

**Cape Management System
Conflict of Interests
Policy
CMS GPO 20**





Policy Introduction

Cape core values

- Acting ethically and with integrity is fundamental to the way in which we want to do business at Cape. Operating within a culture of openness and honesty, and behaving with respect for others, means that we can trust each other to work in the best long-term interests of the Cape Group.
- We take a zero-tolerance approach to bribery and corruption and are committed to: (a) acting professionally, ethically and with integrity in all our business dealings and relationships wherever we operate; and, (b) to implementing and enforcing effective systems to counter bribery and corruption.
- You should read this Policy in conjunction with the Cape Group Business Integrity & Ethics Code.

Policy aims

- This Conflict of Interests Policy sets out the Cape Group approach on conflict of interests and details the responsibilities of all Cape Group employees and certain third parties (see below) to observe and uphold that approach. It also provides information and guidance on how to deal with conflicts of interests should they arise. It is vital that all Cape Group employees and related third parties (see below) read, understand and act upon this Policy.

Warning

- This Conflict of Interests Policy sets out a process for managing potential and/or actual conflicts of interests for all Cape Group employees and certain third parties (see below). It is vital that all Cape employees and such third parties read, understand and act upon this Policy.

THIS POLICY APPLIES TO YOU	This Policy covers all Cape Group employees, directors, officers, consultants, contractors, agents, representatives, business partners, sponsors, interns, casual workers, seconded workers and agency workers.
STATUS OF POLICY	This Policy forms part of your contract of employment / terms of engagement and is effective from date of issue. We are entitled to amend this Policy any time without prior notice.
BREACH OF POLICY	Breach of this Policy could result in disciplinary proceedings and, potentially, dismissal and/or prosecution.

Breaches of Policy / Criminal Sanctions

- Any employee who breaches this policy could face disciplinary action, which could result in dismissal for misconduct or gross misconduct. We will terminate our relationship with any third party working on our behalf if they breach this policy.



- It is a criminal offence for a UK company and/or its subsidiaries to offer, promise, give, request, or accept a bribe. As an employer if we fail to prevent bribery we can face an unlimited fine, exclusion from tendering for UK public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously. We face similar sanctions in many other territories.
- Individuals are also subject to UK laws on anti-bribery and corruption, the laws of the territories in which they are based, and potentially various other jurisdictions as well. In the UK, individuals found guilty of bribery and/or corruption can be punished by up to ten years' imprisonment and/or a fine.
- Cape Group will always cooperate with the relevant authorities in relation to any substantiated allegations of bribery and/or corruption including providing assistance in the prosecution of Cape Group employees and third parties.

Definitions

- In this policy:
 - **Cape Group** the company which you work for any all other member companies of the Cape Group of companies;
 - **Conflict of Interests** means any and all conflicts between your duty to act in the best interests of the Cape Group and any personal interest and/or loyalty – conflicts include but are not limited to the specific examples set out in this Policy of conflicts that arise in relation to: personal business interests; personal financial gains; recruitment, employment and/or promotion of friends and family; and, non-business interests and conduct outside of work;
 - **Divisional Compliance Officer** means the relevant Cape Divisional Compliance Officer, details of whom are given at the end of this Policy;
 - **Employee** means all Cape Group employees, directors, officers, consultants, contractors, agents, representatives, business partners, sponsors, interns, casual workers, seconded workers and agency workers; and,
 - **Personal Business Interest** means an Employee's direct and/or indirect financial or other interests in a company and/or business other than Cape.

Conflict of Interests - Overview

- A Conflict of Interest arises where an Employee has personal interests and/or personal loyalties that conflict with her/his overriding duty to act in the best interests of the Cape Group.
- If you believe that you have a potential / actual Conflict of Interests you should contact your Divisional Compliance Officer as a matter of urgency and notify her/him of the potential / actual Conflict of Interests. The Divisional Compliance Officer will advise you of any further steps may be necessary.



Conflict of Interests – Personal Business Interests

Overview of Personal Business Interests

- Employees are generally required to devote their whole time and attention to their employing company and should not engage in outside business activities. However, Employees may have a direct or indirect financial or other interest in a company / business outside the Cape Group provided that they have disclosed the business interest(s) to their applicable Divisional Compliance Officer.
- Disclosure to Cape Group enables us to carry out due diligence on Personal Business Interests and to ensure that no Conflict of Interests has arisen or might, arise.
- There is no requirement to disclose a personal shareholding in a company / business listed on a recognised stock exchange provided that any shares / stock held in that company constitute less than 3% of the share capital of the listed company.

Competing Personal Business Interests

- Employees must not have a Personal Business Interest in any company / business that has any dealings and/or competes (or might compete), with a Cape Group company (whether a customer, supplier or otherwise) unless:
 - the Personal Business Interest has been formally notified to the applicable Divisional Compliance Officer in advance; and,
 - the Divisional Compliance Officer has expressly consented in writing to that Personal Business Interest.
- Contact details of your applicable Divisional Compliance Officer are given at the end of this policy. Once you have notified your Divisional Compliance Officer they will take you through a simple process for formally notifying the Personal Business Interests and obtaining clearance (where appropriate).

Register of Personal Business Interests

- Each Divisional Compliance Officer maintains a register (CMS GF 03) of personal Business Interests. You can ask, at any time, to see your entry on the register.
- Your Divisional Compliance Officer will notify you if you are required to complete an annual disclosure of Personal Business Interests. If notified by your Divisional Compliance Officer, you must fully disclose all personal Business Interests and complete the disclosure form according to the relevant instructions and timetable.
- Divisional Compliance Officers and the Cape Group compliance function will carry out due diligence from time to time to verify the accuracy and nature of disclosed Personal Business Interests and to ensure compliance with this Policy.

Conflict of Interests – Personal Financial Gain

- Employees must not use their position within the Cape Group for their own personal profit or gain, or for the profit or gain of their families and relatives, in any way.



Conflicts of Interests – Employment Matters

- Recruitment, employment and promotion decisions for Cape Group employees must always be made fairly and objectively.
- Employees are encouraged to recommend family members and friends to work for the Cape Group but Employees must not be involved in, or influence in any way, recruitment, selection and/or promotion decisions, nor can they be involved in the recruitment, selection and/or promotion processes.
- Employees must not be involved in, nor influence, the supervision or performance appraisal of any family members or relatives.

Conflict of Interests – Non-Business Interests / Conduct

- The Cape Group supports the involvement of its Employees in local community organisations in their own time. Where this involvement impacts upon the Employees work commitments it should be approved by the Employee's line manager.
- Employees must ensure that any involvement with an external organisation does not create, or be seen to create, a Conflict of Interests. Any request for sponsorship from Cape shall be approved in advance and in writing (including by email) by the relevant Divisional Compliance Officer. A conflict would arise, for example, if an Employee used their influence to obtain Cape Group sponsorship without prior approval or pressurised a supplier into providing time or materials at a discount or free of charge to an external organisation.
- No contributions (including cash donations, use of Cape Group resources or employees) to political parties or political interest groups by the Cape Group are permitted. Employees must not conduct political activities during working hours and must not represent themselves as a Cape Group employee when engaging in any political activities without the prior written consent of the relevant Divisional Compliance Officer.
- All Employees shall take care to conduct themselves, when away from the workplace, in a manner that is not detrimental to Cape's interests and/or reputation.

What to do when a Conflict of Interests arises

STEP 1

Disclose the potential / actual Conflict of Interests / Personal Business Interest to your applicable Divisional Compliance Officer. Contact details are shown at the end of this Policy.

STEP 2

Your Divisional Compliance Officer will contact you for further details on the Conflict of Interests / Personal Business Interest. The Divisional Compliance Officer will then review the information disclosed and may carry out further due diligence.

STEP 3

Your Divisional Compliance Officer will contact you to:

- confirm that there is a Conflict of Interests and agree a rectification plan with you; or,
- confirm that there is no Conflict of Interests and that no further action needs to be taken; or,
- will require you to complete of Personal Business Interests form so that the information can be entered into the Divisional Personal Business Interests register.



If you suspect a Conflict of Interests:

If you suspect that another Employee has a potential / actual Conflict of Interests and/or Personal Business Interest that has not been notified you should contact your Divisional Compliance Officer or contact the Cape Group Whistle-blowing Hotline.

If you have any questions about this Policy:

Contact your Divisional Compliance Officer.

Related Group Policies and other documents

- CMS GC 01 Group Business Integrity & Ethics Code
- CMS GPO 11 Group Whistle-blowing Policy
- CMS GPO 14 Anti-bribery and Corruption Policy
- CMS GF 03 Disclosure of Personal Business Interests

Contact details

Contact	Email
Divisional Compliance Officers: <ul style="list-style-type: none"> • AsiaPac (incl. Australia) • MENA • Specialist Services • UK, Europe & CIS • Group 	asiapac.compliance@capeplc.com mena.compliance@capeplc.com css.compliance@capeplc.com uk.compliance@capeplc.com group.compliance@capeplc.com
Group General Counsel	cosec@capeplc.com
Group Compliance Manager	group.compliance@capeplc.com
Whistle-blowing Hotline	www.speak-up.info/cape (access code 22731)

Communication of Policy

- This policy shall be made available to all Cape employees and Sub-contractors via the Cape Intranet site.

Responsibility for this Policy

- The Audit Committee of Cape plc has overall responsibility for this Policy and for reviewing the effectiveness of actions taken in response to concerns raised under this Policy. The Cape Group General Counsel is responsible for the implementation and day-to-day operation of this Policy. Management at all levels are responsible for ensuring those reporting to them understand and comply with this Policy and are given adequate and regular training on it.

Richard Allan - Group General Counsel
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