



Conflict Of Interest Policy

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INTRODUCTION

ClickTrain Marketing Platform LTD (“the Company” or “ClickTrain”) - 13450941 is required to maintain and operate effectively with regards to the organisational and administrative arrangements that will identify and manage conflicts of interest that arise or may arise in providing their service to clients and counterparts (“Clients”).

This Policy is not intended to, and does not, create third-party rights or duties that would not otherwise exist had the policy not been made available, nor does it form part of an agreement between the Company and the Client.

A conflict of interest may arise where the Company or an employee who, owing a duty to a client or a counterparty, may have personal or professional interests which compete with this duty and may entail a risk of material damage to the client’s interests. A situation may be a conflict of interest even if it does not involve an improper act or disadvantage to the client.

This Policy has been written to enable the Company to identify and summarise conflicts of interest that the Company may experience as an organisation and how it can address the challenges that such conflicts create. This will outline the relevant procedures and systems and ensure compliance with these rules by constant monitoring and maintenance.

It also provides the Company’s clients and counterparties with the appropriate information relating to the Company’s policies to identify and manage conflicts of interest.

The Company, its Director, employees and appointed representatives or any person directly or indirectly link to them are to abide by laws strictly and fulfil the Company’s obligations under

- a. The Company’s privacy policy
- b. GDPR requirements
- c. The contract between the Company and it’s Client

This Policy should ensure that procedures are in place to identify, monitor and handle all potential and actual conflicts so that these are not to the client's detriment.

DEFINITIONS

CHINESE WALLS

A Chinese wall is an ethical barrier that is erected within an organisation to avoid conflicts of interest. Where there is a material conflict of interest, it is important that an effective “Chinese Wall” is in place within the Company, which is designed to restrict information flows between different areas of the Company.

A “Chinese Wall” is an arrangement whereby information - price sensitive, commercially sensitive, or other confidential information (such as those relating to strategy or trade secrets or covered by a confidentiality undertaking) that may cause a conflict of interests (“Conflict Information”) - known to persons in one or more parts of an organisation is not available to persons in other parts of the organisation or to outside persons (i.e. Conflict Information are isolated). This is achieved by:

- A physical and/or virtual barrier restricting the flow of information between employees, which is monitored and enforced.
- Restricted access to documents and information, including electronic/online documents.
- Where documents and papers relating to Conflict Information need to be destroyed, they must be deleted and properly disposed of;
- Should conflict Information need to be disclosed to parties outside the Chinese Wall, prior approval needs to be sought from the Data Compliance Officer and the relevant parties must be informed as to the sensitive nature of the information given to them;
- Prohibition and restriction of certain communications between employees.

There shall be Chinese Walls between the following teams:

- Directors of agencies and the Company
- Clients of the Company



- Employees of agencies and the Company

Chinese walls and other measures are put in place to enable the Company and relevant persons to carry out business on behalf of Clients without being influenced by other information held within the Company that may give rise to a potential Conflict of Interest. Management of the Company shall monitor the communications between the departments to ensure that the necessary Chinese walls are maintained.

RELATED COMPANIES

- Kaomi LTD ("the sister Company" or "Kaom Globali") - 12246461
- Kaomi (pty) LTD ("the sister Company" or "Kaomi South Africa") - K2015/325847/07

SCOPE

The Policy specifies the requirement for the Company to have in place appropriate procedures and measures to identify and manage any such material conflict of interest.

The Company will implement "appropriate" steps to identify and manage conflicts. This will include the following:

- Chinese Wall between clients, the Company and any shareholding they may have;
- Director's interests;
 - Sharing holding
 - Family owned interests
 - Competition
- Establish and maintain a conflicts policy;
- Disclose the Company's conflicts of interest (as a means of last resort);
- Keep records of the Company's conflicts of interest.

The Company is a Software as a service provider and will be offering the below services:

- AdTech optimizing of Ad Accounts to improve performance
- Agency Matchmaking, helping Brands find new Agencies based on data matching
- Management Insights for Directors

GENERAL PRINCIPLES

The Company should conduct its business according to the principle that it must manage conflicts of interest fairly, both between itself and its clients and between one client and another. In this regard, the Company must have procedures for dealing with actual or potential conflicts of interest arising from all of its activities as a financial services licensee.

It is in the interests of clients and employees of the Company that these procedures are set out clearly and understood so that the appropriate course of action can be followed before a problem detrimental to a client or the Company arises.

The procedures to be followed and measures to be adopted include such of the following as are necessary and appropriate for the Company to ensure the requisite degree of independence:

- a. Effective procedures to prevent or control the exchange of information between relevant persons engaged 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;
- b. The separate supervision of relevant persons whose principal functions involve carrying out activities on behalf of, or providing services to, clients whose interests may conflict or who otherwise represent different interests that may conflict;
- c. Remove any direct link between the remuneration of relevant persons engaged in one activity and the remuneration of, or revenues generated by, different relevant persons engaged in another activity, where a conflict of interest may arise concerning those activities;
- d. Measures to prevent or limit any person from exercising inappropriate influence over how a relevant person carries out investment services or activities;

- e. Measures to prevent or control a relevant person's simultaneous or sequential involvement in separate investment or ancillary services or activities where such involvement may impair the proper management of conflicts of interest.

Procedures set out by this section apply to each member of the Company and all staff, whether they are licensed representatives or personnel in any other capacity.

IDENTIFICATION OF CONFLICTS OF INTEREST

The Company will take all appropriate steps to identify conflicts of interest between:

- The Company (including its managers and employees, partners or other relevant persons, as well as any person directly or indirectly linked to them by control) and a client; or
- The Company and its related companies
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To identify the types of conflict of interest that arise, or may arise, in the course of providing PPC Management Software Services, AI insights or any other products developed, and whose existence may damage the interests of a client, the Company takes into account, as a minimum, whether the Company or a relevant person or the person directly or indirectly linked:

- Is likely to make a financial gain or avoid a financial loss at the expense of the client;
- Has an interest in the outcome of a service provided to the client or of a transaction carried out on behalf of the client, which is distinct from the client's interest in that outcome;
- Has financial or other incentives to favour the interest of another client or group of clients over the interests of the client;
- Carries on the same business as the client; or
- Receives or will receive from another person other than the client an inducement concerning a service.

MANAGING CONFLICTS OF INTEREST

Where a conflict of interest has been identified, the Company will follow certain procedures and measures to ensure the necessary degree of independence when managing potential conflicts of interest. These procedures and measures include the following:

- Effective procedures to prevent or control the exchange of information between the relevant people where the exchange of such information may harm the interests of one or more clients.
- The removal of any direct link between the remuneration of relevant persons principally engaged in one activity and the remuneration of, or revenues generated by, different relevant persons principally engaged in another activity, where a conflict may arise in relation to those activities.
- Measures to prevent or limit any person from exercising inappropriate influence over how a relevant person carries out investment or ancillary services and/or activities.
- Segregation of duties that could give rise to conflicts if carried out by the same individual.
- Establishment of a “four-eyes principle” concerning the supervision of the Company’s activities.
- Measures to prevent or limit any person from exercising inappropriate influence;

Some of the policies and procedures established to prevent Conflicts of Interests are shown below:

- Confidentiality Policy between the Company and its clients.
- Privacy Policy governing access to online data.
- Chinese walls procedures restrict the flow of confidential and inside information within the Company and between the Company and its affiliates and the physical separation of departments.

If a conflict of interest emerges between clients, the Company will not disclose the details of a client to another client to prevent a breach of confidentiality. Where the Company believes that a conflict cannot be managed in light of the arrangements currently implemented or by the introduction of new measures, the Company shall refuse to act on behalf of the client.



DISCLOSURE

The Company will ensure that disclosure to clients of conflicts is a measure of last resort that can be used only where the organisational and administrative arrangements established by the Company to prevent or manage its conflicts of interest are not sufficient to ensure, with reasonable confidence, that the risks of damage to the interests of the client will be prevented.

Where the Company has a material interest in a transaction with or for a client or a relationship which gives rise to an actual or potential conflict of interest concerning the transaction, it should neither advise nor deal concerning the transaction unless it has taken all reasonable steps to ensure fair treatment of the client.

RECORD KEEPING

The Company will maintain a record of all activities where a conflict of interest has arisen or may arise.

FAILURE TO COMPLY

The requirements of employees to comply with the Company's policies for managing conflicts of interest as set out above are part of the mandatory internal obligations of all staff. Breach of these requirements will be dealt with in accordance with the principles that the only internal discipline and may also be recorded through the ordinary documentation of compliance monitoring by the Compliance department.

MONITORING AND REVIEW

The Company has a responsibility and a legal obligation to ensure that its conflict management arrangements remain adequate. These compliance policies must work in a changing environment. For these purposes:

1. The Company's Director is responsible for ensuring the adequacy of this Policy, its implementation and that this Policy is reviewed adequately.

2. The Data Compliance Officer has the responsibility for:
 - monitoring the day-to-day implementation of this policy;
 - advising the Company on particular issues for a potential change to this Policy.
3. The Company staff are responsible for ensuring their compliance with this Policy and for suggesting changes to it.
4. This policy is available to all employees.

The Company will annually reviews this Policy, and should any amendments be made which may materially affect how the Company would handle a conflict of interest on behalf of a client, the client shall be notified in writing of the nature of the changes. The client is provided upon account opening and further upon request with an up-to-date copy of the conflicts of the interest policy.

The responsibilities of this document will be reviewed annually by the Director, and any changes will be made if appropriate.

CONFLICT OF INTERESTS: OUTSIDE BUSINESS DIRECTORSHIPS

The Company employees who wish to hold a directorship in a business organisation other than the Company must obtain prior written approval from the Data Compliance Officer.

Upon joining the Company, the relevant employee should fully declare all their outside directorships or consultancies and may be required to resign from boards of those companies which may be considered to be in conflict potentially or with any business of the Company or its clients.