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POLICY ISSUE NUMBER	VERSION 8
POLICY EFFECTIVE DATE	23 SEPTEMBER 2015

CODE OF CONDUCT ('CODE')

1.1. INTRODUCTION

1.1.1. Why is this Code so important?

The objective of this Code is to strive to ensure that everyone involved with Pareto Limited and entities and/or associates to which Pareto Limited renders a property asset management service (hereinafter referred to as "the Company") conducts business with the highest standards of ethics, business conduct and professional behaviour.

The King III Code proposes that the Board sets the values of the Company, formulates a Code of Conduct, and ensures that compliance with the Code is integrated into the operations of the Company.

1.1.2. To whom does this Code apply?

All directors (executive and non-executive directors), officers, employees (permanent and temporary) including employees based at the majority-owned and/or co-owned shopping centres managed by Pareto representatives and agents, of the Company (hereinafter collectively referred to as the "Parties" and reference to "Party" shall include any one of them), are responsible for complying with all applicable laws and regulations in South Africa and for being familiar with this Code and complying with this it and with other policies of the Company.

The non-executive directors will comply with this Code and any other applicable policies of the Company, when performing their duties as non-executive directors of the Company.

1.1.3. **Leadership commitment**

- The Company's directors and management are committed to living up to high standards of ethical behaviour. The Company's Board of Directors oversees the Company's adherence to ethical and legal standards.
- Managers have a key role in the application of the Code and are expected to demonstrate their personal commitment to the Company's Code and to lead their employees accordingly and by example. Managers must maintain a workplace environment that ensures compliance with the Code. Managers must be diligent in considering an individual's character and behaviour before appointing that individual to any position of authority and responsibility.
- Most of the information and guidelines in this Code are common sense – all people inherently know what it means to act with honesty and integrity. This Code will assist in guiding the conduct of the Parties. This is not a complete rulebook that addresses every ethical issue that might arise. It is not a summary of ALL laws and policies that apply to the Company's business. It is not a contract and it does not replace good judgement, rather, it provides the Parties with guidance and directs the Parties to resources to help them make the right decisions. IF IN DOUBT, ASK or use the Ethical Checklist (contained in 1.2 below) of this Code.

1.1.4. **Adherence to this Code after hours**

Although the intention of this Code is to govern the conduct of the Parties while performing Company business, the Parties are hereby encouraged to adhere to the provisions of this Code even when off duty and whilst acting in their personal capacities.

1.1.5. **Corporate Opportunities**

Directors, officers and employees, are prohibited from:

- Taking for themselves personal opportunities that are within the scope of the Company's activities,
- Using corporate property, information or position for their own personal gain, and

- Competing with the Company, unless otherwise authorised by the Board of Directors of the Company.

Directors, officers and employees owe a duty to the Company to advance its legitimate interests to the best of their ability.

1.1.6. **What happens if this Code is breached?**

Violations of any applicable law or this Code or other policies of the Company are serious matters that may damage the Company's financial interests and reputation. Parties may therefore be subject to disciplinary action, which may include termination of service. Disciplinary action may also be imposed for conduct that is considered unethical or improper even if the conduct is not specifically covered by this Code. In all cases, the Company's Industrial Relations and Termination of Employment Policy, which contains the Company's disciplinary code and procedure, will be followed. Parties may also become subject to **external civil or criminal legal action**.

There is a fiduciary duty on all the Parties to report a breach or suspected breach of this Code. The Company also fosters an environment in which integrity issues and concerns may be raised and discussed with superiors or with others without fear of retribution. All reports will be treated confidentially and may be directed to the reporting guidelines set out in clause 1.11 of this Code.

In unusual circumstances, the Parties may seek approval of actions that otherwise would not comply with the Code. Approval of any action not compliant with the Code must be sought in advance in writing and may be granted only by the Company's Executive Committee (hereinafter referred to as "Exco"). Such approval must be given in writing. Only the Board of Directors may grant waivers of this Code for non-executive directors. Only the Chairperson of the Board may grant a waiver of the provisions of the Code for executive directors of the Company. If such a waiver is granted, the Board shall ensure that appropriate controls are in place to protect the Company and its shareholders.

1.1.7. **Amendments to the Code**

The Company reserves the right to determine how the Code applies to any particular situation, and to amend or modify the Code as it deems appropriate without prior notice, consultation or agreement. All amendments will be communicated to all Parties concerned.

1.2. HOW TO USE THIS CODE

The Ethical checklist	What must you do?
<p><i>If in doubt, ask yourself these questions:</i></p> <ul style="list-style-type: none"> ▪ <i>Is it honourable and honest?</i> Is there anyone (especially family, friends or colleagues) that you would not wish to know about your intended conduct, and from whom you would like to hide it? ▪ <i>Is it legal?</i> Does your conduct violate this Code or any other rule, agreement, policy or law? ▪ <i>Does it show integrity?</i> Does your conduct betray any trust? ▪ <i>Is it fair?</i> Do you feel comfortable that your conduct is fair and decent to all concerned? Will you feel good about it tomorrow? ▪ <i>Is it a conflict of interest?</i> Are your personal activities or interests in conflict with those of the Company? Will your personal interests result in an improper influence on your judgement when dealing with Company matters? Are your actions in the interests of the Company? ▪ <i>Can you do this?</i> Does what you are doing fall within your area of competence and experience? ▪ <i>Is it risky?</i> Do your actions place the Company at risk? 	<p><i>Do the following if you have a concern</i></p> <pre> graph TD A([Question or concern relating to ethics, business conduct, risk or compliance]) --> B[Speak to your superior about it, or another senior person if you cannot speak to your manager] B --> C[Question or concern resolved] B --> D[Question or concern NOT resolved] D --> E[You make an informed decision based on your own integrity and the principles set out in this Code] D --> F([Report your concern to the Hotline Service belowpPara]) </pre>

1.3. **PERSONAL RESPONSIBILITY FOR ACTIONS**

- DON'T PASS THE BUCK – accept personal responsibility for doing the right thing.
- No policy, booklet, team or department can guarantee sound, ethical behaviour. ONLY EACH PARTY CAN.
- It is up to every person who is a part of the Company to hold the Company's good name high by doing the right things the right way. Compliance is, first and foremost, the individual responsibility of every Party.
- Parties also accept the obligation to stop or prevent actions that could harm anyone involved with the Company – and to report any such actions as soon as they occur. The Company fosters an environment in which integrity issues and concerns may be raised and discussed with superiors or with others without the fear of retribution.
- By doing the right thing, you CAN MAKE A DIFFERENCE!!!
- When it comes to ethical behaviour, Parties should use their common sense.

1.4. **RELATIONSHIP WITH THE COMPANY AND COLLEAGUES**

- Parties should treat the Company, their colleagues and their property in the same manner as they would want to be treated.
- The Company's most important resource is its people. Its people and their skills, energy and commitment to excellence and to the Company's core values mould the Company's character and are central to its leadership and success. The Company is also a "person" with rights and obligations. How the Parties relate to each other is critical to the Company's success.

1.4.1. **Fundamental Rights and the Constitution**

- The Company respects both the individuality and the diversity that exists amongst its Parties. It respects them and their dignity. It supports fundamental human rights for all people. The Company prohibits physical punishment, assault, threatening or demeaning behaviour, harassment, discrimination, intimidation, or abuse. It complies with all employment laws

in every market in which it operates. The Company is an equal opportunity employer.

- The Company specifically bans sexual advances or physical contact, sexually orientated gestures and statements, and the display or circulation of sexually orientated pictures, cartoons, jokes or other materials. It also prohibits retaliation against any Party who rejects, protests, or complains about sexual harassment. A formal procedure is available to Parties to report sexual harassment. For further details refer to the Company's Harassment Policy.

1.4.2. **Fraternisation**

1.4.2.1. The Company acknowledges that its employees may develop romantic and intimate relationships with each other. The Company does not, however, encourage these relationships in the workplace because it has the potential, amongst other things, to:

1.4.2.1.1. create a conflict of interest;

1.4.2.1.2. damage morale and productivity in the workplace;

1.4.2.1.3. disrupt business and a harmonious work environment; and

1.4.2.1.4. create general discomfort amongst the Company's other employees.

1.4.2.2. While the Company will not prohibit these relationships, the following rules will apply should an employee develop a romantic or an intimate relationship with another employee:

1.4.2.2.1. Both employees in the relationship must immediately disclose the status of their relationship to their respective line managers. The Company will assess the potential effects of the relationship on its operations and take the appropriate and necessary steps in the best interests of the Company and the employee. These steps may include the transfer of one or both employees, where possible, to another position or department within the Company or the termination of one or both employees' employment with the Company where the circumstances justify the termination of employment.

1.4.2.2.2 Public displays of affection, including touching or kissing, will not be permitted in the workplace.

1.4.2.2.3 Should the relationship result in any of the consequences set out in clause 1.4.2.1 above, alternatively give rise to reasonable perceptions of favouritism, abuse of authority, or sexual harassment in terms of the Company's Harassment Policy, this will lead to disciplinary action being taken against one or both of the employees, and may include the termination of one or both employees' employment with the Company where the circumstances justify the termination of employment.

1.4.3 **The Company believes in transformation**

The Company has a formal Employment Equity Policy and complies fully with the provisions and spirit of the Employment Equity Act.

1.4.4 **The Company avoids conflicts of interest**

- Parties and their immediate families should avoid any situation that may create or appear to create a conflict between their personal interests and the interests of the Company. Where a potential conflict of interest arises, it may make it difficult for the Party to perform his/her duties and responsibilities to the Company objectively and effectively – Parties will in essence be in conflict between their own personal interests and those of the Company. Parties shouldn't put themselves in a situation where their loyalties are divided.
- Parties are prohibited from taking advantage for themselves personally or for a related party to them, opportunities that are discovered through the use of Company property, information or position, and are also prohibited from competing with the Company.
- The following are some examples of a conflict of interest:
 - Accepting a gift or loan from a current or potential client, supplier or competitor;

- Owning a financial interest in, or serving in a business capacity with, an outside enterprise that does or wishes to do business with, or is a competitor of, the Company;
 - Serving as an intermediary for the benefit of a third party in transactions involving the Company;
 - Using confidential Company information or other corporate assets for personal profit;
 - Conducting business for any other business during your normal working hours;
 - Using Company property to conduct business for any other business;
 - Doing business with or competing with organisations that employ family members or close personal friends, or in which such individuals have an interest.
- Parties (excluding non-executive directors) may not own, either directly or indirectly, an interest or hold directorships in any business entity that does, or seeks to do, business with, or is in competition with the Company, without the prior written permission of Exco. In the case of executive directors, prior written approval must be given by the Board.
 - Parties need to be aware that many different types of conflicts of interest can exist/arise and they should make every effort to avoid such situations. Parties also need to remember that the perception of a conflict can be just as damaging to the Company's reputation as an actual conflict.
 - Parties need to declare, in writing, if they are in their personal capacity going to procure goods or services from a service provider which the Company uses, or intends to use, for Company procurement. This declaration must be made in advance (i.e. prior to procurement of goods or services) and must be made to the relevant Exco member.
 - Parties need to declare in writing, if they are in their personal capacity going to procure goods and/or services from an employee or director of the Company. This declaration must be made in advance and must be

made to the relevant Exco member. Exco members procuring services or goods from an employee or director must declare this to the Board.

- If Parties are unsure whether or not a situation poses a conflict or would like to ensure that a specific situation is compliant with Company policies, they should follow the process set out in the diagram in clause 2.2 of this Policy.

1.4.5 **Outside employment or other business arrangements**

Parties have a primary legal duty to advance the Company's interests, and their energies must be focused in this area. Outside employment or other external business arrangements must not interfere with this obligation. Parties may never be in a situation where they are receiving compensation from a supplier or external business entity with which they are conducting business on behalf of the Company. If they are invited to hold an external directorship, they must first obtain prior written approval from Exco, and in the case of executive directors, from the Chairperson of the Board. Non-executive directors must notify the Board of any other directorships that they hold as and when these occur.

1.4.6 **Full participation and working in a positive environment**

- The Company is committed to an all-inclusive work culture. The Company believes and recognises that all people should be respected for their individual abilities and contributions. The Company aims to provide all employees with challenging, meaningful and rewarding opportunities for personal and professional growth.
- The Company endeavours to provide all Parties with an environment that is conducive to conducting business and allows individuals to excel, be creative, show initiative, and seek new ways to solve problems, be innovative, generate opportunities and be accountable for their actions. The Company also encourages teamwork in order to leverage the diverse talents and expertise through effective collaboration and cooperation.
- The Company encourages open, timely and courteous communications that help it achieve organisational goals, share information, increase

understanding, participate in the decision-making process, enhance pride in the organisation and provide recognition for work-related successes.

1.4.7 **The Company provides a safe workplace**

- It is the Company's policy to establish and manage a safe and healthy work environment and to manage its business in ways that are sensitive to the environment. The Company will comply with all applicable regulatory requirements regarding health, safety and protection of the environment. Parties must abide by all safety rules and practices and take the necessary precautions to protect themselves and their co-workers. For everyone's safety, Parties must immediately report accidents and unsafe practices or conditions to their immediate supervisors.
- This includes reporting to work free from the influence of any illegal or controlled substance (except medically prescribed drugs) that could prevent Parties from conducting work activities safely and effectively. The Company prohibits the manufacture, distribution, sale, purchase, transfer, possession, or use of illegal drugs in the workplace.

1.4.8 **The Company respects the privacy of others**

- The Company retains, only for necessary business, legal or contractual purposes, employees' personal and medical records. Access to those records and the information contained in them will be limited to those with a need to know for a legitimate business purpose. Every employee has the right to see his or her own personal records. The Company will not interfere in employees' personal lives unless their conduct impairs their work performance or adversely affects the work environment or reputation of the Company. Similarly, employees are required to safeguard the privacy of their colleagues. The Company will comply with all applicable laws regulating the disclosure of personal information.
- Parties are not entitled to an expectation of privacy with respect to the Company information technology resources. They must ensure that they read and understand the Company's Information Technology Security Policy. All electronic data created, received, or transmitted using

Company information technology resources is the property of the Company and is not to be considered the private property of the user. The Company reserves the right to examine all data for any reason and without notice, for example, when violations of this Code or other Company policies are suspected.

- By using Company information technology resources, Parties consent to this monitoring and interception. When warranted, such data might be disclosed to appropriate law enforcement agencies.

1.4.9 **Safeguarding Company property and information**

- Parties must ensure that they read and understand the Company's Confidentiality, Intellectual Property and Non-Solicitation Policy.
- All Parties must safeguard the Company's assets. They must use and maintain such assets with care and respect while guarding against waste and abuse. The Company's ability to serve its clients requires the efficient and proper use of the Company's assets and resources. These include not only tangible assets such as property, plant, equipment, inventory, securities, cash and information systems, but also intangible property such as software, brand, reputation, patents, trademarks, copyrights and other proprietary information and know-how.
- Information is a valuable asset. Parties must protect, from disclosure or misuse, all non-public information pertaining to the Company, including unannounced product, business and financial information, acquisition and divestiture plans, proprietary technical data, competitive position, strategies, research data, clients' data, etc. This type of information is regarded as trade secrets or confidential information. Take precautions against accidentally disclosing confidential information. The obligation to protect the Company's confidential information continues even after employment at the Company ends. The Company and its employees must take actions necessary to safeguard all passwords and identification codes to prevent unauthorised access to the Company's information systems resources.

Maintaining accurate books and records and reporting results with integrity

- Stakeholders rely on the Company to provide honest and accurate information and to make responsible business decisions based on reliable records. Almost all business records – including e-mail and computer records – may become subject to public disclosure in the course of litigation or governmental investigations. Records are also often obtained by outside parties or the media. Parties must therefore be clear, concise, truthful and accurate when recording any information. Avoid exaggeration, colourful language, guesswork, legal conclusions, and derogatory characterisations of people and their motives. Documents should be retained in accordance with the Company's Retention of Documents Policy.
- In respect of the Company's financial records, the following will apply:
 - The Company's financial, accounting, and other reports and records must accurately and fairly reflect the transactions and financial condition of the Company in reasonable detail, and in accordance with generally accepted and Company-approved accounting principles, practices and procedures and applicable government regulations;
 - The Company's internal accounting and financial controls and disclosure controls must be followed to ensure that financial and other reports are accurately and reliably prepared. The Company must also fully and fairly disclose pertinent information. The financial accounts of the Company must be reconciled on a regular basis in accordance with the applicable accounting controls and the Company's Accounting Manual;
 - The Company prohibits false or misleading entries in its books and records for any reason, and will not condone any undisclosed or unrecorded bank accounts or assets established for any purpose;
 - All public disclosures shall be full, fair, accurate and understandable;

- Parties may not authorise payment knowing that any part of the payment will be used for any purpose other than what is described in documents supporting the payment;
- Expenses incurred by Parties in performing Company business will be reimbursed through the filing of expense claims, which must be documented accurately and completely and must be authorised by the relevant Party;
- Parties may not falsify quality or safety results, record false sales or record them early, understate or overstate known liabilities and assets, maintain undisclosed or unrecorded funds or “off the book” assets, or defer recording items that should be expensed;
- No entry may be made that intentionally hides or disguises the true nature of any transaction.

1.5 RELATIONSHIP WITH CLIENTS & BUSINESS PARTNERS

1.5.2 Maintain an arm’s length relationship at all times!

The Company's business depends on its reputation with its clients and business partners. Its clients and business partners are its lifeblood. Arm's length and healthy business relationships will be maintained.

1.5.3 Choosing the right business partners

The Company will only enter into a relationship with business partners who subscribe to and live by the principles of business conduct set out in this Code. This will be done by means of the Company sharing its Value Statement, (as set out in Annexure A to this Code), with each of its business partners. Business partners appointed to render services to and/or procure goods for the Company will, as part of the procurement process, be required to sign the Value Statement prior to any work being undertaken.

1.5.4 The Company obeys all laws, regulations and codes

In meeting the Company's customer and business partner needs, the Company is committed to doing business with integrity and in line with all applicable laws of any country in which it operates.

1.5.5 **Providing quality, safe products and services**

The Company strives to provide services that meet or exceed its clients' expectations for quality, safety, reliability and value, and to satisfy their requirements with on-time deliveries.

- Where inspection or testing is required to confirm conformance to specifications, there will be no misrepresentation of data or falsification of records.
- The Company's services will be designed to meet all applicable government standards and regulations.

1.5.6 **Seeking business openly and honestly**

- Acquiring and developing major retail centres in South Africa is the lifeblood of the Company. The Company will market its property investments and services fairly and vigorously based on the Company's proven quality, integrity, reliability, delivery and value.
 - The Company strictly prohibits bribes, kickbacks or any other form of improper payment, direct or indirect, to any representative of a government, trade union, client, business partner or supplier in order to obtain a contract, some other commercial benefit or government action. The Company also strictly prohibits any Party from accepting such payments from anyone.
 - It is the Company's policy to avoid any misstatement of fact or misleading impression in any of its advertising, literature, exhibits or other public statements. All statements made in support of its services and investments should be true and supported by documentation.
 - The Company will communicate clearly and precisely, either orally or in writing, so that its clients and business partners understand the

terms of its contracts, including performance criteria, costs and schedules.

- The Company will seek all marketing data properly and legally, and it will not obtain or use any government classified or sensitive information from any source where there is reason to believe that the release of the information is unauthorised.
- The Company will not embark on anti-competitive behaviour that does not comply with local or international antitrust and competition laws of all countries where it does business. These laws protect the free enterprise system and encourage vigorous, but fair, competition. Among other stipulations, these laws prohibit any formal or informal understanding, agreement, plan or scheme among competitors that involves prices, territories, market share or clients to be served and activities or agreements that unfairly restrict competition.
- Likewise, the Company's routine business and licensing plans will be conducted so that it competes aggressively, but within the law.

1.5.7 **Gifts, favours and business entertainment (gifts related to the Company's business)**

The purpose of business gifts and entertainment in a commercial setting is to generate goodwill and to establish sound working relationships, not to gain an unfair advantage with clients or business partners. Reasonable business entertainment and client and business partner gifts of nominal value are permitted, including traditional promotional events, as long as what is offered is consistent with usual business practice, cannot be construed as a bribe or a pay-off, is not in violation of any law and would not embarrass the Company or individual if disclosed publicly. Client and business partner entertainment and gifts must be discussed in advance with the employee's superior. Furthermore, any gifts which may be construed to be in the form of 'personal favours', e.g. Services rendered to an employee or his/her family or relatives and friends, are prohibited.

- The acceptance of gifts of nominal value must be recorded as follows:
 - Parties must declare all business courtesies by completing the appropriate form;
 - each party must complete the register of business courtesies;
 - completed forms are to be submitted to the Legal and Compliance Manager on a quarterly basis; and
 - a summary of the business courtesies register must be submitted to the Audit and Risk committee on an annual basis.
- Where a client or potential client notifies the Company of a policy or preference to prohibit or limit gifts to the client's employees, the Company will respect the client's policy or preference.
- Parties must exercise good judgement and moderation in providing business gifts or entertainment.

1.5.8 **Following accurate invoicing procedures**

It is the Company's policy to reflect accurately on all invoices to clients for the cost of services rendered.

1.6 **RELATIONSHIP WITH GOVERNMENT**

- Conducting business with Government is not the same as conducting business with private parties. These transactions are often covered by special legal rules. Parties should consult with the Legal and Compliance Manager or external legal counsel to be certain that they are aware of any such rules and they must have approval from Exco before providing anything of value to a government official.
- The Company prohibits the payment of bribes to government officials. "**Government officials**" are employees of any government – be it national, provincial or local, even low-ranking employees or employees of government-controlled or parastatal entities. The term "government officials" also includes political parties and candidates for political office. It is the obligation of employees to understand whether someone they are dealing with is a government official. When in doubt, consult the Legal and Compliance Manager or external legal counsel.

1.7 **RELATIONSHIP WITH SUPPLIERS**

The Company's suppliers are its partners in delivery. The high calibre of the materials, goods and services they provide is linked directly to the quality, reliability, value and prompt delivery of the Company's products to its clients and therefore to client satisfaction.

1.7.2 **Supplier relationships**

The Company is well aware of the importance of building strong long-term relationships with suppliers.

- The Company treats its suppliers honestly and fairly.

- The Company pays its suppliers fair and market value for their products and services.
- The Company expects its suppliers to treat it similarly, and will regularly review its supply chain to make sure its suppliers are living up to its values.
- The Company will award business based on its suppliers' ability to meet its needs and commitments, their service, integrity and compliance, their high standards for quality and delivery and their prices.
- The Company will provide the same information and instructions to each competing supplier for a proposed purchase.
- The Company will not reproduce software that is licensed to it by a supplier, nor will it incorporate it into its own internally developed software unless it is expressly permitted to do so by licence.
- The Company will observe obligations of confidentiality and non-disclosure of confidential information and trade secrets of its suppliers.

1.7.3 **Employees will not be influenced by gifts**

Gifts of nominal value are permitted, provided they are given as a gesture of professional friendship, and do not involve a Company commitment having to do with the transaction of business. However, it is the Company's policy to discourage the receipt of gifts either directly or indirectly by Parties that may be misconstrued as an attempt to influence business decisions. Gifts that may be construed as an attempt to influence business must be declined by the employee.

- When gifts are received, Parties should not be influenced by gifts or favours of any kind from the Company's suppliers or potential suppliers or service providers.
- The Company expects the Parties to exercise reasonable judgement and discretion in accepting any gratuity or gift offered to them by a supplier or service provider. This does not apply to unsolicited promotional materials of a general advertising nature, such as branded pens, memo pads and calendars as long as what is given is accepted without any express or

implied understanding that the recipient is in any way obligated to do business with the gift giver.

- An occasional meal or entertainment in the normal course of business relations, paid for by a tenant, supplier or potential supplier or service provider, is permitted provided that a representative of the supplier is in attendance and such hospitality is not excessive or unusual in nature. When practical and relevant, hospitality should be reciprocated.
- It is never acceptable for Parties to solicit gifts, gratuities, or business courtesies for the benefit of the Company, themselves, a family member or friend.
- When in doubt, don't accept it.
- All gifts and gratuities must be declared to the Chief Executive Officer (or alternatively such other person to whom he/she may delegate this authority) in writing on the prescribed form.
- The onus is on the party who has received the gift, to determine the reasonable value thereof. If there is any doubt about the value of the gift, it must be declared. Any business gifts of a value greater than R500 (five hundred rand) are subject to assessment by the employee's line manager to determine whether such business gifts may be accepted or not. The line manager will ensure that such business gifts are not construed as bribes or pay-offs, or alternatively viewed as influencing Pareto's commitment to doing a transaction or business.
- Any business entertainment gifts in excess of R5000 should be avoided as they could possibly be construed as bribes or pay-offs, or alternatively may be viewed as influencing the Company's commitment to doing a business transaction.

1.8 SPONSORSHIPS

1.8.2 The Company may approve sponsorships promised, offered or granted by a service provider or supplier that has been awarded a contract by the Company. Approval of such sponsorships may only be accepted by the

Executive Committee. Sponsorship must not be used by the supplier or potential supplier or service provider to influence award of business under consideration by the Company. The Company will not consider any sponsorship offering from a supplier or potential supplier or service provider whilst there is business under consideration where the supplier or potential supplier or service provider is one of the bidders. By the same token acceptance by the Company of a service provider's or supplier's sponsorship is no guarantee of future business with the Company.

1.9 RELATIONSHIP WITH OTHERS

1.9.2 What will other stakeholders think of the Company's behaviour?

As a good corporate citizen within the community, the Company abides by the law, supports civic organisations, encourages any party to be involved in worthwhile causes and conserves nature's valuable resources.

1.9.3 The Company complies with the law and the spirit of the law

The Company's first and most fundamental obligation in every country and community in which it does business, is to obey the letter and spirit of the law.

- Make sure that transactions are not being used for money laundering;
- Prohibit dealings that could aid terrorists or organisations that support terrorists;
- Comply with income tax laws;
- It is the policy of the Company that all Parties cooperate fully with all lawful requests for information from government investigating authorities. Never mislead any investigator, and never alter or destroy documents or records in response to an investigation.

1.9.4 Respect the information of others

- The Company will observe obligations of confidentiality and non-disclosure of confidential information and trade secrets of others with the same

degree of diligence that it is expected to use in protecting its own confidential information and trade secrets.

- The Company will respect the legitimate intellectual property rights of others and will not reproduce or use software or other technology licensed from them, except as permitted by the applicable licence agreement or by law.
- The Company will not accept or retain unsolicited ideas or inventions from people outside of the Company.

1.9.5 **Safeguarding the property of others**

The Company safeguards the tangible and intellectual property of others. The Company will obtain the tangible and intellectual property of competitors only through lawful means.

1.9.6 **Fair competition and competitive behaviour**

South Africa has fair competition laws in place to safeguard the consumer's right to the best products at the best prices. The Company supports and complies with these laws. These laws generally prohibit, among other things:

- Entering into any formal or informal agreement or understanding with competitors that fixes, controls or affects prices, products, terms of service, costs, profits or profit margins, markets or market share, or distribution practices.
- Agreements or understandings with competitors to allocate clients or products, to boycott suppliers or persons with whom they would otherwise transact business, or to bid or not to bid on business generally.
- Acting in an uncompetitive manner towards the Company's competitors.

1.9.7 **Political contributions**

- Company funds may not be used for political contributions, gifts or donations, directly or indirectly, in support of any political party or candidate.

- The Company subscribes to freedom of association. As interested citizens, Parties are free to make individual, personal contributions to candidates of their choice. While engaged in such activities, Parties must at all times make clear that their views and actions are their own, and not those of the Company.

1.9.8 **Belief in social responsibility**

The Company believes that we all share in the responsibility to contribute to and become involved with the community.

1.9.9 **Protect the environment and invest in sustainability**

Everybody has a responsibility to protect the environment for future generations. The Company will work to conserve and protect natural resources, encourage environmental values and practices, effectively manage solid waste, and ensure accountability procedures for all our operations where practical. The Company therefore abides by all applicable health, safety and environmental laws and regulations in countries and communities in which it operates, and, where those are considered inadequate, the Company will abide by the Company's own standards:

- The Company is committed to make health, safety and the environment an integral aspect of its property investments and services, and of the life-cycle management of its property investments.
- The Company will identify, control and endeavour to minimise the use of hazardous materials, and will endeavour to reduce waste.
- The Company will conduct prevention and control programmes to safeguard Parties and the public and will review the effectiveness of these programmes through its assurance process, environmental audit and other systems.

1.9.10 **Communicating with the public and the media**

When the Company provides information to the news media, analysts, the public and shareholders, it has an obligation to accurately and completely communicate the facts. To ensure accuracy and completeness, Parties

receiving enquiries regarding the Company's activities, results, plans or its position on public issues must refer the request to the Chief Executive Officer (or alternatively such other person to whom he/she may delegate this authority). This applies to all public statements, including those made on Internet bulletin-boards and chat-rooms.

1.9.11 **The Company requires those representing the Company to act with integrity**

- When it is necessary to engage the services of an individual or firm to consult for or otherwise represent the Company, special consideration must be given to avoid any situation that may create, or appear to create, a conflict of interest between the Company and the person or firm employed.
- The Company will enter into representation or service agreements only with entities believed to have a record of and commitment to integrity. Efforts will be taken by the Company to ensure that service providers, agents, consultants, independent contractors and representatives are aware of this Code and have signed the Value Statement. Questions related to outsourcing, service-level or related agreements should be directed to the Legal and Compliance Manager.

1.9.12 **The Company complies with import and export control laws**

The Company will comply with all import and export control laws and regulations that govern the exportation and importation of commodities and technical data, including items that are carried by hand as samples, or demonstration units in luggage. The Company will screen new clients and suppliers to ensure that they do not do business with prohibited entities. It will obtain export licences and other government approvals prior to exporting products and technology.

1.10 **DEVIATION**

Any deviation from provisions of this Code of Conduct will only be given if it is deemed absolutely appropriate and under unforeseen circumstances. Deviation from this Code of Conduct for executive officers or directors of the Company will only be granted by the Board of Directors of the Company or a

committee of the Board. Any such deviation granted, will be promptly disclosed as required by law.

1.11 REPORTING CONCERNS

- Each Party must comply with the letter and spirit of this Code, with the policies and procedures of the Company, and must communicate any suspected violations promptly.
- In the first instance, Parties are encouraged to report violations through their normal reporting channels, but they must also feel comfortable contacting a member of leadership or using the Company Whistle-Blowing Hotline Service available to the Company at the time.
- Any Parties who in good faith raise an issue regarding a possible violation of law, can rest assured that confidentiality will be protected to the extent possible, consistent with the law and corporate policy and the requirements necessary to conduct an effective investigation. Any person who retaliates against such reporting Party shall be subject to disciplinary action, including possible termination of service.
- It is important for Parties to know that whistle-blowers are protected in South Africa in terms of the Protected Disclosures Act 26 of 2000. In terms of this Act, an employee may disclose unlawful and irregular conduct without fear of reprisals. Parties must ensure that they read and understand the Company's Protected Disclosures / Whistle-blowing Policy.
- Parties may call the Whistle-blowing Hotline Service anonymously, and no attempt will be made to identify them. Anonymous callers should know, however, that it is often more difficult to appropriately follow up on issues raised anonymously.
- The Chief Executive Officer in conjunction with the Company Secretary will be responsible for the maintenance and administration of this Code. Copies of this Code may be obtained from the Company Secretary.

Annexure A

PARETO LIMITED (The “Company”)

VALUE STATEMENT

- 1) The Company's directors and management are committed to living up to high standards of ethical behaviour. The Company's Board of Directors oversees the Company's adherence to ethical and legal standards.
- 2) The Company has a formal Employment Equity Policy and complies fully with the provisions and spirit of the Employment Equity Act.
- 3) The Company believes in freedom of expression (as stated in the Constitution of South Africa) but this does not extend to advocacy of hatred that is based on race, ethnicity, gender or religion.
- 4) The Company's business depends on its reputation with its clients and business partners. Its clients and business partners are its lifeblood. Arm's length and healthy business relationships will be maintained.
- 5) The Company will only enter into a relationship with business partners who subscribe to and live by the values of the Company.
- 6) In meeting the Company's client and business partner needs, the Company is committed to doing business with integrity and in line with all applicable laws of any country in which it operates.
- 7) The business partner should strive to provide services that meet or exceed the Company's expectations for quality, safety, reliability and value, and to satisfy the Company's requirements with on-time deliveries.
 - Where inspection or testing is required to confirm conformance to specifications, there will be no misrepresentation of data or falsification of records.

- The business partner's services will be designed to meet all applicable government standards and regulations.
- 8) The Company strictly prohibits bribes, kickbacks or any other form of improper payment, direct or indirect, to any representative of a government, trade union, customer, business partner or supplier in order to obtain a contract, some other commercial benefit or government action. The Company also strictly prohibits any employee from accepting such payments from anyone.
- It is the Company's policy to avoid any misstatement of fact or misleading impression in any of its advertising, literature, exhibits or other public statements. All statements made in support of the Company's services and investments should be true and supported by documentation.
 - The Company will communicate clearly and precisely, either orally or in writing, so that its clients understand the terms of its contracts, including performance criteria, costs and schedules.
 - The Company will seek all marketing data properly and legally, and it will not obtain or use any government classified or sensitive information from any source where there is reason to believe that the release of the information is unauthorized.
 - The Company will not embark on anti-competitive behaviour that does not comply with local or international antitrust and competition laws of all countries where it does business. These laws protect the free enterprise system and encourage vigorous, but fair, competition. Among other stipulations, these laws prohibit any formal or informal understanding, agreement, plan or scheme among competitors that involves prices, territories, market share or clients to be served and activities or agreements that unfairly restrict competition.
- 9) Likewise, the Company's routine business and licensing plans will be conducted so that it competes aggressively, but within the law.
- 10) The Company's suppliers are its partners in delivery. The high calibre of the materials, goods and services they provide is linked directly to the quality, reliability, value and prompt delivery of the Company's products to its clients and therefore to client satisfaction.
- 11) The Company is well aware of the importance of building strong long-term relationships with suppliers.
- The Company treats its suppliers honestly and fairly.
 - The Company pays its suppliers fair and market value for their products and services.
 - The Company expects its suppliers to treat it similarly, and will regularly review its supply chain to make sure its suppliers live up to its values.
 - The Company will award business based on its supplier's ability to meet its needs and commitments, their service, integrity and compliance, their high standards for quality and delivery and their prices.

- The Company will provide the same information and instructions to each competing supplier for a proposed purchase.
 - The Company will not reproduce software that is licensed to it by a supplier, nor will it incorporate it into its own internally developed software unless it is expressly permitted to do so by licence.
- 12) The business partner will observe obligations of confidentiality and non-disclosure of confidential information and trade secrets of the Company.
 - 13) Employees of the Company will not be influenced by gifts or favours of any kind from the Company's suppliers or potential suppliers.
 - 14) The Company expects its employees to exercise reasonable judgement and discretion in accepting any gratuity or gift offered to them by a supplier or service provider. This does not apply to unsolicited promotional materials of a general advertising nature, such as branded pencils, memo pads and calendars as long as what is given is accepted without any express or implied understanding that the recipient is in any way obligated.
 - 15) An occasional meal or entertainment in the normal course of business relations, paid for by a supplier or potential supplier, is permitted provided that a representative of the supplier is in attendance and such hospitality is not excessive or unusual in nature. When practical, hospitality should be reciprocated.
 - 16) As a good corporate citizen within the community, the Company abides by the law, supports civic organisations, encourages employee involvement in worthwhile causes and conserves nature's valuable resources. The Company expects its business partners, service providers and suppliers to do the same.
 - 17) The Company's first and most fundamental obligation in every country and community where it does business, is to obey the letter and spirit of the law.
 - Make sure that transactions are not being used for money laundering;
 - Prohibit dealings that could aid terrorists or organisations that support terrorists;
 - Comply with income tax laws.
 - 18) It is the policy of the Company that all directors, employees and officials cooperate fully with all lawful requests for information from government investigating authorities. Never mislead any investigator, and never alter or destroy documents or records in response to an investigation.

I, _____ hereby agree that I have read and understood the Company's Value Statement as set out above.

Signed at _____ on the _____ day of _____ 20__

Signed for and on behalf of the Company

Date