

MotoVantage Holdings and its Subsidiaries Conflict of Interest Policy

Document Control

Information Type	Description
Title	MotoVantage Holdings and its Subsidiaries Conflict of Interest Policy
Author	MotoVantage Compliance
Initial Approval	Anton Botha
Final Approval	Anton Botha
Document	Version 1.3
Version date	February 2026

TABLE OF CONTENTS

1 INTRODUCTION

2 SCOPE

3 NON-EXECUTIVE DIRECTORS AND EXEMPTIONS

4 OWNERSHIP AND REVIEW

5 PUBLICATION

6 ADOPTION

7 ADMINISTRATION

8 RELATED GOVERNANCE DOCUMENTS

9 HOW MUST I USE THIS POLICY?

10 WHERE MUST I DECLARE MY INTERESTS?

10.1 DECLARATIONS OF INTEREST (DOI)

10.2 MANUAL FORMS

11 WHEN MUST EMPLOYEES DECLARE INTERESTS?

12 WHAT IS THE APPROACH TO HOW CONFIDENTIALITY ARE OF PERSONAL INTEREST DECLARATIONS?

13 WHAT DO EMPLOYEES NEED TO DECLARE AS INTERESTS?



13.1 GIFTS GIVEN AND GIFTS RECEIVED

13.2 OWNERSHIP INTERESTS

13.3 ADDITIONAL WORK INTERESTS

13.4 CLOSE RELATIONSHIP INTERESTS

14 DECLARATIONS OF INTEREST REVIEW PROCESS

14.1 RESPONSIBILITY TO SEEK ADVICE AND TO DECLARE INTERESTS

14.2 WHERE CAN EMPLOYEES SEEK ADVICE WHEN THEY ARE UNSURE

14.3 RESPONSIBILITY TO RESOLVE A CONFLICT OF INTEREST

15 VALIDATIONS

16 CORRUPT RELATIONSHIPS

17 CONSEQUENCE MANAGEMENT

18 CONTACT

1 INTRODUCTION

The MotoVantage code of ethics provides guidance on ethical decision-making and behaviour. It creates a common understanding of how the MotoVantage expects its people to behave. It creates a common understanding of the behaviour that MotoVantage expects from its employees.

The safeguarding of the MotoVantage's reputation is, therefore, of the utmost importance. This includes ensuring that an effective programme is in place for the management of conflicting interests.

A conflict of interest arises when MotoVantage's interests are compromised by the personal interest and/or relationships of any employee, director or other persons. Conflicting interests are generally characterised by a compromise or prevention of efficient, honest or objective work performance, because of employees maintaining inappropriate personal interests, either directly or through their close relationships.



Not all conflicts of interest result in misconduct (such as corruption, internal and/or external fraud, bribery, inappropriate governance, nepotism or cronyism). It is prudent, however, to establish and maintain an effective conflict of interest management programme to ensure that conflicting interests are identified timeously, mitigated and suitably managed.

Managing conflicting interests requires:

- mechanisms for the identification of conflicting interests.
- measures for the avoidance of conflicts of interests, and where avoidance is not possible, measures for the mitigation of such conflicts of interest.
- mechanisms for the disclosure and assessment of conflicts of interest.
- policies, standards, procedures and internal controls to facilitate compliance with established measures.
- monitoring and reporting activities to determine and encourage compliance with established measures; and
- consequence measures for non-compliance.

PURPOSE

The MotoVantage Conflict of Interest Management Policy is designed to assist it in protecting the interests of MotoVantage and its customers. This policy sets out principles for avoiding and managing actual, potential, and perceived conflicts of interest, and stipulates that all employees are, amongst others, required to declare all relevant personal interests that may conflict with the interest of MotoVantage, for examination.

The responsibility to proactively and in good faith declare interests that may conflict with those of MotoVantage and to seek advice in cases of uncertainty, is fully vested with each employee. Importantly, the declaring party must believe the declaration to be accurate and complete at the time.

2 SCOPE

This policy applies to all entities and businesses that form part of the MotoVantage group of companies and their respective employees.



This standard applies to all employees of MotoVantage Holdings and its group subsidiaries (hereinafter MotoVantage),

MotoVantage Holdings Proprietary Limited (Company Registration No. 2014/182594/07) comprises of the wholly owned legal entities, financial services providers and subsidiaries listed below:

- Motorite Administrators Proprietary Limited (FSP 9140 and Company Registration No. 1997/000637/07), a wholly owned subsidiary of MotoVantage Holdings.
- Small Area Repair Technology Underwriting Managers Proprietary Limited t/a SMART (FSP 9861 and Company Registration No. 1999/016066/07), a wholly owned subsidiary of MotoVantage Holdings.
- The Engine Room Direct Solutions Proprietary Limited (FSP 45528 and Company Registration No. 2009/005040/07), a wholly owned subsidiary of MotoVantage Holdings.
- Streamline Repair Holdings Proprietary Limited (Company Registration No. 2005/036668/07) is an entity within the MotoVantage Group and is wholly owned by SMART.
- MotoVantage Operations (Pty) Ltd (Company Registration No. 2015/031530/07), a wholly owned subsidiary of MotoVantage Holdings.

“Employee” means:

- any person who conducts work for MotoVantage and who receives, or is entitled to receive, any remuneration directly from MotoVantage.
- any fixed-term, third-party contractors, consultants and contingent workers.
- any representatives of MotoVantage and persons who have access to MotoVantage systems; and
- all executive directors and specialist consultants who conduct work for MotoVantage and who receive, or are entitled to receive, any remuneration directly from MotoVantage.



3 NON-EXECUTIVE DIRECTORS AND EXEMPTIONS

It is recorded that non-executive director declarations are managed in accordance with directors' fiduciary duties. Declarations by non-executive directors are facilitated by the Company Secretary's office (Cosec) annually as well as on an ad hoc basis during periodic board meetings if an actual, perceived, or potential conflict of interest presents itself. Declarations made during board meetings are to be noted in the relevant meeting minutes and/or Cosec system.

4 OWNERSHIP AND REVIEW

The MotoVantage Compliance function is the custodian of the MotoVantage Conflict of Interest Management Policy, which must be reviewed at least every two years, or as regularly as necessary, and approved by the MotoVantage social and ethics committee (SECOM) and Legal Risk and Conduct Forum.

5 PUBLICATIONS

The latest versions of the MotoVantage Code of Ethics and Conflict of Interest Management Policy are published on the MotoVantage intranet and as part of the Human Capital Manual.

6 ADOPTION

All entities within the MotoVantage Group shall adopt the MotoVantage Conflict of Interest Management Policy.

7 ADMINISTRATION

The Chief Operations Officer (COO) of MotoVantage is responsible for oversight of the implementation of this policy and for ensuring the integration of this policy into the day-to-day activities of the business entity.

8 RELATED GOVERNANCE DOCUMENTS

This policy forms part of the MotoVantage Ethics and Governance Programmes, and must be read in conjunction with the following MotoVantage governance documents:

- Code of ethics.
- Supplier code of conduct.
- Anti-bribery and corruption (ABC) policy.
- Financial advisory and intermediary services (FAIS) act conflict of interest policy, where applicable.



- Gifts and entertainment policy.
- Procurement policy

9 HOW MUST THIS POLICY BE USED?

All employees as defined in section 3 (scope) must refer to this policy for guidance on truthful, accurate and timely declarations of personal interests. This includes guidance on the appropriate methods of declaration, to whom declarations must be made, as well as the type of interests required to be declared.

- Guidelines are provided at induction.
- Line managers must create awareness with all new and current employees of the MotoVantage Conflict of Interest Management Policy and all training requirements.

10 WHERE TO DECLARE INTERESTS?

10.1 Declaration of interest (DOI)

All employees are required to declare their interests on the manual declaration of interest document, on an annual basis or as and when circumstances change that require an updated DOI declaration.

10.2 Manual forms

All employees must complete a manual declaration of interest form. A copy of the manual form will be available from the MotoVantage Compliance Department by sending an email to Compliance@MotoVantage.co.za

11 WHEN MUST EMPLOYEES DECLARE INTERESTS?

Personal interests must be declared or reconfirmed truthfully by employees on an annual basis within the first two months of a new financial year (1 July to 31 August); or within 30 days of the date of joining the organisation for new employees; and proactively on an ongoing basis throughout the year by all employees, as and when interests change.

12 WHAT IS THE APPROACH TO CONFIDENTIALITY OF PERSONAL INTEREST DECLARATIONS?

All declarations are to be handled in the strictest confidence. Line managers, Human Capital Business Partners, relevant ethics officers or compliance representatives, will protect the confidentiality of the information supplied. Confidential information may be



shared only among Executive committee members and others with a direct and legitimate interest in ensuring that declarations are well managed, and conflicts of interest are avoided.

13 WHAT DO EMPLOYEES NEED TO DECLARE AS INTERESTS?

All employees must submit an annual declaration of personal interest. Even if they have no new personal interests to declare or if there were no interest changes from the previous year, employees must reconfirm their existing interests annually. Personal interests including relevant ownership of a business (or part thereof), relevant additional work (voluntary or remunerated) and relevant close relationship interests that may compromise an employee's ability to carry out duties and responsibilities independently and objectively in relation to MotoVantage must be declared. The use of "relevant" interests here and throughout the policy refers to actual, potential, and perceived conflicts.

Where an employee does not have any relevant personal interest, they must submit a 'nothing to declare' declaration on an annual basis. Gifts given or received on an ad hoc basis do not form part of the annual declaration requirement but must be declared in line with the timelines as set out below.

All declarations of interest must be accurate and adequately detailed. Sufficient context must be provided by the employees to enable line managers to make informed decisions when reviewing their declarations.

Business areas may provide more guidelines such as additional criteria; additional approvals; and/or additional independent review panels and may impose additional restrictions or thresholds on gifts (for example a zero-gift policy). It is incumbent on each employee to also consult the business unit specific policies, guidelines, or standards, if applicable.

13.1 Gifts given and received

A gift is anything given by one person to another without expecting any form of payment or benefit in return. The giving and receiving of gifts, in the ordinary course of business, with the intention of strengthening existing relationships (clients and suppliers) and/or for marketing purposes, is permitted. A gift may come in many forms, for example, items of value, goods, services, meals, hospitality, entertainment, domestic and foreign travel, accommodation, sponsorship, donation and/or vouchers.



In the practice of giving and receiving gifts, an actual, potential, or perceived conflict of interest and/or bribery risk may arise. It is, therefore, every employee's responsibility to establish the purpose or intent of the gift and ensure that in executing their roles and responsibilities, they manage any conflict of interest that may arise from giving or receiving gifts. The value of a gift must be reasonable, not excessive, and not create or appear to create an obligation of reciprocity.

Employees must declare all gifts given and received to their line manager and declare all gifts given and received in accordance with the Gifts and entertainment policy requirements.

Note that the giving or receiving of cash and cash equivalent gifts, in any currency and in any country of operation is **strictly prohibited**.

- “Cash” means physical or digital economic units that are generally recognised as a medium of exchange including without limitation, fiat currency, funds transferred electronically, cheques and travellers' cheques.
- “Cash equivalent” includes, without limitation any digital currency, crypto currency, tokens and vouchers which can be converted to cash.

Additional guidance is provided in the MotoVantage Gift and Entertainment policy. The standard provides information about factors to be considered when evaluating receiving and giving of sponsorships, donations, gifts (including travel and accommodation) and entertainment; including the roles of employees, acceptance and rejection of gifts, prohibited gifts, financial value thresholds and guidance on remedial actions that must be taken.

In line with a risk-based approach to managing conflicts of interest, the following are examples of high-risk gift practices that must be reviewed with greater scrutiny by line managers and managed or resolved adequately:

- multiple gifts of excessive value given/received, and timing of such gifts, i.e. during a tender or contract renewal process or shortly before or thereafter.
- non-contextual giving or receiving of gifts; or an individual subjective (biased) giving or receiving of gifts.
- giving or receiving of gifts which may create a risk of perceived conflict (perception risk).
- intentionally unrecorded; undeclared; or understated gifts given/received.



- gifts given or received in exchange for an employee, colleague, customer or third party awarding the giver an unfair advantage.
- FAIS representatives giving or receiving gifts with a sum value per applicable regulatory thresholds, prohibitions and other requirements to/from the same third party; and
- Gifts given of a value that breach applicable regulatory thresholds, prohibitions and other requirements.
- It is incumbent on employees to consult with the relevant business unit, segment or country ethics office and/or compliance representative to ensure compliance.
- Employees must declare all gifts received as soon as possible, but no later than five business days from receiving the gift, and before offering a gift, with their line manager. As much detail as possible should be included to ensure that the line manager can make an informed decision.

13.2 Ownership interests

- An ownership interest in any business enterprise outside of MotoVantage.
- Ownership interests held personally in MotoVantage 's vendors, service providers, business partners, major clients, or competitors, must be declared. MotoVantage seeks to avoid employee-supplier relationships and the MotoVantage 's procurement policy must be referred to.

Ownership interests may include:

- equity obtained through private investments, inheritance, dividend, profit share or similar arrangements.
- assets administered in trusts; and
- any dormant or "shelf" organisation that becomes active.
- Where an employee owns or uses a legal entity, stokvel or partnership, to trade or hold securities, an ownership interest declaration is required.
- In line with a risk-based approach to managing conflicts of interest, the following are examples of high-risk ownership interests that must be reviewed with greater scrutiny by the line manager and managed or resolved adequately:
 - interest with a direct conflicting interest in MotoVantage 's, i.e. financial services; roles conflicting with the employee's current role within MotoVantage, i.e. similar roles and/or responsibilities; ownership in third parties, major clients or competitors.



- interests that are not related to, or in conflict with, MotoVantage 's business, however, require considerable time to fulfil work responsibilities for the outside business, which may impact on an employee's productivity, performance or deliverables.
- use of MotoVantage 's intellectual property (IP) or access to customer, employee or supplier information for personal advantage or gain.
- abuse of MotoVantage 's resources such as MotoVantage tools of trade to fulfil personal interests; and
- intentionally undeclared ownership interest with, or relating to, a direct conflict with MotoVantage.

13.3 Additional work interests

- Additional work performed for parties related and/or unrelated to MotoVantage, whether such work is voluntary or remunerated and that has an actual, potential, or perceived conflict of interest risk and may impact MotoVantage work performance must be declared. Additional work may include but is not limited to:
 - paid employment for work outside of MotoVantage (including consulting or advisory services) that could take up time that must be spent on MotoVantage work.
 - management authority in a third party acting as a vendor, service provider, external business partner, major client (by turnover, assets, public interest score, social impact or market share), competitor of any MotoVantage business, or in a business unrelated to MotoVantage that may prevent effective or honest MotoVantage work performance; outside appointments or outside professional commitments including directorships; trusteeships and board memberships. The employee must adhere to MotoVantage 's employee appointment to external entities policy, which contains provisions relating to some of these scenarios.
 - public office or similar work; and charitable and voluntary work impacting on MotoVantage.
- In line with a risk-based approach to managing conflicts of interest, the following are examples of high-risk additional work interests that must be reviewed with greater scrutiny by line managers and managed or resolved adequately:
 - remunerated or voluntary additional work interests with a direct conflicting interest to those of MotoVantage, i.e. financial services; roles conflicting with the



employee's current role within MotoVantage; additional work in third parties, major clients or competitors.

- personal business interests that are not related to MotoVantage businesses, but which require considerable time to fulfil related work responsibilities, which may impact on the employee's productivity, performance or deliverables at the MotoVantage.
- potential for abuse of MotoVantage's resources to fulfil personal interests.
- intentionally undeclared additional work interest with, or relate to, a direct conflict with MotoVantage.
- the risk of using, leaking or compromising in any other way, MotoVantage's proprietary, confidential (customer, employee and supplier), non-public, or price-sensitive information; or introducing reputational risk to MotoVantage.

13.4 Close relationship interests

A close relationship is a relationship between two people by either being related to each other; romantically involved, friends and/or associates. The employee must, to the best of their knowledge, declare any close relationships which pose a conflict-of-interest risk, including but not limited to:

- spouse, life partner, or civil union partner.
- biological or adopted sibling or cousin.
- child, including biological child, stepchild, adopted child, foster child (and such child's spouse or partner),
- nephew and niece.
- grandparent, parent or stepparent (and such parent's spouse or partner).
- uncle and aunt.
- person recognised in law, appointed by a court as legally responsible for managing the affairs of, or meeting the daily care needs of the employee (and such person's spouse, or partner).
- person in commercial or business partnership with the declaring party; and
- person who is a friend or associate of the declaring party (cronyism).



In line with a risk-based approach to managing conflicts of interest, the following are examples of high-risk close relationship interests that must be reviewed with greater scrutiny by line managers and managed or resolved adequately:

- Close relationships (family or romantic) within MotoVantage, within the same or different business structure, with direct and indirect reporting lines which may create an unfair advantage or affect the division of duties between employees.
- Close relationship with competitors in the same industry or profession as the employee increasing the risk of sharing MotoVantage intellectual property.
- Close relationship with a major client or third party with a relation or business interactions that may prevent objectivity and independence in the execution of the employee's duties.
- Close relationship with a person who provides a service to the employee's business area.
- Close relationship with any employee which creates an unfair advantage, or which causes a deviation from regular processes or procedure as a result, i.e. access to non-trading-related information; and
- Close relationship with a person who holds public office or works in the civil service or similar work that may pose a conflict of interest or reputational risk to MotoVantage.

Additionally, determine whether there are close relationships with politically exposed or influential people(s). Refer to the MotoVantage politically exposed persons (PEP) standard for more details.

14 DECLARATIONS OF INTEREST REVIEW PROCESS

Employees are responsible for ensuring that all relevant personal interests are declared in an accurate, appropriate and timely manner with all required contextual information.

Once an interest is submitted, the line manager is responsible for reviewing and deciding within ten working days of receiving the declaration and providing the mandatory rationale in the "line manager comments" section for the decision. The decision must be informed, supported by detailed contextual information and take into consideration of the types of high-risk interests listed under each declaration category of this policy. These risks are not exhaustive, and the line manager remains accountable for the decision to approve or reject a DOI and oversee resolution, where necessary.



14.1 Responsibility to seek advice and to declare interests

The declaration prescripts in this policy are not meant to be exhaustive. It remains the responsibility of those subject to this policy to seek advice on personal interests and to declare such interests accordingly.

14.2 Where can employees seek advice when they are unsure?

Refer to the compliance and/or and risk department or seek advice from line managers, human capital business partners. The compliance representative must escalate the query, on the employee's behalf, to the relevant members of Exco if they are not able to provide adequate guidance.

Board members may contact the compliance department directly when seeking advice.

14.3 Responsibility to resolve a conflict of interest

Where a personal interest conflicts, or could conflict, with the interests of MotoVantage with guidance from their line manager, the declaring employee must resolve the conflict within a reasonably agreed time but also considering the risk exposure while the conflict exists. Where a resolution cannot be agreed upon with the line manager, the line manager must consult with the human capital business partner, relevant member of Exco and/or compliance representative for advice.

When either the line manager or Human Capital or an ethics committee declares personal interests as constituting a conflict of interest, then the employee in question will be given a reasonable amount of time to resolve the identified conflicting interest(s) to the satisfaction of the ethics committee requirements. The line manager in liaison with the business area's human capital business partner, relevant member of Exco and/or compliance representative will monitor implementation of the remedial action agreed upon.

Where a personal interest poses an actual conflict, or may pose a potential or perceived conflict, in a decision- making process, employees must recuse themselves from being involved in or influencing any decision related to the interest in question.

15 VALIDATIONS

As an employee it is important to note that continuous risk-based validation checks against external data sources may be performed to ensure the adequate management of conflict-of-interest risk.



16 CORRUPT RELATIONSHIPS

Unmanaged conflicts of interest may readily evolve into corrupt relationships. Employees are, therefore, required to report any observed or suspected corrupt activity(ies) relating to conflicts of interest, by using MotoVantage 's independently managed ethics email address.

17 CONSEQUENCE MANAGEMENT

Failure to adhere to this policy may constitute misconduct either by way of negligence and/or dishonesty which could result in disciplinary action being taken. In serious cases, such disciplinary action may result in termination of employment or suspension of services. Where a criminal offence results from failure to adhere to this policy, additional consequences may arise.

Line management is encouraged to engage the human capital business partner function prior to proceeding with disciplinary process.

18 Contact Details

Ethics Email Address: - ethics@Motovantage.co.za

