



CODE OF CONDUCT

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Business Code of Conduct

Issued November 2018

1. SPIRIT OF TRUST

We act with integrity and are open and transparent

We are committed to a spirit of trust, including fair dealing and integrity in the conduct of our business.

Trust is one of our most important values and the essence of which can be encapsulated in these two aspects:

- ❖ be worthy of trust yourself; and
- ❖ be willing to trust others.

Unless there is a high level of trust between Employees, we will not be able to outperform our competitors. It is trust that creates a magic environment. It is trust that builds self-confidence and self-respect.

Trust comes from us being honest, open and transparent with ourselves and each other. It is demonstrated in having enough confidence to express concerns and aspirations to others. Trust means creating opportunities for listening to and talking with each other. Anyone who interferes with this spirit of trust is damaging the Group spirit and culture.

2. COMPLIANCE WITH LAWS AND REGULATIONS

We respect the law at all times.

Employees are required to comply with all applicable laws, regulations and internal codes, policies and business rules at all times. We do not tolerate or permit any violation of the law or any unethical business dealing by an employee. We specifically do not tolerate, permit or engage in bribery or corruption of any kind. This includes paying, promising, offering, authorising or accepting payment (in money or anything of value) to or from any third party in order to gain or retain business or secure an improper advantage either inside or outside of working hours.

Employees must bear in mind that the perception of their actions by others is important, and they should act accordingly, especially when any indiscreet or anti-social behaviour could affect the individual's performance or reflect negatively on the Group.

Given the zero-tolerance policy of the Group in regard to acts of bribery and/or corruption, Employees who commit or are in any way involved in acts of bribery or corruption, or whose conduct would or could be construed as an illegal or corrupt practice, will be subject to disciplinary action and may be dismissed. Similarly, if any third party with whom the Group conducts business commits or is involved in acts of bribery or corruption, the Group will immediately cease all relations and engagements with such third party.

3. CONFLICTS OF INTEREST

We act in the best interests of the Group.

Employees are expected to perform their duties conscientiously, honestly and in keeping with the best interests of the Group. Employees must not use their position, or knowledge gained through their employment with the Group, for private or personal advantage.

3.1 OUTSIDE ACTIVITIES, EMPLOYMENT AND DIRECTORSHIPS

We are committed to our duty to the Group and will not compromise this through our outside employments and activities. We believe that everyone has a responsibility to contribute to their community and therefore encourage Employees to participate in religious, charitable, educational and civic activities. Employees should, however, avoid acquiring any business interest or participating in any activity outside of the Group which would create or appear to create:

- An excessive demand upon their work time, attention and energy and/ or which would deprive the Group of their best efforts on the job; or
- An obligation, interest or distraction which would interfere or appear to interfere with the employee exercising independent judgement in the Group's best interest.

Employees may not take up any outside employment without the prior written approval of the Managing Director. Employees who previously held, currently hold, or have been invited to hold, outside directorships should take particular care to ensure compliance with all provisions of this Code. Prior written approval must be obtained from the Human Resources Department, who will consult with management/the Board of Directors, as necessary.

3.2 RELATIONS WITH THIRD PARTIES (suppliers, service providers, agents, advisors and consultants and government and regulatory officials)

We are ethical, fair and transparent in our dealings with third parties. In all business dealings, Employees must ensure that they are independent, and are perceived to be independent, of any third parties which may or do have a business relationship with the Group or provide goods or services to the Group, if such a relationship might influence or create the impression of influencing their decisions in the performance of their duties on behalf of the Group.

Employees should not invest, or acquire a financial interest, directly or indirectly, in any such third parties. We require and expect third parties with which we engage to respect and uphold the values we employ in our business. Third parties must not make, receive or cause to be made or received any offer, gift or payment, consideration or benefit of any kind, including facilitation payments, which would or could be construed as an illegal or corrupt practice, or an activity in support of or leading to such illegal or corrupt practice, either directly or indirectly to or from any party, as an inducement or reward in relation to the provision of their services. Any such practice will be grounds for termination of the relationship. The Supplier Code of Conduct is guided by the general principles contained in this Code and must be adopted by all suppliers (trade and sundry).

3.3 GIFTS, HOSPITALITY AND FAVOURS

We select business partners based on quality and competence. Conflicts of interest or perceived conflicts of interest between personal interests and professional responsibility can arise where Employees are offered or accept gifts, entertainment, hospitality or other favours from suppliers, potential suppliers or other third parties with whom the Group has, or may have, a business relationship. Such benefits might, or could be perceived to,

influence an employee's judgement in relation to a business transaction, such as the selection of vendors and placing of orders. Employees may not accept gifts, gratuities, entertainment, hospitality or other favours from any supplier, potential supplier or third party with whom the Group has, or may have, a business relationship, except as set out in the table below.

No personal entertainment or hospitality is permitted.

No favours or preferential rates or treatment from suppliers or third parties are permitted. If Employees in their personal capacities make use of the services provided by suppliers or third parties employed with the Group, such services must be provided at prevailing market rates and on the same terms and conditions as provided to the general public. If Employees engage, in their personal capacities, with Group suppliers or third parties, they are required to declare this engagement.

Nature of gift Employees Heads of Department, Directors, MDs, CFO and CEO Declare (within 48 hours)
Branded marketing type gifts (e.g. pens, diaries, calendars)

Acceptable up to a maximum value of R300 per item or collectively (i.e. from a single supplier/third party). Any items over this threshold are not permitted - see below.

√ Other gifts Not permitted – offer of gift must be refused or gift returned.

√ if offered or received - Limited, occasional business entertainment and hospitality (e.g. business lunches, client events, conferences) prior written approval required from:

- Head of Department

Up to R1,000 – no approval required

√ approval to be attached

More than R1,000 - prior written approval required from:

- Any Director

Travel and accommodation not permitted. Travel and accommodation required to attend business entertainment or hospitality events is to be paid for by Group or employee.

√ if offered Personal entertainment and hospitality - Not permitted

√ if offered favours by suppliers (free charge services, discounts, etc.)

Not permitted

√ if offered Engagements by Employees in their personal capacity with suppliers.

Not permitted unless the engagement is on the same terms and conditions as are offered to the public and the services are provided at prevailing market rates.

√ Where returning a gift is impractical or may cause embarrassment to the other party, these gifts must be declared and handed to the relevant head of department, director or managing director, who will auction the items, conduct a lucky draw, donate them to the Company or pool them for use at team social events.

All gifts, hospitality, entertainment, gratuity and favours, whether received or offered and refused, must be declared as soon as possible and within 48 hours of offer or receipt using the Gift Declarations functionality on the intranet.

These declarations will be reviewed regularly by management.

If you are unsure what is or isn't appropriate, you are welcome to contact the Ethics Officer or the Head of Governance. Employees may not offer or give gifts, gratuities, entertainment, hospitality or favours to any supplier or other third party with the intention, or which has the effect, of exerting a business influence or obtaining an undue advantage.

Below are a few examples to provide guidance regarding gifts:

Example 1: A supplier is not using his holiday house and has offered it to you and your family for the weekend. This is not permitted as it is personal entertainment. You should refuse the supplier's offer but still declare the offer made by the supplier. Declaration is required so that we can address any inappropriate supplier behavior.

Example 2: The Group's bankers have invited you and a colleague to their corporate golf day. This is permitted as it is a business event attended by a number of the banker's clients but you must get approval in writing before you accept the invitation and declare it. If travel or accommodation is required to attend the event, the bankers may not pay for this and this cost should be covered by you or the Group (if appropriate).

Example 3: You attend a free conference hosted by the Group's external auditors. At the conference, drinks and snacks are served. This is permitted as the event and the drinks and snacks are open to a number of parties, and not just the Group's Employees. No declaration is required.

Example 4: At this same conference, you receive a folder with a pen, paper and a flashdisk containing the presentations from the conference. You are permitted to accept this, provided it is not worth more than R300, and you must declare it.

Example 5: A supplier leaves a bottle of perfume for you at reception for your birthday. It is not appropriate to receive birthday gifts from suppliers. You should return the gift to the supplier when you next meet and explain that gifts are not acceptable. If you are not able to return the gift you should hand it in to your head of department who will then deal with it appropriately. You must still declare the gift even though it is returned or handed in.

Example 6: A software provider gives you a bottle of wine at the end of the year as a token of appreciation for doing business with them. This is not appropriate and the wine should be refused. If the supplier refuses to take back the wine, it should be handed in to your head of department who can then choose to add it to the work bar or use it for the team year-end function (or deal with it in any of the other permitted ways). Either way, the wine must be declared.

3.4 PERSONAL INVESTMENTS

We ensure that our personal investments do not present a conflict with the interests of the Group. We respect the right of Employees to make personal investment decisions provided that these decisions do not contravene the conflict of interest provisions of this Code, any applicable legislation, or any policies or procedures established by the Group, and provided that these decisions are not made on the basis of material non-public information acquired by reason of an employee's connection with the Group.

Employees should not permit their personal investment transactions to take priority over transactions for the Group. Employees should ensure that no investment decision made for their own account could reasonably be expected to adversely influence their judgements or decisions in the performance of their duties.

Employees who are in possession of material non-public information about the Group must not use or pass this information onto others for their use.

Directors of the Group and Employees, who by the nature of their duties or positions, are exposed to price sensitive information relating to the Group, are subject to additional rules governing personal investments. These may be imposed by the Companies Act and other regulatory bodies, industry associations and management. The rules require the Directors and such Employees to refrain from dealing in the shares of the Group during the closed and prohibited periods. Employees must refer to the

4. CUSTOMER RESPONSIBILITY

We treat our customers with honesty, fairness and respect. A significant amount of effort is spent on obtaining a deep understanding of customer needs, rights and expectations so that we can deliver according to our customers' expectations, being great value products and good service.

Our customers expect and deserve fair, honest and respectful service. All Employees are accountable for delivering that standard of service. Employees must ensure that customers who are members of their family or close friends/employees are not given preferential treatment. Employees are responsible for protecting customers' personal information, in compliance with applicable legislation.

5. COMMITMENT TO A FAIR AND HEALTHY WORK ENVIRONMENT

We adopt the principles of fairness and equal opportunity and will not condone discrimination, workplace violence or misconduct.

5.1 EQUAL OPPORTUNITY

Our recruitment policy is to support a system of equal opportunity for all. We seek to identify, develop and reward each employee who demonstrates the qualities of personal integrity, initiative, enterprise, hard work and loyalty in their job. We strongly reject notions of window dressing or tokenism. We believe that it is in the best interest of the Group, the employee and their peers to know that employment in the Company is on the basis of merit rather than on race or other criteria unrelated to the employee's capability to do the job.

5.2 DISCRIMINATION AND HARASSMENT

Employees have the right to work in an environment which is free from any form of harassment or discrimination, including on the basis of race, gender, sexual orientation, place of origin, citizenship, creed, political persuasion,

age, marital or family status or disability. An employee should report any cases of actual or suspected discrimination or harassment in the manner set out in the Contravention of the Code.

5.3 WORKPLACE VIOLENCE

We will not tolerate any threatening, hostile or abusive behaviour by Employees in the workplace or whilst on Group business. Damage to property and/ or harm to people are strictly prohibited.

5.4 HEALTH AND SAFETY

We are committed to providing a work environment which is conducive to safety and good health. Employees who become aware of circumstances relating to operations or activities which pose a real or potential health or safety threat, should immediately report the matter as set out in the Contravention of the Code section.

5.5 SUBSTANCE ABUSE

Employees may never use, sell, transfer, manufacture or possess illegal drugs. Except in the event of prior management approval, Employees may not consume alcohol on the Group premises or whilst on Group business. Employees may not arrive for work under the influence of alcohol or any illegal drug.

5.6 MISCONDUCT OFF THE JOB

Employees must avoid conduct off the job that could impair work performance or affect the Group's reputation or business interests. Employees are required to advise their line managers of all criminal arrests or convictions that might negatively impact their ability to perform their job, the Group's reputation or the safety of Employees and stakeholders.

5.7 FAMILIES AND RELATIVES

Immediate family members (including parents, children and siblings) and partners/spouses of Employees may be hired as Employees or consultants provided that, amongst others:

- careful consideration to the matter has been given and there is no conflict of interests;
- they are the most suitably qualified candidate for the position;
- the decision to appoint is made independent of the related employee;
- full disclosure of the relationship is made at the outset; and
- there is no direct or indirect reporting relationship between the related employee and the appointee.

These principles of fair employment will apply to all aspects of employment, including remuneration, promotions and transfers.

5.8 RELATED PARTY RELATIONSHIPS

A related party relationship includes instances where the relationship develops during the course of employment with the Group. In this instance, the Employees concerned need to report the relationship to their respective line

management who, if necessary, may adjust structures if there is a direct reporting relationship impacted by the personal relationship.

6. ENVIRONMENTAL AND SOCIAL RESPONSIBILITY

We are committed to operating in a socially and environmentally responsible manner. Environmental responsibility includes ensuring that inappropriate environmental risks are not taken and natural resources used in our business operations are conserved. This objective is consistent with our traditional commercial imperatives since it challenges Employees to use all resources (electricity, water, paper, fuel etc.) more efficiently.

We create opportunities and encourage our Employees to become involved in social upliftment initiatives.

7. POLITICAL SUPPORT

We remain politically neutral. We encourage the personal participation of Employees in the political process and respect their right to privacy with regard to personal political activity. We will not attempt to influence any such activity, provided it does not disrupt the workplace or contribute to industrial unrest.

Group funds, goods or services must not be used as contributions to political parties or candidates. In addition, Group facilities must not be made available to candidates or campaigns.

8. GROUP FUNDS AND ASSETS

We respect the Group's assets and property. We have developed internal controls in order to safeguard our assets and impose strict procedures to prevent fraud and misappropriation. All Employees must at all times follow the prescribed policies and procedures for recording, handling and safeguarding our funds and assets. Employees must ensure that our funds and assets are used only for legitimate Group purposes. Employees involved in spending Group funds must take responsibility and use good judgement on our behalf to ensure that appropriate value is received for such expenditure.

If Employees become aware of evidence that our funds or assets may have been used in a fraudulent or improper manner, they should immediately and confidentially report the matter as set out in the Contravention of the Code section.

9. GROUP RECORDS

We maintain valid, accurate and complete records. The Group is required to keep accurate and valid records to meet its legal and financial obligations and to adequately manage the affairs of the Group. The Group's records should reflect all business transactions in an accurate and timely manner. Undisclosed or unrecorded revenues, expenses, assets or liabilities are not permissible. Employees responsible for accounting and recordkeeping functions are expected to be diligent in enforcing proper accounting practices.

10. DEALING WITH OUTSIDE PERSONS AND ORGANISATIONS

We communicate with our stakeholders in a responsible manner

10.1 PROMPT COMMUNICATIONS

We strive to achieve complete, accurate and timely communications with all parties with whom we conduct business, including government authorities, our customers and the public. A prompt, courteous and accurate response should be made to all reasonable requests for information and other customer and supplier communications. Any complaints should be handled in accordance with internal procedures established by the various divisions of the Group and any applicable laws.

11. PRIVACY AND CONFIDENTIALITY

We uphold privacy and confidentiality of information. In the regular course of business, a considerable amount of confidential, personal and sensitive business, customer and employee information is accumulated. Extreme caution must be exercised in appropriately communicating information which could be considered to be privileged and protected information to outside parties, through formal or informal channels. This is relevant throughout the year and not only during the closed or prohibited periods referred to in the Shares Trading Policy. When in doubt, the Company Secretary should be consulted for approval. Information that is necessary for the Group's business should be collected, processed retained and secured in accordance with Group policies and applicable legislation. In particular, the collection, retention and processing of personal information must comply with the provisions of the Protection of Personal Information Act (PoPI).

12. ANTI-COMPETITIVE PRACTICES

We are committed to competing fairly in the marketplace and will not enter into collusive arrangements with competitors or suppliers that will prejudice customers, suppliers or competitors or interfere with free competition in the market.

Employees must ensure that the Group is not involved in the following:

12.1 ARRANGEMENTS WITH COMPETITORS, WHICH COULD INCLUDE:

- (a) Fixing prices or other trading conditions (for example agreeing with competitors to charge the same price or offer the same credit terms);
- (b) Market sharing arrangements (for example agreeing with competitors to "apportion" customers or suppliers, products or areas of operation); or
- (c) Collusive tendering (for example agreeing with competitors to not compete normally in a tender process).

12.2 ARRANGEMENTS WITH SUPPLIERS, WHICH COULD INCLUDE:

- (a) Unfair agreements with suppliers prohibiting them from dealing with a competitor; or
- (b) Minimum resale price maintenance in terms of which the Group agrees with a supplier that it will not on-sell a product or service for less than a certain price (provided that a supplier shall be entitled to recommend a minimum resale price of a product or service to the Group, if, amongst other things, the recommendation is not binding).

12.3 ABUSE OF DOMINANCE:

This is the potential abuse by the Group of its strong position in the marketplace. It could take the form of, amongst other things:

- (a) Charging excessive prices to the detriment of customers;
- (b) Refusing to give a competitor access to an essential facility (i.e. an infrastructure or resource) of the Group when it is economically feasible to do so;
- (c) Price discrimination (this could involve, amongst other things, charging customers different prices for the same products or services to gain an unfair advantage); or
- (d) Engaging in an act that hinders or prevents a competitor from entering into, or expanding within, the marketplace, including:
 - (i) Inducing or requiring customers or suppliers not to deal with competitors;
 - (ii) Selling products or services on condition that the customer purchases other products or services unrelated to the original purchase, or forcing a customer to accept a condition unrelated to such original purchase;
or
 - (iii) Predatory pricing if it is likely to have the effect of substantially preventing or lessening competition.

13 CONTRAVENTION OF THE CODE

We are committed to upholding compliance with both the written word and the spirit of the Code and will treat as serious any indications of contravention. If an employee is concerned that their own actions may have contravened the Code, they should immediately advise their line manager, the divisional Managing Director, or the Group Ethics Officer. If an employee suspects that a contravention of the Code has been committed by another employee of the Group, they should promptly and confidentially report this to the Managing Director or the Human Resources Officer. The employee should not confront the individual concerned. By following this process, confidentiality will be maintained, ensuring no retaliation for the employee reporting the contravention. The matter will be investigated impartially, with the availability of two-way communication. A contravention of the Code is a serious matter and might result in disciplinary action, including the termination of employment. Certain breaches of the Code could also result in civil or criminal proceedings.

14. ACCEPTANCE OF THE CODE

I, (Full Name and Surname)

hereby acknowledge that:

- I have read, understood and accept the Code;
- I will adhere to the rules and regulations as contained herein; and
- I will, if required, complete an annual declaration form in respect of the matters referred to in this Code.

Employee Name:

Signed:

Date: (Day) of (Month) (Year)