



# **RAUBEX GROUP**

## **CODE OF BUSINESS CONDUCT AND ETHICS**

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## Message from the Board

The board of directors of Raubex Group Limited (the “group”) sets the tone and leads from the top down to ensure high ethical business -and corporate governance standards. The board further ensures that these standards are integrated into the group’s strategies and operations. It is the responsibility of all stakeholders to support a culture of applying good corporate governance practices and high ethical behaviour standards throughout the group in performance of daily tasks.

Directors, executive management and employees must assume responsibility for the assets and actions of the company under their control and be willing to take corrective actions to keep the company on a strategic path that is ethical and sustainable.

Directors and employees must be able to justify their decisions and actions to management, shareholders and other stakeholders.

Directors and employees must ensure that they give fair consideration to the legitimate interests and expectations of all stakeholders of the group.

Directors and employees must disclose information in a manner that enables management and stakeholders to make an informed analysis of the group’s performance and sustainability.

It is the responsibility of all directors and employees to ensure that the group is and is seen to be a responsible and ethical corporate citizen.

## Scope

This Code of Business Conduct and Ethics (“the Code”) is endorsed by the board and is applicable to all internal and relevant external stakeholders of the group. The board has directed that the Code be communicated and made available to all stakeholders. The Code is supported by a wide range of group policies and where the group operate outside of South African borders, the group polices are supplemented by such local policies and procedures.

## Purpose

The Code sets out the fundamental principles and expectations governing the behaviour of all internal and relevant external stakeholders of the group and serves as the basis for the responsible and ethical conduct of the group’s business. Compliance with the Code is mandatory.

## Our Vision and Mission

**To be the African leader in road and civil engineering contracting, as well as in the provision of construction materials and mining services, whilst meeting all stakeholder expectations.**

This vision will be achieved by:

- Creating an environment that will attract, retain and develop the best employees
- Timeous delivery of quality products and services to clients
- Being highly mobile and well equipped.
- Managing relationships with clients and other stakeholders with professionalism and integrity.
- Meeting social, health, safety and environmental responsibilities
- Applying corporate governance best practice

## Our core values

The group subscribes to the following core values in its dealings business conduct:

- ✓ Quality
- ✓ Integrity
- ✓ Professionalism

## Fundamental principles

The fundamental principles set out below must be adhered to by all employees, directors and management of the group in order for them to meet the required standards of quality, integrity and professionalism expected in the performance of their duties.

It is the group’s policy to comply fully with all relevant laws, regulations and applicable codes in the countries in which we operate in and to conduct business affairs according to the highest legal and ethical standards. Employees are expected to behave with respect, honesty and decency towards all stakeholders.

## Corporate governance

Corporate governance is an integral part of the group's business philosophy. The directors and officers of the group must accept full responsibility for the application of the principles necessary to ensure that effective corporate governance is practiced consistently throughout the group. The group subscribes to and applies the principles of King IV.

## Conflicts of interest

Actual and perceived conflicts of interests must be avoided and all directors and employees must promptly declare the nature and extent of all contracts, business or financial interests, directorships, affiliations and/or relationships that could possibly give rise to a conflict of interest, actual or perceived, in accordance with the prescribed policies and procedures of the group. Knowledge gained through being employed by the group may not be used for any private or personal advantage or in such a way that conflict of interest or appearance thereof is created.

If an employee at any time perceives that a conflict of interest situation may be involved in any course of action they pursued or intend on pursuing, they must immediately report such a situation to their superior or to the Company Secretary, Grace Chemaly by sending in e-mail to [legal@raubex.com](mailto:legal@raubex.com) or dialling 012 648 9400.

## Gifts and entertainment

The group's gift and entertainment policy allows for the acceptance of gifts of a nominal value, and gifts greater than R2,000 are subject to disclosure. The group company secretary will be responsible for maintaining the gift register and tabling the register for review and approval at each board meeting. Employees may under no circumstances accept cash gifts or other gifts of value that could be regarded as bribes. Any gift which may compromise or appear to compromise or influence sound business judgement must be refused.

The group does not condone the making of any payment or payment kind to influence any act or decision relating to the group's business. No employee may make, offer, promise or authorise an unlawful or improper payment of any kind, whilst knowing that such payment is intended as a bribe, payoff or rebate in an attempt to coerce any individual into awarding business opportunities to the Group.

Any gifts with a value greater than R2,000 must be reported to the group Company Secretary, Grace Chemaly, by sending an e-mail to [legal@raubex.com](mailto:legal@raubex.com) in the form provided in the group gift and entertainment policy.

## Confidentiality and insider trading

All information regarding the group's business, including financial results, business processes and plans, trade secrets, confidential documentation, technical know-how and data, drawings, systems, methods, software, programmes, client lists, marketing information are considered to be confidential information. Directors and employees must while employed by the group and thereafter, keep confidential and not disclose any confidential information to any person other than to persons employed by the group out of necessity and/or unless authorized to do so by the group.

Confidential information which would reasonably be expected to affect the price of a security or would influence someone's decision to buy, sell or hold a security is known as "inside information". Directors and employees who have access to inside information about the group may not use or share that information for the purposes of trading in Raubex Group Limited shares or for any other purpose, except the conduct of the Group's business.

Directors and employees of the group who have access to inside information may not trade in Raubex Group Limited shares during closed periods as defined in terms of the JSE Listing Requirements.

## **Competition Act compliance**

The group supports the promotion of healthy competition in all industries and areas in which it operates and compliance to the Competition Act and other relevant anti-trust laws must be strictly adhered to. It is the responsibility of every director, officer and employee of the group to make sure that they understand and comply with the relevant competition laws and the group competition law compliance programme and policy, and consult the compliance officer and or group company secretary and legal advisor where there is any uncertainty regarding these relevant legislation and policy.

## **Business disclosures and financial reporting**

All financial disclosures must be accurate, timely and fairly presented. It is the responsibility of every company head and financial executive within the group to ensure that these underlying accounting principles are adhered to and it is the responsibility of all employees to ensure that accurate and complete business and financial records are maintained. No employee shall make false or misleading statements to either the internal or external auditors of the group in connection with the preparation, audit or examination of any financial statement or otherwise. No financial records shall be falsified or manipulated in any way to achieve set business goals or targets.

## **External communication**

### Financial

- All financial communications with public stakeholders and shareholders are based on the principles of accuracy, clarity and transparency. The group's reports must be prepared in accordance with International Financial Reporting Standards (IFRS), the South African Companies Act of 2008 and the JSE Limited Listings Requirements.

### Marketing

- The group's reputation is built on the integrity of our business practices and the quality of services we provide. Marketing must be accurate, ethical and truthful.

### Media relations

- In order to ensure that the media receive accurate information and to address the risk of disclosing confidential information, all communication with the media must be referred to a member of the group executive committee.

## Company assets

Employees may not use group assets for personal benefit or the benefit of anyone other than the group.

The group's employees are expected to

- exercise integrity, prudence and good judgement in incurring and approving business expenses;
- obtain authorisation for all transactions and expenses occurred;
- not conceal any transactions from either management and/or the auditors;
- not enter into any transaction for the purposes of unlawfully evading any tax, duty or other levy imposed by the government in any jurisdictions the group conducts its business in;
- use the group's assets prudently with due care and diligence;
- take appropriate steps to protect the group's assets against theft, loss, damage and wastage.

## Intellectual property

The group often develops valuable intellectual property, such as copyrights and trademarks. It is the group's policy to respect the intellectual property rights of others and it is the responsibility of all stakeholders to ensure that there is no unauthorised use, copying and distribution of software or other infringements on intellectual property rights. Likewise, any intellectual property, trade secrets or proprietary information belonging to the group must be protected and treated as confidential information. Any infringements on the group's intellectual property rights must be reported to the company secretary and legal advisor, Grace Chemaly by sending an e-mail to [legal@raubex.com](mailto:legal@raubex.com).

## Safety, Health and Environmental

The group is committed to a safe and healthy working environment and the relevant health and safety laws, regulations and policies must be strictly adhered to at all times. It is the responsibility of every employee in the group to look after their own health and safety and that of those working around them. It is the responsibility of management to ensure that mechanisms are in place to create awareness and a safe working environment for all. The group supports environmentally friendly business conduct and employees must ensure that risks are not taken, which may endanger the environment by making it either unsafe or unhealthy or which may unreasonably compromise environmental sustainability. Detailed Safety, Health and Environmental policies are in place.

## Diversity, equal opportunity and harassment

It is the group's policy to treat each employee fairly and with respect. Under no circumstances should any employee, sub-contractor, or applicant be treated less favourably due to age, gender, race, religion, marital status, disability or any other status protected under law. Harassment in the workplace will not be tolerated.

## Protection of personal information, employee confidentiality and privacy

It is the groups policy to respect and protect the privacy, confidentiality and security of personal employee information. Personal data should only be accessed by those authorised to do so and only for purposes of the group's business. Personal data must never be provided to unauthorised persons and must be kept secure at all times.

## Stakeholder relationships and company reputation

It is the responsibility of all employees to protect and strengthen the reputation of the group and conduct business with the groups reputation and stakeholder perceptions in mind. Employees and management must take account of the legitimate interests and expectations of the group's stakeholders in their decision making and strive to achieve an appropriate balance between the various stakeholder groupings in the best interests of the group.

## Failure to comply

It is the responsibility of every employee to ensure full compliance with the provisions of this Code and to seek guidance where necessary. To “do the right thing even when no one is watching” and to ensure the highest standards of integrity is each employee's personal responsibility that cannot be delegated. Any failure to comply with this Code may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceedings or criminal sanctions.

## Reporting procedures

In circumstances where an employee wishes to report violations of any kind, the employee should contact the group Tip-Offs Anonymous hotline, which is administered by an independent service provider, who will guarantee the confidentiality of the caller's identity.

The relevant contact details are:

South Africa FreeCall: 0800 20 53 14  
Namibia FreeCall: 0800 01 50 05  
Malawi FreeCall: 50800 (free for Airtel Subscribers only)  
Zambia FreeCall: 847 (ZAIN TNM) 8000 0847 (MTL)  
Email: raubex@tip-offs.com  
FreeFax: 0800 00 77 88 (free for South Africa only)  
FreePost : KZN 138 (free for South Africa only)  
Umhlanga Rocks  
4320  
Website: [www.tip-offs.com](http://www.tip-offs.com)

The group will investigate each reported violation and will take the appropriate action in accordance with the group's anti-fraud and corruption policy

## Version History

Date	Version	Comments
18 June 2018	002	Review and update