



Policy Name: Conflicts of Interest Policy

Level: Group

Type: Compliance

Policy Owner: Head of Compliance

Approved By: Stanbic Holdings Plc Board

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1 Policy Statement

- 1.1 The business of the Stanbic Holdings Plc and its subsidiaries (the Group) is built on trust and integrity as perceived by our stakeholders, especially our clients, shareholders, and regulators.
- 1.2 An important element of trust and integrity is ensuring that the group conducts its business in accordance with the values and Code of Ethics that the group has adopted, in compliance with applicable laws, rules and standards.
- 1.3 The Conflicts of Interest Policy (**policy**) is designed to comply with applicable statutory and regulatory obligations across the group, ensuring that:
 - 1.3.1 the group maintains and operates effective organisational and administrative arrangements with a view to taking all reasonable steps to prevent conflicts of interest from constituting or giving rise to a material risk of damage to the interests of clients; and
 - 1.3.2 where arrangements are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of clients will be prevented, the group will make appropriate and prior disclosure to the client(s) about the nature and source of such conflicts of interest (subject to adhering to any applicable confidentiality constraints), disclose the steps taken to mitigate such conflicts of interest seek the client(s) consent or alternatively decline to act.
- 1.4 The group requires all employees, consultants, contractors, suppliers, other associated persons and other third parties to always act honestly and with integrity and to manage fairly all conflicts of interest.
- 1.5 This policy should be read together with any associated group or local legal entity procedures (**procedures**).

2 Applicability

- 2.1 This policy applies to all employees of the group regardless of location or business unit.
- 2.2 This policy reflects the group's minimum requirements and may be supplemented in a local jurisdictional or business policy or procedure. The local Compliance function in a jurisdiction must be consulted in respect of the existence of any local policies or procedures.

3 Policy

3.1 Identifying conflicts of interest

The group is a global entity and offers a broad range of services to its clients. Conflicts of interest are, therefore, inherent in the industry and the business model. Broadly speaking, a conflict of interest arises in any activity or transaction to which any group entity is a party or for which any group entity provides services and where:

- 3.1.1 the interests of the group and a client of the group either directly conflict or are incompatible with one another (group/client conflict);
- 3.1.2 the personal interests of an employee or other agent of the group conflict or are incompatible with those of a client of the group (group employee/client conflict);
- 3.1.3 the personal interests of an employee or other agent of the group conflict or are incompatible with those of the group (group employee/group conflict);
- 3.1.4 the interests of two or more clients of the group either directly conflict or are incompatible with one another (client/client conflict); and
- 3.1.5 in terms of the group structure and reporting lines, information flows between the various entities, non-executive directors, its parent company and other subsidiaries and can lead to the emergence of similar conflicts of interest (for example, sharing of potential proprietary, confidential or otherwise sensitive information from different entities), (group conflict).

3.2 Conflicts of interest

In identifying the types of conflicts of interest that arise or may arise, the group must consider, among other things, whether it, or a relevant person, directly or indirectly linked by control to the group:

- 3.2.1 is likely to make a financial gain, or avoid a financial loss, at the expense of the client;
- 3.2.2 acts on behalf of the client in a manner which is distinct from the client's interest in that outcome;
- 3.2.3 carries on the same business as the client;

3.2.4 receives or will receive from a person other than the client an inducement in relation to a service provided to the client, in the form of monies, goods or services, other than the standard commission or fee for that service, or

3.2.5 has a financial or other incentive to favour the interest of a client or group of clients over the interests of another client.

3.3 It is not possible to set out in this policy all the potential conflicts of interest that may arise. As a result, it is vital that employees are always alert to potential conflicts. Employee awareness and communication with senior management, the Compliance Control Room and Compliance are key conflicts management tools.

3.4 Each employee is therefore responsible for reporting promptly to a Compliance Officer (CO) who will report to the Compliance Control Room any concerns as to how a potential interest could be perceived or how the interests of the group or group clients may be affected by a proposed transaction.

3.5 Managing conflicts of interest

Having identified a potential conflict of interest, the group must operate effective arrangements and procedures with a view to taking all reasonable steps to prevent conflicts of interest from adversely affecting the interests of its clients. Owing to the nature of certain product offerings/transactions, prior conflicts clearance needs to be obtained. The Compliance Control Room currently manages the conflicts clearance process on behalf of the Compliance function and heads of business areas and units assist the Compliance Control Room with this process. In formulating measures and procedures to manage such risks, the group has implemented controls to ensure that employees engaged in different business activities carry on those activities at a level of independence that is appropriate given the size and nature of such activities, so as to prevent the risk of damage to the interests of its clients, which may otherwise ensue. The following factors are considered:

3.5.1 Effective procedures to prevent or control the exchange of information between employees engaging in activities involving a risk of a conflict of interest where the exchange of that information may harm the interests of one or more clients (for example, information barriers;

3.5.2 The separate supervision of an employee whose principal function involves carrying out activities on behalf of, or providing services to, clients whose interests may conflict (for example, favouring one client over the other in the provision of the same service), or who otherwise represent different interests that may conflict, including those of the group;

- 3.5.3 The removal of any direct link between the remuneration of employees principally engaged in one activity and the remuneration of, or revenues generated by, other employees principally engaged in another activity where a conflict of interest may arise in relation to those activities;
- 3.5.4 Measures to prevent or limit an employee from exercising inappropriate influence over the way in which another employee carries out investment or ancillary services or activities (that is, including information barriers and other management structures); and
- 3.5.5 Measures to prevent or control the simultaneous or sequential involvement of an employee in separate investment or ancillary services or activities where such involvement may impair the proper management of conflicts of interest.
- 3.6 Where the group is unable to manage a particular conflict of interest so that the risk of damage to the interests of a client is prevented, it may be necessary to disclose (subject to any confidentiality constraints) the nature of the conflict prior to proceeding to do business for, or with, the client. Such approach serves to ensure that the client can make an informed decision as to whether to proceed with its activities with the group. Note, however, that this does not exempt the group from the requirement to maintain and operate effective organisational and administrative arrangements in relation to the conflict of interest. Over-reliance on disclosure without adequately considering how conflicts of interest may be appropriately managed is not acceptable.
- 3.6.1 There may be situations where a conflict of interest can be managed through disclosure and by seeking the consent of the client. In such instances it is imperative that the group adheres to any confidentiality constraints or remains cognisant of any confidentiality constraints which may prohibit such disclosure.
- 3.7 Even with appropriate management techniques, there may be some situations where it may not be possible, or appropriate, for the group to act on behalf of a client. In such situations, the group must decline to act.
- 3.8 Policy statement on relationships in the workplace (**policy statement**)
- Relationships between employees in the workplace, more specifically family and intimate relationships, may give rise to conflicts of interest. The policy statement on relationships in the workplace (as set out annexure A to this policy) serves to outline the principles and requirements that need to be adhered to in order to ensure that the risk of such relationships giving rise to a conflict of interest is adequately managed. The policy statement has been defined by the People and Culture Department.

3.9 Interpretation

If any aspect of this policy can be interpreted as having more than one meaning, then the meaning that best promotes the purpose of this Policy shall prevail as decided by the Policy owner.

3.10 Non-compliance

Non-compliance with this policy must be reported to line management and the Compliance function.

3.11 Escalation

In instances where there is a dispute regarding the provisions of this policy, the dispute must be escalated to the Head of Compliance for a decision, who, in need, may escalate further to the Head: Compliance Control Room, and thereafter the Group Chief Compliance Officer whose decision is final.

3.12 Recordkeeping

Record of conflicts of interest and non-compliance with this policy must be kept for at least seven years or in accordance with the time periods prescribed for recordkeeping by jurisdictional regulatory requirements, whichever is longer.

4 Roles and Responsibilities

4.1 Executive and line management:

4.1.1 must institute and maintain measures and controls to ensure adherence and embedment of this policy;

4.1.2 must ensure that compliance with this policy and any associated procedures is enforced;

4.1.3 must ensure that all employees are aware of this policy and the need for compliance with this policy and any associated procedures;

4.1.4 must report any non-compliance with this policy to Compliance. In the case of queries a Compliance Officer should be engaged;

4.1.5 is responsible and accountable for the implementation of the requirements of this policy including the understanding of related conflicts and their impact.

- 4.2 Compliance must:
 - 4.2.1 review, and maintain this policy;
 - 4.2.2 monitor adherence to this policy and related procedures;
 - 4.2.3 raise awareness in terms of this policy and related procedures;
 - 4.2.4 advise employees, line managers and business unit heads, where necessary;
 - 4.2.5 provide training, and guidance in respect of this policy to their business areas;
 - 4.2.6 report non-compliance of this policy and any other procedures to the relevant governance committees
- 4.3 Compliance Control Room must:
 - 4.3.1 review, update and maintain this policy;
 - 4.3.2 review and clear all relevant transactions or projects with a view to identifying any actual potential or perceived conflicts of interest at the earlier of the group being instructed on a matter or the pitch or proposal stage. Employees must not commit to any client and third party on such a transaction or project until conflicts clearance is received from the Compliance Control Room.
 - 4.3.3 where appropriate escalate any conflicts of interest to the respective Business Compliance functions to obtain agreement on conflicts of interest resolution.
- 4.4 Employees must:
 - 4.4.1 familiarise themselves with and adhere to this policy;
 - 4.4.2 be alert to actual, potential and perceived conflicts of interest and alert Compliance, the heads of the relevant business unit as well as the Compliance Control Room accordingly;
 - 4.4.3 comply with the policy and any associated procedures;
 - 4.4.4 notify the Compliance Control Room and a Compliance Officer of any outside business interests (including for any related party) which may be applicable to any investment banking related query or transaction / project they may be working on; and

- 4.4.5 report non - compliance, including perceived or potential non - compliance, of this policy and any associated procedures to Compliance.
- 4.5 People and Culture must (specifically, in relation to the policy statement):
 - 4.5.1 review and maintain this policy statement;
 - 4.5.2 monitor adherence to this policy statement;
 - 4.5.3 raise awareness in terms of this policy statement;
 - 4.5.4 advise employees, line managers and business unit heads, where necessary;
 - 4.5.5 provide training and guidance in respect of this policy statement; and
 - 4.5.6 maintain records of declarations made in accordance with this policy statement.
- 4.6 Board Committees:
 - 4.6.1 The board of directors (by delegation to the relevant board committee or oversight body acting on the board's behalf) shall ensure that an effective framework for managing conflicts of interests is in place.

5 Related policies

- 5.1 Code of Ethics and Conduct.
- 5.2 Anti-Bribery and Corruption Policy.
- 5.3 Watch, Discreet and Restricted List Policy.
- 5.4 Personal Account Trading Policy.
- 5.5 Research Policy.
- 5.6 Outside Business Interests Policy.
- 5.7 Gifts and Entertainment Policy.
- 5.8 Information Barriers and Need to Know Information Policy.
- 5.9 Complaints Management Policy.

5.10 Prevention of the Facilitation of Tax Evasion Policy.

5.11 Whistle-blowing Policy.

6 Disciplinary Action

6.1 Failure to comply with this policy may lead to disciplinary action and possible dismissal.

6.2 In addition, an employee may incur personal liability for civil or criminal penalties, which includes fines, payment of damages or imprisonment.

7 Definitions

Information Barriers	Information barriers, are arrangements (often, but not necessarily, physical barriers) which prevent the inappropriate flow of Material Non Public Information (MNPI) and Need to Know Information held or acquired by the group in the course of carrying on one part of its business from being disclosed to, or used for the benefit of the group or persons for whom the group acts, in the course of carrying on another part of its business, in circumstances where there may be a breach of duty or conflict of interest.
client	A person or persons or institution that holds or maintains a relationship with the group or expresses or indicates an intention to do so (includes a consultant, broker, vendor, or other service providers).
Compliance Control Room	A Compliance function responsible for providing Investment Banking and other business units within the group with guidance and support on a range of conflicts of interest matters. The Compliance Control Room's main function is to review and clear prospective and new transactions, manage wall crossings, maintain watch, discreet and restricted lists, and guard the integrity of the group's Information Barriers.
conflict of interest / conflicts	Please refer to section 3.2 of this Policy.
employees	All employees employed on indefinite term contracts of employment, whether on a full time or part-time basis.

- All employees employed on a fixed-term contract of employment/limited duration contract, whether on a full time or part-time basis.
- Any person deemed to be an employee of the group by virtue of the operation of law in the jurisdiction in which they are employed.
- Independent Contractors, Independent Service Providers and persons employed by other employers who render services to the group, are excluded.

Material Non-Public Information (MNPI)

Material Non-Public Information means information of a precise nature about or relating to one or more companies or one or more of its Relevant Assets that is not generally available, has not been made public and which, if it were to be made publicly available, is likely to have a material effect on the price or value of the Relevant Assets or would be likely to be relevant to a reasonable investor's decision to act in relation to such Relevant Assets. MNPI is also referred to as "inside information". Note: MNPI as currently defined is not restricted solely to listed entities.

Relevant Asset/s

Any financial instrument listed or admitted to trading (or for which a request for listing or admission to trading has been made) on a Relevant Trading Venue or whose price or value depends on or has an effect on the price or value of a Relevant Asset listed or admitted to trading (or for which a request for listing or admission to trading has been made) on a Relevant Trading Venue. Relevant assets accordingly include but are not limited to:

1. equities;
2. money market instruments, Currency (foreign exchange), Cryptocurrencies, bonds (including government bonds– in local or foreign currency), credit products and other forms of securitised debt;
3. warrants related to Relevant Assets;
4. units in funds (including index/mutual and/or exchange-traded funds) and investment trusts;
5. depositary receipts related to all Relevant Assets;
6. base and precious metals or other commodities
7. options, futures, forwards, FX and interest rate swaps, forward rate agreements, contracts for difference, spread bets and any

other derivative contracts or similar instruments relating to the foregoing items 1 to 6 or to credit, interest rates or yields, commodities (all classes of commodities included), emission allowances, foreign exchange or any other classified derivatives instruments, financial indices or financial measures which may be settled physically or in cash; or

8. options, futures, futures, FX and interest rate swaps, forward rate agreements, contracts for difference, spread bets and any other derivative contracts or similar instruments relating to commodities which may be settled in cash (other than by reason of default or other termination event) or physically (if traded on a Relevant Trading Venue only or if not traded for a commercial purpose).

Relevant Trading Venue

Any venue, system, or process (physical or electronic) that is:

1. a stock exchange for listing and/or trading of Relevant Assets;
2. a multilateral system operated by an investment firm or a relevant market operator which brings together multiple third-party buying and selling interests in Relevant Assets; or
3. a multilateral system in which multiple third-party buying and selling interests in Relevant Assets can interact in such system in a way that results in a contract for such Relevant Assets in accordance with such system's rules,

provided that in the case of (2) and (3) above any issuer of the Relevant Asset in question has approved trading of their Relevant Assets on such venue, process or system or have requested admission to trading of their Relevant Assets on the same.

8 Policy Administration

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Key Words

Conflicts, Interest

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9 Revision History

Version no.	Purpose of revision: <i>[Regulatory development / Bi-annual review]</i>	Review date:	Effective date:	Summary of key revision points:
V1	Regulatory requirement	2015	2013	
V2	Biennial review	2017	2015	
V2.1	Inclusion of the Policy Statement on Relationships in the Workplace – Annexure A	2018	2018	
V3	Biennial review	2021	2019	
V4	Biennial review	2023	2021	
V5	Update		2022	Removal of clause assigning responsibility to the Board
V6	Biennial review			Alignment of record keeping requirement with group wording. Include additional related policies.

				Alignment of relevant assets to market abuse policy. Remove People and Culture as policy statement owner from Annexure A
V7	Biennial Review	November 2024	November 2024	Biennial review, not changes other than aligning the Policy to Group (Stanbic Holdings Plc)

10 Annexure A

Policy Statement on Relationships in the Workplace

While the group does not prohibit relationships in the workplace, it is important that the group has certain limitations and rules in place to ensure that actual, potential, and perceived conflicts of interest do not arise. Employee should disclose any actual, potential, and perceived conflicts in writing to their line manager.

Family relationships

As a large employer, the group does have members from the same family who are employed within the group. It should however be noted that the employment of family members in situations where one family member has direct influence over the other's conditions of employment (e.g. salary, hours worked, shifts, promotion etc.) is inappropriate. For the purpose of this policy statement, family members are defined as spouse, domestic partner, daughter, son, parent, grandparent, grandchild, sister, brother, mother-in-law, or father-in-law.

In certain instances, a concern from a conflict of interest perspective may arise where other close relatives are involved, such as aunts, uncles, cousins, or relatives by marriage. In any instance when employees are unsure about a potential conflict, they should fully disclose the circumstances in writing to their line manager and a CO for advice. The declaration must be kept on the employee's personal file.

Under no circumstance may one family member play any role (whatsoever) in the recruitment and appointment process of another family member. Both the applicant for the role and the individual

already working for the group should disclose their relationship at the point in time when the application for employment is submitted.

If one family member has influence over another family member's terms and conditions of employment, the following should occur:

- In collaboration with the line manager of the more senior employee, the employees involved will be provided thirty days to make a decision regarding a change. Options include, but are not limited to:
 - one employee applying to transfer to another area; or,
 - revising the reporting structure in the department to ensure that one employee no longer has direct influence over the other employee's terms and conditions of employment.
- If a decision is not reached by the end of the thirty-day period, the executive responsible for the area will be required to adequately resolve the situation.

If the group becomes aware of a family relationship between employees which has not been declared, and where influence over terms and conditions of employment has been exercised, the group may take disciplinary action against both employees.

Personal/Intimate relationships

Employees are encouraged to develop professional relationships in the workplace and to socialise in a professional manner at social events, provided that these relationships do not interfere with the work performance of either individual or with the effective functioning of the workplace.

Employees who engage in personal relationships (including romantic and sexual relationships) should be aware of their professional responsibilities and are furthermore responsible for ensuring that their relationships do not give rise to concerns regarding favouritism, bias, ethics, and conflict of interest. In cases of doubt, advice and counsel should be sought from the relevant People and Culture Business Partner (**PCBP**), line manager or Employee Relations.

No employee who is a party to a romantic/sexual relationship may play any role whatsoever in the recruitment and appointment process of the other party.

Romantic or sexual relationships between employees where one individual has influence or control over the other's conditions of employment are inappropriate. These relationships, even if consensual, may ultimately give rise to conflicts of interest or result in difficulties in the workplace. If such a relationship currently exists or develops, it must be disclosed:

- the employee who has influence or control over the other's conditions of employment has an obligation to disclose his/her relationship to the PCBP and his/her line manager.
- the junior employee who likewise has an obligation to disclose the relationship to the PCBP and his/her line manager (assuming the relationship is not with the line manager – if it is, the disclosure must be made one level up).

In collaboration with the line manager of the more senior employee, the employees involved will be provided thirty days to make a decision regarding a change. Options include, but are not limited to:

- one employee applying to transfer to another area; or
- revising the reporting structure in the department to ensure that one employee no longer has direct influence over the other employee's conditions of employment.

If the group becomes aware of a personal relationship between employees which has not been declared, and where influence over terms and conditions of employment has been exercised, the group may take disciplinary action against both employees.

General

If a relationship has not been declared and is deemed to be inappropriate (when considered within the context of this Policy Statement) the area head, after consultation with the PCBP, will take appropriate action which could include disciplinary action.

If an employee, whether or not involved in the relationship, believes they have been, or are being, adversely affected by the fact that the relationship exists, they are encouraged to contact their PCBP.

When relationships develop into situations that may be viewed as harassment or sexual harassment, employees should refer to the Human Capital Policy manual, which outlines the various avenues available for reporting such instances. They may also approach their PCBP, who will explain the policy and procedures to them.

Policy Statement Administration

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Approved by the Board on this 20th day of November 2024

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