



CONFLICT OF INTEREST POLICY

Approved and adopted by the Board of Resilient REIT Limited
on 27 November 2020

1. DEFINITIONS

- 1.1. “**Chairman**” means the chairperson of the board of directors of Resilient;
- 1.2. “**Company Secretary**” means the Company Secretary of Resilient;
- 1.3. “**Family Member**” means a spouse, domestic partner, parent, parent of a spouse, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- 1.4. “**Material Financial Interest**” means a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person’s or a Family Member’s judgement with respect to transactions to which the entity is a party. This includes all forms of compensation;
- 1.5. “**Resilient**” means Resilient REIT Limited and includes all its subsidiaries; and
- 1.6. “**Responsible Person**” means any person serving as a director, prescribed officer or any employee who has the authority to commit Resilient.

2. CONFLICT OF INTEREST DEFINED

- 2.1. A potential conflict of interest could arise where a Responsible Person has an interest in, or connection with, an organisation with which Resilient has transacted or might transact business (or with individuals associated with such an organisation) and where the interest is of such a nature that it might influence the independent judgement of the Responsible Person or detract the Responsible Person from devoting his/her full time during business hours to the business of Resilient.
- 2.2. Conflicts of interest may be direct or indirect, that is, the interest might be that of the Responsible Person, that of another person such as a relative or a friend of the Responsible Person, or that of an organisation in which the Responsible Person or such other person has an interest.
- 2.3. It is not possible to provide an exhaustive list of possible conflicts of interest. The facts and circumstances of each situation will determine whether the interest in question is of such a nature so as to meet the requirements of a conflict of interest. Such facts will include the extent to which the Responsible Person could influence the decisions of Resilient and whether the interest is of such a nature that it might affect the objectivity or the business judgement of the Responsible Person.

3. IDENTIFICATION OF CONFLICTS OF INTERESTS

- 3.1. Common types of transactions where conflicts of interest may arise include (amongst others):
 - 3.1.1. The selection of consultants or other professional advisors, the selection or supervision of contractors, suppliers and the investment and borrowing of funds.
 - 3.1.2. When an opportunity comes to the attention of a Responsible Person that may be realised in his/her personal capacity and is relevant to Resilient’s present or prospective strategy, the Responsible Person must present the opportunity to Resilient. The Responsible Person may only pursue such an opportunity in his/her personal capacity once an informed evaluation has been performed by Resilient and the Board has determined that Resilient will not pursue it.
 - 3.1.3. A contract or transaction between Resilient and a Responsible Person or a Family Member of a Responsible Person.
 - 3.1.4. A contract or transaction between Resilient and an entity in which a Responsible Person or a Family Member of a Responsible Person has a Material Financial Interest or of which such a person is a director.
 - 3.1.5. A Responsible Person competing with Resilient in any other contract or transaction.

3.1.6. A Responsible Person or a Family Member of a Responsible Person may not accept any gift to the value of more than R5 000 or any other similar benefit where the gift or benefit results out of the course of the Responsible Persons duties towards or relationship with Resilient without the prior approval of the Chairman of the Board.

3.1.7. Gifts of cash or cash equivalents from a third party to a Responsible Person or a Family Member of a Responsible Person where such a gift results out of the course of the Responsible Persons duties towards or relationship with Resilient are not permitted.

4. PROCEDURES

Conflicts of interests involving employees, management and prescribed officers

4.1. In order to manage conflicts of interests Resilient must identify all potential conflicts timeously. All employees, management and prescribed officers are responsible for identifying specific instances of conflict and are required to notify the Company Secretary of any conflicts that they become aware of.

4.2. When an actual or potential conflict of interest has been identified, a materiality assessment will be conducted which will include a review of any potential detrimental effects the conflict may have on Resilient or its stakeholders. Potential reputational risks will also be taken into account.

4.3. The executive committee will agree on the controls that need to be put in place to manage the conflict. At a minimum, the person identified to have a conflict will not be permitted to participate in or to hear discussions on the matter under consideration except to disclose material facts and to respond to questions.

4.4. There is no single approach to dealing with conflicts. Each case is dealt with according to the nature of the conflict and the potential harm it may cause.

Conflicts of interests involving directors

4.5. Prior to any Board or committee meeting in which a transaction or matter is to be discussed which involves a conflict of interest (whether directly or indirectly), a director having a conflict of interest must, before the meeting of the Board or committee at which the approval of a transaction is first taken into consideration, disclose, to the Company Secretary or the Chairman, all facts material to the conflict of interest.

4.6. The Chairman will report the disclosure at the meeting and the disclosure will be reflected in the minutes of the meeting.

4.7. All Board and committee meetings will have as an agenda point, early on in the meeting, the disclosure of directors' interests. In the event that a director having a conflict is unable to make the necessary disclosures prior to the meeting referred to in 4.5, he/she must declare the conflict under this agenda point during the meeting and such disclosure will be reflected in the minutes of the meeting.

4.8. A director who has a conflict of interest will not participate in nor be permitted to hear the Board or committee's discussions relating to the transaction or matter with which he/she is conflicted with the exception of making the necessary disclosures of material facts and answering any questions that may arise. The conflicted director may not attempt to exert his/her influence with respect to the matter, either at or outside of the meeting.

4.9. A director who has a conflict of interest with respect to a contract or transaction that will be voted on at a meeting:

4.9.1. will not be counted in determining the quorum for the meeting;

4.9.2. may not cast a vote on the contract or transaction; and

4.9.3. will not be present in the meeting room when the matter is discussed and the vote is taken.

5. DOCUMENTATION

- 5.1. Resilient will maintain a conflict of interest register to record the identified conflicts of interests.
- 5.2. The recorded items will be reviewed at least annually to ensure that the register remains up to date and relevant.
- 5.3. All identified conflicts of interests relating to employees will be reported to the manager of the respective employee.

6. REVIEW OF POLICY

The policy will be reviewed at least annually by the Board and any changes to the Policy will be communicated immediately to all Responsible Persons.