means:

- (i) Any person employed by the Acumen.
- (ii) Including persons dealing on behalf of the institution or its clients,
- (iii) Any person who is privy to confidential or proprietary information which could result in a conflict of interest if the employee used the information to his/her advantage, and
- (iv) Includes a person on secondment or contract, and connected persons.

1.4. Rules means:

- (i) The personal account trading rules enforced by Acumen from time.

1.5. Securities means:

- (i) Includes "securities and financial instruments" as defined in the Securities Services Act, (Act 36 of 2004), and any unlisted instruments such as bonds, futures, options, forward rate agreements, swaps, equities and derivatives of any of these, but excludes all unit trusts other than unit trusts listed on a recognised exchange or with assets under management by the Acumen.

## **2. General Rules Applicable to PA Trading**

- 1.1. No employee may trade in his/her private capacity in the same market as the portfolio he is responsible for unless:
  - (i) All such trades are disclosed to the compliance officer or his designate in writing and their approval is obtained prior to dealing. Any such approval will be given only if the compliance officer is satisfied that the trade complies with the rules set out in this document.
  - (ii) Employees may not buy or sell financial instruments for their own account from or to Acumen or its subsidiary companies;
  - (iii) If the member of staff is transacting at the same time as for Acumen or clients, the order of transaction execution must always be clients first, Acumen second, and own account last.
- 1.2. The written declaration must include;
  - (i) The intent of the PA transaction, stating whether the transaction is for speculative or for investment purposes,
  - (ii) The type of security,
  - (iii) The nature of the transaction (i.e. purchase or sale, quantity, and proposed date and time, etc.)
  - (iv) The broking firm through which the transaction will be executed, and
  - (v) The identity of the counterparty for unlisted securities.
- 1.3. Positions held for a period of less than 30 days will be subject to a review by the compliance officer.
- 1.4. Off-market transactions in listed securities are prohibited.
- 1.5. No member of staff may deal for his own account in respect of privileged or confidential information which came to his attention by virtue of his position or association with the company (whether such information relates to Acumen or any subsidiary or client of the group), unless such information can be regarded as generally available to the public or such information came to his attention from sources which can be regarded as generally available to the public.
- 1.6. The company furthermore reserves the right to declare certain listed shares "restricted" where, due to our privileged position in relation to clients, the group is aware of confidential information relating to that client which may affect the share price if such information were generally available to the public. During any restricted period employees may not deal in any shares subject to the restriction.
- 1.7. Any member of staff wishing to trade in a personal capacity in securities for which Acumen is licensed to trade on behalf of clients is required to set up a client account with Acumen. All purchases and sales in these instruments are to be conducted through this account. The compliance officer or his designate shall have the right to question any transactions and to request any further information to satisfy him/her that these rules have been complied with.
- 1.8. Any member of staff wishing to trade in a personal capacity in securities for which Acumen is not licensed to trade on behalf of clients is required to set up a client account with an approved intermediary or broker. Employees may not accept any credit or special dealing facilities with these approved parties.


## **2. Personal Conduct Rules**

- 2.1. Employees should advise the compliance officer or his designate of any possible conflicts of interest arising during the course of the company's affairs, whether in respect of trades in the financial

markets or otherwise, and should excuse themselves from any involvement with transactions undertaken by the group where their personal interests may conflict with those of the group.

- 2.2. Employees must at all times maintain the highest possible levels of confidentiality with regards to client information obtained during the course of their employment. Information which may be regarded as confidential or privileged may not be divulged either to the public or to other employees, unless such disclosure cannot reasonably be regarded as a breach of client confidence or such information cannot reasonably be regarded as sensitive.
- 2.3. Employees must at all times maintain the highest levels of personal integrity. Any employee who believes that their integrity may be compromised by acting on information which has come to their attention during the course of their employment shall disclose any potential compromise to the compliance officer or his designate, and may be excused from any further dealings where such compromise exists.

This policy is applied to all employees, including senior management. Any contravention of these rules will be subject to a disciplinary hearing and possible disciplinary action, and may also be subject to prosecution in terms of the law.

A handwritten signature in black ink, appearing to read 'S Conway', is written over a horizontal line. The signature is stylized and somewhat cursive.

**S Conway – Compliance Officer**