

Purpose of
the policy

To anonymously disclose Impropriety or Improper Conduct related to the company's business.

1. GLOSSARY OF TERMS

Throughout this document, unless otherwise stated, the capitalized words in the first column below have the meanings stated opposite them in the second column. Defined terms used as plurals will retain the meanings stated below, unless the contrary is clear from the context.

“Associated Person”: any natural or juristic person, who is not an employee of the Company, and who (disregarding any bribe under consideration) performs services for or on behalf of the Company.

“Disclosure of Impropriety”: within the framework of this policy refers to the disclosure by a whistleblower of Improper Conduct (as defined below).

“Effective Date”: the date of last signature authorising the adoption of this Policy.

“Impropriety” or “Improper Conduct”:

- (a) an actual or suspected criminal offence relating to fraud, bribery corruption or theft;
- (b) that which is committed by a person who has failed, is failing, or is likely to fail to comply with such person's legal obligations;
- (c) improper behaviour which has taken, is taking or is likely to take place (e.g. financial or non-financial mismanagement, including fraud, bribery or corruption; improper conduct or unethical behaviour);
- (d) a threat or a potential threat to the security and/or safety of the personal information of the Company's employees, clients or suppliers;
- (e) conduct that results in the health or safety of an individual being, or likely to be seriously threatened;
- (f) that which harms or is seriously likely to harm the natural environment;
- (g) conduct that unfairly discriminates against an employee, as defined in the laws of the country in which such employee is employed or
- (h) any matter referred to above that has been, or is being concealed deliberately.

“Occupational Detriment”: means when an employee is as a result of a specific Protected Disclosure of Impropriety:

- (a) subjected to disciplinary action;
- (b) dismissed, suspended, harassed or intimidated, or demoted;
- (c) transferred involuntarily;
- (d) refused a transfer or promotion;
- (e) subjected to conditions of employment or retirement that were changed to his/her disadvantage;
- (f) refused a reference, or given an adverse reference;
- (g) denied an appointment to any service or position;

- (h) threatened with any of the above actions; or
- (i) otherwise adversely affected in respect of his/her service or position, including employment opportunities and work security;

“**Policy**”: means this Whistle-blowing Policy.

“**Protected Disclosure**”: means disclosure made in terms of section 6.1 of this Policy.

“**Whistle- blower**”: means an employee of the Company or an Associated Person (who is also a natural person), who has made a Protected Disclosure.

“**Whistle- blowing Facility**”: means the independent reporting facilities set out in annexure A to this Policy.

2. BACKGROUND

The Company is committed to maintaining the highest standards of honesty, integrity and ethical conduct and has adopted this Policy in conjunction with all other policies adopted by the Company. The Company maintains Whistle-blowing Facilities where Whistle-blowers can anonymously disclose Impropriety or Improper Conduct related to the Company’s business.

3. SCOPE OF POLICY

This Policy –

- (i) is applicable to all employees of the company or an Associated Person;
- (ii) is applicable to all Whistle-blowers.

4. THE POLICY

4.1 This Policy applies to Protected Disclosures made after the commencement of this Policy, irrespective of whether or not the Impropriety or Improper Conduct has taken place before or after the Effective Date.

4.2 The Company does not tolerate any Impropriety or Improper Conduct impacting or having the potential to impact the Company and supports the fundamental principles of sound corporate governance and a workplace culture within which the rights and freedom of individuals are respected.

4.3 The Company supports the responsible disclosure of information related to Impropriety and Improper Conduct. Such disclosures are supported and encouraged in accordance with this Policy and other policies irrespective of whether the disclosure may prejudice the Company, its management, shareholders, service providers, employees, Associated Persons or their business interests.

4.4 The Company does not tolerate any form of Occupational Detriment.

4.5 All allegations of Impropriety will be investigated and followed up.

4.6 Employees who commit Improper Conduct will be subject to disciplinary action, including possible termination of employment.

4.7 Where possible and practicable, the Company will pursue full recovery of all losses resulting from Improper Conduct.

4.8 The Ethics Committee of the Company undertakes to:

- Review arrangements made by the Company to enable employees to confidentially report Improper Conduct that may have a direct or an indirect effect on integrated reporting; and
- Inform the external auditors of all material Improprieties disclosed during the course of the financial year.

5. THE PURPOSE OF THE POLICY

The purpose of the Policy is to:

- Encourage employees to disclose Impropriety;
- Assist in establishing a culture of disclosure within which employees can responsibly disclose information about Improper Conduct in the workplace in order to prevent such behaviour;
- Make provision for procedures in terms of which an employee can responsibly disclose information on Improper Conduct by other employees within the Company or Associated Persons;
- Provide support to the relevant employee if a Protected Disclosure leads to Occupational Detriment
- Facilitate the protection of Whistle-blowers from being subjected to Occupational Detriment;

6. REPORTING PROCEDURES AND RESOLUTION OF REPORTED INCIDENTS

6.1 Protected Disclosures

The following are Protected Disclosures in terms of this Policy:

A) Disclosures made in good faith to:

- The management of the Company (any person in a supervisory position) in accordance with the existing company procedure; or
- Where a Whistle-blower reasonably believes that the grievance procedure is not the appropriate medium, to the Ethics Committee; or
- To the Company's independent external Whistle-blower Facilities, particulars of which are included in Annexure A; and

B) Under the following circumstances

- When the Whistle-blower honestly and reasonably believes that the disclosed information and any allegations contained therein are substantially true;
- When such Whistle-blower does not disclose the information solely for personal gain; and
- When such Whistle-blower does not disclose the information solely for a malicious cause.

6.2 What information needs to be communicated

Comprehensive information will be required in order to effectively investigate Improper Conduct. Information on aspects such as who, what, when, where, how and, should the answer be available, why, must be provided.

Whistle-blowers must provide supporting information, since allegations based upon rumours without any corroborative evidence may affect the reputations of innocent persons.

6.3 Disciplinary action

If malicious and/or false allegations are deliberately made by an employee of the company, that employee will be subject to disciplinary action which may include dismissal and may be subject to other legal liability.

The Company is committed to prompt and impartial handling of all allegations of Improper Conduct. It is the responsibility of the managers to ensure that all allegations of Impropriety disclosed to them are reported immediately to the Ethics Committee.

6.4 Confidentiality

All information received as part of a Protected Disclosure will only be disclosed to the extent necessary for the purposes of investigating the allegations or as required by law. The Company reserves the right to pass on any information to the proper law enforcement agency in order that such entity may determine whether criminal charges are warranted.

Depending on the nature of the disclosed Impropriety and the availability and expertise of internal resources, the Ethics Committee will report to the Finance Committee on material disclosures made in terms of this Policy which, after due investigation has been made, have been found to be substantially true and on the subsequent actions taken.

If the investigation indicates that significant Improper Conduct has occurred, the Ethics Committee has the responsibility to notify the Finance Committee on a timely basis of such activities. Senior management are also responsible for including details of any such allegations of Impropriety in their reporting of defalcations to the Finance Committee.

6.5 Administration

The custodian of this Policy is the Ethics Committee who is supported in its implementation by all managers of the Company.

The Ethics Committee, supported by all managers of the Company, is responsible for the administration and revision of this Policy.



Deon Heyns
CEO

ANNEXURE A

Congo Equipment Ethics Line – administered by an Independent Service Provider

Free Calls: +243 82 379 36 93
+243 970 153 638

E-mail: congoequipment@tip-offs.com

Website: www.tip-offs.com