

CODE OF ETHICS

Document No: GP004

Date: September 2018

Version: 4

Author	Approved:	Reviewed:
<i>Company Secretary</i> <i>W Fitchat</i>	Transformation, Social and Ethics Committee: <u>18 September 2018</u>	Social, Ethics and Sustianability Committee: <u>26 September 2019</u>
Responsible Executive: <i>Human Capital</i> <i>M A Janneker</i>	Board: <u>25 October 2018</u>	

Code of Ethics

1. INTRODUCTION

- 1.1. Hulamín is committed to a policy of fair dealing and integrity in the conduct of its business. This commitment, which is actively endorsed by the board of directors, is based on a fundamental belief that business should be conducted honestly, fairly and legally. The company expects all employees to share its commitment to high moral, ethical and legal standards.
- 1.2. This document outlines the Code of Ethics, which applies equally to all employees and other representatives of the company. The code is designed to inform employees of the ethical behaviour standards in various areas. This code informs employees of the company's expectations and employee obligations.

Compliance with the code by all employees and certain other representatives is mandatory. If employees become aware of, or suspect, a contravention of the Code, they must promptly and confidentially report the matter as set out in Section 13 of this document. The matter will be investigated and dealt with as set out in the relevant section.

- 1.3. If employees are in doubt about the application of the Code, they should discuss the matter with the person to whom they report or a person at management level. Hulamín's procurement staff are subjected to in addition to the Code of Ethics applicable to all employees to a Code of Conduct and Ethics pertaining to Hulamín's procurement staff, attached hereto as Annexure A. Should there be a conflict between the provisions of the Code of Ethics and the Code of Conduct and Ethics pertaining to Hulamín's procurement staff, the provisions of the latter code will override the provisions of the former code.

2. COMPLIANCE WITH LAWS AND REGULATIONS

Hulamín's corporate compliance policy relates to the conduct of the Company's business in a lawful and proper manner. All employees are obliged to comply with the law and the corporate guidelines in the discharge of their duties and functions for Hulamín. Any violation of the law or unethical business dealing by any employee, including any payment for, or other participation in, an illegal act such as bribery or money laundering activities will not be condoned. Employees must ensure that their conduct cannot be interpreted as being in any way in contravention of applicable laws and regulations. Employees should bear in mind that the perception of their actions by others is important and should act accordingly.

3. CONFLICT OF INTEREST

It is expected that employees will perform their duties conscientiously, honestly and in accordance with the best interest of the company.

Knowledge gained through employment must not be used for private or personal advantage or in such a manner that a conflict or an appearance of conflict arises between the company's interest and personal interests. A conflict could arise where an employee, a member of an employee's family, a close associate or a business with which the employee or family is associated obtains a gain, advantage or profit by virtue of the employee's position with the company or knowledge gained through that position.

If employees feel that a course of action which they have pursued, are pursuing or are contemplating pursuing, may involve a conflict of interest situation or a perceived conflict of interest situation, they should immediately make all the facts known to the person to whom they report.

3.1. Outside Activities, Employment and Directorships

Employees should avoid acquiring any business interest or participate in any outside activity which would create, or appear to create:

- (a) an excessive demand upon their time, attention and energy which would reduce their best efforts on the job; or
- (b) a conflict of interest - that is, an obligation, interest or distraction which would interfere or appear to interfere with their independent exercise of judgement in the company's best interest.

Outside employment may not be taken up without the prior written approval of the Human Resources Executive. Employees who hold, or have been invited to hold, outside directorships should take particular care to ensure compliance with all provisions of this Code. When outside business directorships are being considered, prior approval must be obtained from the Chief Executive Officer. Outside directorships for Executive Directors needs final board approval, following a recommendation by the Chief Executive Officer.

3.2. Relationships with Clients, Customers and Suppliers

It is recognised that relationships with clients, customers and suppliers give rise to many potential situations where conflict of interest, real or perceived, may arise.

Employees should ensure that they are independent, and are seen to be independent, from any business organisation having a contractual relationship or providing goods or services to the company, if such relationship might influence or create the impression of influencing their decisions in the performance of their duties. In such circumstances, employees should not invest in, nor acquire a financial interest, directly or indirectly, in such an organisation.

3.3. Gifts, Hospitality and Favours

Conflicts of interests can arise where employees are offered gifts, hospitality or other favours which might, or could be perceived to, influence their judgement in relation to business transactions such as the placing of orders and contracts.

Employees may not accept gifts, hospitality or other favours from suppliers of goods or services, or any other category of person or institution, in return for any kind of favour, service or treatment offered by virtue of being an employee of the company. However, acceptance of the following would not be considered contrary to such policy.

- (a) Advertising matter of limited commercial value.
- (b) Occasional business entertaining such as lunches, cocktail parties or dinners.
- (c) Occasional personal hospitality such as tickets to local sporting events or theatres, provided that the cost of any accommodation and transportation is borne by the recipient.

In addition, personal favours or other preferential treatment should not be accepted by any employee when they are offered because of the employee's position with the company, and, therefore, might tend to place the recipient under obligation.

Certain functions or operating areas may have more detailed rules governing the receipt of gifts, hospitality or other favours.

The Company Secretary retains a register in which employees record all gifts accepted or given and/or entertainment received or provided which exceeds the equivalent value of R500. All employees need to inform the Company Secretary of gifts received which exceed the equivalent value of R500. Should an employee be uncertain as to the value of a gift or entertainment they should consult with their line manager, the Human Resources Manager or the Company Secretary.

A template of the gift register is available from the Company Secretary to make the required declaration.

Employees must specifically note: -

- transportation and/or accommodation to any event may not be accepted from a supplier
- direct contact by any supplier that is involved in a Hulamin Request for Quotation process, with any Hulamin employee who is involved in the adjudication of the Request for Quotation is strictly prohibited until the Request for Quotation process is concluded. The supplier may only communicate via the stated central email address in the Hulamin enquiry document and the Hulamin agent will respond from that email address to queries or questions within the timeframe stated in the enquiry document.
- that they may not attend a social event at a supplier's premises if Hulamin employees are exclusively invited to such an event.
- that they may not participate in a raffle based on employee cards being drawn out to win supplier sponsored gifts.
- that they may not accept any form of alcohol from a supplier. Alcohol is deemed not to be an appropriate gift and is strictly not permitted.
- that accepting of gift vouchers or gift cards, or cash vouchers, or cash card of any value by an employee from a supplier is not appropriate under any circumstances and will be taken to be bribery or an attempt at bribery.

3.4. Solicitation of Gifts, Sponsorships and Money

No employee may solicit gifts, sponsorships or donations from any supplier or customer of the company without the written permission of the Chief Executive Officer, regardless of the cause for which gifts, sponsorships and donations may be required. This will include solicitations on behalf of any sporting, social or service club in circumstances where the employee may be perceived as holding a position within the company so that the supplier or customer concerned may feel in any way obliged to make a gift, sponsorship or donation on account of his relationship with the company.

Accordingly, when the permission of the Chief Executive Officer has been obtained for an employee to approach customers or suppliers it must be made abundantly clear to these customers and suppliers that the approach is not on behalf of the company or any part of it and the relationship of the customer or supplier to the company has no bearing on his response.

3.5. Personal Investments

The right of all employees to make personal investment decisions as they see fit is respected, as long as these decisions do not contravene the conflict of interest provisions of this Code, any applicable legislation, or any policies or procedures established by the various operating areas of the company, and provided these decisions are not made on the basis of material non-public information acquired by reason of any employee's connection with the company. Employees should not permit their personal investment transactions to have priority over transactions for the company and its clients.

When considering the application of this section, employees should ensure that no investment decision is made for their own account with anyone with whom they have a close relationship, or

which could adversely influence their judgement or decisions in the performance of their duties. In addition, employees who are in possession of material non-public information shall not use this information themselves nor pass such information on to others for their use.

Employees involved in performing investment activities on behalf of the company and those who by the nature of their duties or positions are exposed to price-sensitive information, are subject to additional rules governing personal investments. These may be imposed by the Companies Act, Stock Exchanges, Securities Regulation Panel and other regulatory bodies, industry associations and management. The rules include requirements for employees to:

- (a) obtain prior approval for, and to report on their personal investment activity and the investment activity of those persons; and
- (b) refrain from dealing in the Hulamin shares during certain restricted periods.

3.6. Remuneration

No employee may receive commissions or other remuneration related to the sale of any product of the company, except as specifically provided under an individual's terms of employment.

4. **EMPLOYMENT EQUITY**

The objective of the Employment Equity programme is to achieve equity in the work place through the elimination of unfair discrimination and the implementation of Affirmative Action measures.

All employees have the right to work in an environment which is free from any form of harassment or unfair discrimination with respect to race, colour, 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 as set out in Section 11 of this document.

Employees with illness or disabilities may continue to work, provided that they are able to continue to perform satisfactorily the essential duties of their jobs and do not present a safety or health hazard to themselves or to others.

5. **SAFETY, HEALTH AND ENVIRONMENT RESPONSIBILITY**

5.1. Health and Safety

The company is committed to ensuring a safe work environment for all its employees.

Employees who become aware of circumstances relating to the company's operations or activities which pose a real or potential health or safety risk should report the matter as set out in Section 11 of this document.

5.2. Use of Resources

The company is committed to conserving resources used in its business operations. All employees should use their best efforts to make efficient use of resources and to re-use and recycle supplies and materials wherever practical.

5.3. Environmental Management

Operating practices to address the environmental impact of its business activities will be developed by integrating pollution control, waste management and rehabilitation activities into operating procedures. Employees should give timely attention to environmental issues.

6. POLITICAL SUPPORT

The personal participation of employees in the political process is encouraged and the right to absolute privacy with regard to personal political activity is respected. No attempt to influence any such activity will be made, provided there is no disruption to work-place activities and it does not contribute to industrial unrest.

Company funds, goods or services, however, must not be used as contributions to political parties or their candidates, and facilities must not be made available to candidates or campaigns, unless specifically authorised by the CEO/Board of directors..

7. FUNDS AND ASSETS

A number of internal controls to safeguard company assets and to prevent fraud and dishonesty have been developed. All employees who have access to funds in any form must at all times follow prescribed procedures for recording, handling and protecting such funds. Operating areas may implement policies and procedures relating to the safeguarding of company assets, including computer software.

Employees must, at all times, ensure that the company funds and assets are used only for legitimate business purposes. Where an employee's position requires funds to be spent, it is the individual's responsibility to use good judgement to ensure that appropriate value is received by the company for such expenditure.

If employees become aware of any evidence that funds or assets may have been used in a fraudulent or improper manner, they should immediately and confidentially advise the company as set out in Section 11 of this document.

8. PROTECTION AND USE OF PROPERTY

Employees are responsible for the protection of all Hulamín's property used in carrying out their responsibilities and for taking reasonable steps to:

- Ensure the effective maintenance of;
- Prevent the theft or misuse of; and/or
- Prevent damage to or the destruction of such property.

Hulamín property is not limited to physical assets, but also includes corporate information and intellectual property such as business records, trade secrets, supplier lists, customer lists, business plans, business strategies and business methodologies, inventions, know-how, copyrights, patents, trademarks and technology.

9. BUSINESS CONTROLS

Hulamín policies, procedures and approvals framework exist to ensure that the business objectives of Hulamín are achieved in a responsible manner.

Managers and supervisors must ensure that an effective system of business controls is in place, throughout the value chain, for their area of responsibility.

Employees and designated third parties are required to be aware of and comply with the approved protocols which are in force and must ensure that transactions are conducted within their level of authority and in accordance with the relevant approvals framework. Employees are also expected to familiarise themselves and comply with Hulamín's policies and procedures applicable to them.

10. INTEGRITY OF QUALITATIVE AND QUANTITATIVE INFORMATION

Shareholders, management and other interested parties must have sufficiently complete and accurate qualitative and quantitative information in order to make informed decisions.

Misrepresentations and/or omissions that result from intentional or negligent acts that may conceal, alter or obscure the true nature of a transaction and/or intended transaction are clear contraventions of this Code. Similarly intentional misstatements, misrepresentation and/or omissions in the preparation and disclosure of financial statements or reports and statutory filings are also in breach of this Code.

11. DEALING WITH OUTSIDE PERSONS AND ORGANISATIONS

11.1. Prompt Communications

The company strives to achieve complete, accurate and timely communications with all parties with whom it conducts business, as well as government authorities and the public. In addition, prompt internal communication is encouraged.

A prompt, courteous and accurate response should be made to all reasonable requests for information and other client communications. Any complaints should be dealt with in accordance with internal procedures established by various operating areas and applicable laws.

11.2. Media Relations

In addition to everyday communications with outside persons and organisations, the company will, on occasion, be asked to express its views to the media on certain issues. Employees approached by the media should immediately contact the Corporate Affairs office.

An employee, when dealing with anyone outside the company, including public officials, must take care not to compromise the integrity or damage the reputation of any outside individual, business, or government body, or that of the company. As a general rule, the company's position on public policy or industry issues will be dealt with by senior management in consultation with Corporate Affairs and the Chief Executive Officer. The text of articles for publication, public speeches and addresses about the company and its business should be reviewed in advance with the Chief Executive Officer.

Employees should separate their personal roles from the company's position when communicating on matters not involving company business. They should be especially careful to ensure that they are not identified with the company when pursuing personal or political activities, unless this identification has been specifically authorised in advance by the company.

12. PRIVACY AND CONFIDENTIALITY

In the regular course of business, a considerable amount of information is accumulated. The following principles are to be observed:

12.1. Obtaining and Safeguarding Information

Only such information as is necessary to the company's business should be collected, used and retained. When personal information is needed, wherever

possible it should be obtained directly from the person concerned. Only reputable and reliable sources should be used to supplement this information.

Information should only be retained as long as it is needed or as required by law, and such information should be physically secured and protected.

12.2. Access to Information

Information with respect to any confidential product, plan or business transaction, or personal information regarding employees, including their salaries, must not be disclosed by any employee unless and until proper authorisation for such disclosure has been obtained. In addition, operating areas may implement policies and procedures to prevent improper transmission within the company of material non-public information concerning publicly traded companies.

13. **CONTRAVENTION OF THE CODE**

Any contravention of this Code is a serious matter. At the same time, any suspected or alleged contravention under investigation must be treated with utmost confidentiality.

If employees believe that their own actions have, or may have, contravened the Code, they should either advise the person to whom they report or to a person at management level or to the Chief Executive Officer.

If employees suspect that a contravention of the Code has been committed by another employee, they should promptly and confidentially report this, preferably in writing, to the person to whom they report or one of the management level persons referred to above. They must not confront the individual concerned. By following this process, confidentiality will be maintained and the matter will be investigated impartially.

As contravention of the Code is a serious matter, it may result in disciplinary action, including termination of employment. Certain breaches of the Code could also result in civil or criminal proceedings.

Should employees prefer they may wish to communicate any matter of concern by using the Hulamín Vuvuzela Fraud and Ethics Hotline:

Toll Free Number: 080 225 5688

Email: hulamin@tip-offs.com

Employees anonymity is guaranteed, and the facility is managed in compliance with the Protected Disclosure Act, No. 26 of 2000. Every employee has a responsibility to disclose criminal and any other irregular conduct in the work place.

14. **THE IMPLEMENTATION OF THE CODE OF ETHICS**

Operations are encouraged to ensure:

- a) the monitoring and enforcement of the Code of Ethics
- b) communication/consultation with all employees regarding standards of ethical behaviour and compliance procedures
- c) the enforcement of discipline in relation to breaches of unethical behaviour.

15. **Review of the Policy**

The Social, Ethics and Sustainability Committee will review this Code, as appropriate, to ensure the effectiveness of this Code. The Social, Ethics and Sustainability Committee will discuss any revisions

that may be required and recommend any such revisions to the Board for consideration and approval.

16. Policy Governance

Policy Sponsor: Chairman of the Hulamin Limited Board

Date Approved by the Board: 25 October 2018

Last Revision Date: September 2018

Responsibility for document management: Hulamin Limited Secretariat Code of Conduct and Ethics pertaining to Hulamin Procurement Staff

Hulamin Limited Procurement Staff practice and promote fair and ethical business practices while acting in the best interest of the Company. This includes upholding a strict code of ethics in our daily business.

The Procurement Code of Conduct and Ethics applies to you if you act as an agent for Hulamin in the Procurement Department, no matter your official title.

- First, give consideration to Hulamin Limited's mission statement, policies and procedures as they pertain to procurement and Enterprise and Supplier Development.
- Treat everyone with courtesy, politeness and respect and consider cultural sensitivities and business practices.
- Obtain maximum value for each Rand spent.
- Decline personal favours, gifts, and gratuities if these are in conflict with the guidelines as set out in this document.
- Grant all competitive suppliers fair and equal consideration.
- Conduct business with potential and current suppliers in an atmosphere of good faith and deal honestly with suppliers.
- Seek to minimise the cost to suppliers of participation in the procurement process.
- Maintain confidentiality in all dealings with suppliers and other 3rd parties. Do not divulge information to others unless it is appropriate to do so. Pricing information or technical information deemed proprietary should remain confidential at all times, unless agreed otherwise.
- Cooperate with trade, industrial, and professional associations, and with governmental and private agencies for the purposes of promoting and developing sound ethical business practices.
- Demand honesty in sales representation whether offered through the medium of a verbal or written statement, an advertisement, or a sample of the product.
- Receive consent from the originator for the use of proprietary ideas, designs and drawings.
- Make a reasonable effort to obtain equitable settlement of any controversy with a supplier.
- Accord a prompt and courteous response to all who call on legitimate business.
- Create an environment of fair, ethical, and legal business practices.
- Ensure that all potential suppliers are provided with identical information upon which to base their quotations and are given equal opportunity to meet the requirements.
- Establish and maintain procedures to ensure that fair and equal consideration is given to the adjudication of all quotations received.
- Protect the Company's interest by ensuring that suppliers honour all agreed terms of their contracts and orders.

Conflict of Interest: Buyer-Supplier Relationships

Summary: Buyer-supplier relationships may create the perception of favouritism and may have legal ramifications.

Company policy attempts to avoid preferential treatment in purchasing goods and services by separating employees' personal interests from the interests of Hulamin.

A conflict of interest may arise if a relationship exists between an employee, especially a Buyer, and a proposed supplier.

- If there is a family relationship between the Buyer involved in selection of a potential supplier then a conflict of interest may arise.
- No employee may be a supplier to the Company while in the employ of the Company.

- A Buyer is under an obligation to disclose in writing if any family member, immediate or not, is the owner or part owner of a company that supplies or seeks to supply goods or services to Hulamin or to a supplier who in turn supplies Hulamin. (Such disclosure must be addressed to the Supply Chain Manager.)
- A Buyer is under an obligation to disclose in writing if any family member, immediate or not, is employed by a company that supplies or seeks to supply goods or services to Hulamin. (Such disclosure must be addressed to the Supply Chain Manager.)

The intention of disclosure is to avoid any conflict of interest situation from arising and to ensure that the individual making such disclosure is not involved in any commercial decision making when such a company is considered or proposed during the procurement process.

Gifts and Gratuities

Summary: Accepting gifts or gratuities can give the perception of bias or favouritism.

Occasional acceptance of modest entertainment such as a meal or refreshments in connection with attendance at professional meetings and events sponsored by industrial, technical, professional, sporting or educational associations is acceptable as are nominal promotional materials offered by vendors to market their businesses. If negotiations with suppliers are underway, or a Request for Quotation (RFQ) has been issued, decline any and all gifts offered by any of the suppliers involved and report the offer to the Supply Chain Manager.

The Supply Chain Manager maintains a register for the recording of all gifts offered and both gifts accepted as well as gift offers not accepted are to be recorded into this register.

Failure to do so as a Buyer will result in disciplinary action being taken against you and, due to the severity of the offence, if found to be guilty of such nondisclosure, it will be considered to be a dismissible offence.

Meetings with Suppliers

Summary: One on one meetings and meetings away from both the supplier’s facilities and Hulamin’s site, or even the timing of a meeting may be construed incorrectly or as being impropriety in nature.

If an RFQ has been issued do not entertain a meeting with any one of the suppliers involved prior to the closing date. Should it be necessary for Suppliers to attend a site visit to better understand the scope of the Enquiry then a date and time should be agreed and all suppliers invited to attend at the same time. An attendance register and Minutes of the site meeting should be kept. Minutes should be circulated to all suppliers. After such a meeting, any request for clarification must be in writing and, in responding to any question from one supplier all the suppliers involved will have both the question and your response communicated to them unless the question is of a technical nature and involves proprietary information which the Supplier has requested remain confidential.

Try to ensure that one of your colleagues or another interested Hulamin employee (end user typically) attends any meeting you have with a supplier either on or off site. Do not meet with a supplier on your own at the supplier’s premises for any reason.

Try to ensure that minutes of meetings are recorded, preferably by yourself and not the supplier, and that these are communicated to interested parties and retained on record.

I have read, understood and accept that as an agent of Hulamin Limited I am under obligation to comply with Hulamin’s procurement code of conduct and ethics and that I will do so.

Signature Date