



Code of Conduct

OUTvest Retirement Annuity Fund, OUTvest Pension Preservation Fund
and OUTvest Provident Preservation Fund
(Hereinafter referred to as the "Funds")



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1. Preamble

- 1.1** We, the Board Members and Principal Officer of the Fund acknowledge that -
- 1.1.1 The objectives of the Fund are to provide retirement, death and ill health early retirement benefits to or in respect of the Fund's Members, as well as their Beneficiaries. Such benefits are promised in terms of the rules of the Fund.
 - 1.1.2 Whilst our primary duty is to ensure the solvency of the Fund in order that the promised benefits of the Fund may be paid out to the members and beneficiaries, we also consider ourselves to hold a position of trust and we therefore acknowledge further that -
 - 1.1.2.1 irrespective of whether any of us may be in the employment of OUTvest (Pty) Ltd as the sponsor of the Fund ("the sponsor") or may be an independent Board Member, we each owe the same fiduciary duty to the Fund, Members and the Beneficiaries;
 - 1.1.2.2 as Board Members we are required to act independently and, in particular, may not submit to influence by any party, whether the sponsor, any service provider or other third party, to act differently from that which the office of trustee requires us;
 - 1.1.2.3 we must avoid conflicts of interest in so far as it is possible.
 - 1.1.3 Our respective functions as Board Members and Principal Officer require us not only to fulfil all the requirements imposed on us by law in the fulfilment of our duties, but also to ensure that the Fund is governed by us in such a way as will -
 - 1.1.3.1 ensure that the benefits promised in terms of the rules are actually delivered;
 - 1.1.3.2 these benefits are optimal with minimal associated risk; and
 - 1.1.3.3 the process of delivery of these benefits is credible and worthy of the trust of the Members and Beneficiaries, and can also be demonstrated to the sponsor and the Authority.
 - 1.1.4 We are accountable for the sound governance of the Fund.
- 1.2** We accordingly bind ourselves to govern the Fund to the best of our ability, both individually and collectively, and now set out how we intend to do this so that the Members and Beneficiaries, the sponsor, the Authority and those service providers serving the Fund can know and understand what we expect of ourselves and what we will require of the service providers of the Fund in order to ensure that we achieve the governance purposes.

2. Management of ourselves as Board Members and Principal Officer

- 2.1** We acknowledge that as Board Members we are obliged to act jointly and we understand that if any of us comprise a minority in respect of a majority decision which is carried then the minority must respect the majority decision. As Board Members, furthermore, we undertake to work together, notwithstanding that some of us may be in the employment of the sponsor and some of us may be independent Board Members; and we undertake to trust each other and to be trustworthy.
- 2.2** We look to the Chairperson of the Board to lead us proactively to ensure that Board meetings are run effectively, to ensure that the Board Members fulfil their responsibilities, to be responsible for communication with the sponsor on matters of interest to it, and to act as spokesperson of the Fund where required.
- 2.3** We as Board Members look to the Principal Officer for effective liaison with the service providers, Members and Beneficiaries and, being the repository of the institutional history of the Fund, providing support to the Chairperson and to us as Board Members in our responsibilities. The Principal Officer accepts responsibility for the above and acknowledges that although he/she has no vote at Board meetings he/she nevertheless is expected to make contributions to those meetings and to provide input particularly, in the compliance function, to the risk management responsibilities of the Board Members.
- 2.4** We undertake
- 2.4.1 to record our acceptance of the responsibilities as Board Members and Principal Officer in terms of both the legal duties we have and our commitment to the governance of the Fund as reflected in this code, in terms of an acceptance of trust document;
 - 2.4.2 to implement, uphold and adhere to the Fund's gift policy;
 - 2.4.3 to declare at every meeting of the Board any interests that we might have in any of the agenda items and declare annually or more frequently as we may decide, as Board Members, our interests in terms of the Fund's conflict of interest policy.

- 2.5 We undertake as Board Members to ensure that our skills and learnings as Board Members are, to the extent possible, passed on to those Board Members who succeed us, and we undertake to be available to provide information about what has happened during our tenure as Board Members notwithstanding our vacation of office.
- 2.6 We acknowledge that information about the Fund, its Members, beneficiaries, the sponsor, the service providers and the proceedings of the Board meetings are confidential and may not be disclosed to a third party, unless there is a contrary duty in law. Where we are required by law or order of a court or tribunal to disclose confidential information, we shall notify the Fund prior to such disclosure to enable the Fund to take whatever steps it deems necessary to protect its interests in this regard. We furthermore acknowledge that we are accountable for the security of all confidential information supplied to us, whether in hard copy or electronically, and that all our devices are password protected and have appropriate security software installed. We acknowledge that the provisions of this paragraph shall survive our termination of office.
- 2.7 We undertake to submit ourselves, individually and collectively, to such assessment as is appropriate, acknowledging that the purpose of any such assessment is to ascertain our performance, particularly in fulfilling our governance purposes.
- 2.8 We acknowledge that each of us as a Board Member may be sanctioned, whether in the form of censure, suspension subject to any terms determined by the other Board Members, or expulsion from office, for any breach of this code; and that any such sanction may only be imposed after that Board Member accused of such breach has been furnished with the opportunity to defend himself or herself.

3. Management of the business of the Fund

- 3.1 We acknowledge that we must exercise an oversight responsibility over the administration of the Fund, including those service providers involved in providing services to the Fund. In particular we undertake to ensure that every service provider reports appropriately and timeously to us, that the contractual relationships with service providers are on terms which are reasonable and are reviewed periodically; that there is a periodic revision of the rules; and that there is a periodic review and assessment of the service providers of the Fund.
- 3.2 We undertake to ensure, as far as is possible, that our service providers avoid or remove any conflicts of interest.
- 3.3 We acknowledge as Board Members that where we do not have all the skills necessary to perform our duties as set out in the Act and the rules, we undertake to seek expert advice, which we will interrogate and test, in order to ensure that the benefits of the Fund are optimal and the risks associated with that minimal.
- 3.4 We undertake as Board Members to have in place a risk register, which on request will be made available to the sponsor. This must deal with the assessment and management of each type of risk to which the Fund is exposed, including but without being limited to, accounting and administrative risk, investment risk and legal risk. As part of this we undertake as Board Members to ensure that there are appropriate rights of recourse against our service providers and that appropriate insurance cover is enjoyed by the Fund.
- 3.5 We undertake as Board Members to devise an investment policy which is appropriate for the needs of the Fund and, in particular, entails an acceptable level of risk and is appropriate to meet the benefits promised by the Fund.

4. Management of relationships

- 4.1 We undertake as Board Members to communicate regularly with relevant and clear information about the Fund to every Member and/or Beneficiary. We understand the importance of such communication for each Member and/or Beneficiary and that good communication about the Fund, particularly the governance arrangements in place, plays an important role in the promotion of the trust we wish the Members and/or Beneficiaries to have in us.
- 4.2 We undertake to deal with any communication from, query or complaint by any Member and/or Beneficiary, the sponsor or the Authority timeously, thoroughly and with respect.
- 4.3 We acknowledge that the Fund owes a duty of good faith to the sponsor, but that this duty does not extend to ensuring that the sponsor's business proposition in respect of the Fund is viable.
- 4.4 We commit the Fund to a constructive, co-operative and open relationship with the sponsor, the Authority and any other regulatory authority, including SARS, with which the Fund may have dealings.