

**CODE OF ETHICS POLICY**



## 1 Purpose

The purpose of this Code of Ethics is to prevent unethical business practices and to give guidelines to ensure that all Metrofile Holdings Limited and its subsidiaries (“Metrofile”, “Group”, “Group Companies”, “Company”) dealings are conducted fairly and ethically.

Metrofile is committed to ethical practice in all of its business dealings. All employees and persons acting on behalf of the Company are required to act in an ethical and professional manner thereby upholding integrity.

This policy has been developed to ensure that all the Company employees and persons acting on behalf of the Company are aware of the guideline practices that are regarded as unethical and to prevent these practices from occurring in any business in which the Company is involved.

This document should be read in conjunction with the Metrofile Holdings Anti-Bribery and Anti-Corruption Policy and we support the United Nations Global Compact Principles.

## 2 Policy statement

The Board, supported by the Social, Ethics and Transformation Committee, assume responsibility for the governance of ethics of the Company by setting the direction of how ethics shall be approached and addressed and in a way that supports the establishment of an ethical culture.

The Board approved this Code of Ethics to articulate and give effect to its direction on organisational ethics. The Company's Code of Ethics applies to all Metrofile Group companies.

The Board delegates the responsibility for implementation and execution of this Code to management and is responsible to oversee the performance of management in this regard.

The Chief Executive Officer implements the policies throughout the Company and the Metrofile Group, and provides executive leadership. The Chief Executive Officer thus ensures that management assumes responsibility for the governance of ethics of the Group by setting the direction of how ethics shall be approached and addressed. The Chief Executive Officer further ensures that this Code of Ethics, as approved by the Board, establishes the ethical tone and culture of the Group in terms of best practice.

The principal underlying this Code of Ethics is that every employee and business partner is expected to act in the best interests of the Company at all times. No person may pursue their own interest, or that of any other third party (including friends, relatives, business associates, etc), in any way, when acting as an employee or representative of the Company.

It should be understood that the onus is on the employee to comply with the Company's values and practices and the employee must seek clarity from his/her Manager when in doubt. As custodians of governance, members of the various Financial Management teams, the Managing Director of each Group Company, the Metrofile Holdings Chief Executive Officer, Chief Financial Officer, Group Financial Manager, Group HR Director or the Group Risk Officer should be consulted to provide further clarity.

### 3 Code of conduct

Metrofile employees and business partners/ third parties acting on behalf of the Company are committed to the value of integrity and consistently, living out this value in the following ways:

- Trust each other and be professional in their conduct both within and outside the work environment, such that their conduct will not reflect negatively upon the Company's image;
- Never use position, authority, assets or facilities provided by the Company to further own, friend's, relative's or third party's interests;
- Be honest in all actions and promote corporate image of integrity, honesty and stringent business ethics;
- At all times uphold an arm's length relationship and maintain a professional relationship where judgement and decision will not be influenced by personal friendship with customers and with all principals, contractors and suppliers of goods and services to the Company.
- Have a zero tolerance for any form of bribery, corruption and inducements no matter how small or insignificant they may seem. Compliance with the Metrofile Holdings Limited Anti-Bribery and Anti-Corruption policy should be ensured at all times.
- The Code applies throughout the organisation and to all business dealings. As such, it is applied in recruitment, evaluation of employee performance and reward of employees, as well as sourcing of suppliers. Suppliers and third parties may be required to acknowledge this Code of Ethics from time to time.

This Code therefore encompass the Company's interaction with both internal and external stakeholders and the broader society.

The remainder of this policy deals with the arrangements of organisational ethics and addresses the key ethical risks of the Company.

### 4 Conflict of interest

Metrofile requires that its employees will not engage in practice or pursue private or personal interest, which are in conflict with the Company interest. A conflict of interest in this sense is one, which could result in financial damage or loss for the Company, or harm to the Company's reputation in the eyes of its business associates or the general public.

A conflict of interest exists when employees have direct or indirect personal interest or derive benefits from transactions to which the Company or an employee in his/her capacity as employee is also a party (indirect means any family member or close relation). Such situations must be avoided and prevented at all times in the interest of honest bona fide business practices. The onus rests on the employees to disclose all potentially conflicting interests.

#### 4.1 Authority frameworks

- A detailed authority framework is in place, at a Group and subsidiary level, managing dealings with any person, or entity controlled by that person, where that person is related to a member of Metrofile

Holdings Limited or its subsidiary directors, Group exco or subsidiary exco. Compliance to these authority frameworks should be ensured at all times and covers, but are not limited to:

- Any acquisition or disposal of any fixed assets from/ to
- Procurement of goods or services
- Any lease agreement
- Employment of any person related to Group Exco or subsidiary Exco
- Employment of any person related to Metrofile Holdings Limited or its subsidiary directors

#### **4.2 Disclosure and annual declaration of appointments**

- A proposed appointment as director of any public company, private company and/or public body, or appointment as a member of a close corporation or a trustee of a trust other than family trusts must be submitted in advance to the Managing Director of the applicable Group Company, the CFO and/ or CEO for consideration, prior to acceptance of such appointment.
- If the Managing Director of the Group Company, the CFO and/ or CEO is not certain he/she may in his/her discretion refer the matter to the Executive for a decision. Approval of particular interests may be made subject to certain conditions or withheld if there is potential conflict of interests.
- An annual declaration of holding of interests and Directorship in any institution, must be made by all employees in Senior Management positions and specifically the Paterson D, E and F Bands.
- All such disclosures and declarations will be treated with the strictest confidence.

#### **4.3 Alternative employment: conducting business**

An employee shall not, without the knowledge and prior written consent of the Company, be directly employed, full or part time, by any person or other business, or conduct any business on behalf of another company whilst being:

- A shareholder or partner in the Company, or
- Member of a closed corporation, or
- Related and/or affiliated to it in any other capacity, or
- An employee of the Company.

Employees shall not perform any work for any third party, whilst in the employ of Metrofile.

#### **4.4 Supply of goods and services to Metrofile or contracts entered into with Metrofile by employees, immediate family members, relatives or close friends of an employee**

No immediate family member, relative of an employee or close friend is to supply the Company with goods, repairs or services of any kind or is to enter into contracts with Metrofile. If any employee has a family member or relative that works for the organisation that supply goods, repairs or services to Metrofile, this fact should be disclosed to the Managing Director of the applicable Group Company, the CFO and/ or CEO of Metrofile.

An immediate family member and relative are as follows: parents, husband, wife, spouse, children, brothers, sisters, grandparents, parents-in law, brothers and sisters in law.

An annual declaration of supply of goods and services to Metrofile or contracts entered into with Metrofile by employees, immediate family member, relatives or close friends of an employee, must be made by all employees.

Also refer to the applicable Group and subsidiary authority framework in this regard.

#### **4.5 Employment of immediate family members, relatives or close friends of an employee**

An annual declaration of supply of goods and services to Metrofile or contracts entered into with Metrofile by employees, immediate family member, relatives or close friends of an employee, must be made by all employees.

No immediate family member, relative of an employee or close friend is to be employed by a current employee of the Company, unless authorisation was obtained from the Managing Director of the applicable Group Company, the CFO and/ or CEO of Metrofile.

Note that employment of any person related to Group Exco or subsidiary Exco or any person related to Metrofile Holdings Limited or its subsidiary directors needs to be approved by the Metrofile Holdings Limited Board as per the Group and subsidiary authority frameworks.

## **5 Confidential information**

Employees undertake that for the duration of their service with the Company and after termination and expiry thereof:

- No information having bearing on any of the Company's activities or any company in which the Company has an interest, will be communicated, transmitted or otherwise made known to any third party, and that he/she will not collaborate in breaching this condition.
- If he/she has any information, documents or any other articles in his/her possession or under his/her control which he/she, in terms of the above paragraph, may not inform, transmit or make known to anyone, or use, must ensure that reasonable steps will be taken to protect that information, those documents and/or articles and ensure that the confidential nature thereof is not compromised.
- Not use information which he/she has obtained through the above, however much it might be to the advantage of another person or to permit that it be used, at any time.
- Not to remove, other than for official Company use any information pertaining to the Company or its clients' activities from the premises of the Company without the prior written authorisation of his/her immediate superior.
- Employees are required to take adequate precautions to ensure that all confidential information, which is not generally available to the ordinary public, will not be leaked to person/s who are not entitled to it.

- Information shall be treated in accordance with the requirements of the Protection of Personal Information Act in South Africa and equivalent privacy laws in the countries where Metrofile operate at all times.

## **6 Use of Company services and property**

The Company services and/or property which do not form part of an employee's service benefits may under no circumstances be used for private purposes unless prior written approval has been obtained from the respective Group Company's Managing Director/Regional General Manager/Regional Financial Manager responsible for the asset or who provides the service.

Each staff member must be familiar with the procedures applicable to his/her responsibilities and must be sure that they are followed, particularly in connection with acquisition, use or disposition of the Company assets. Staff members should recognise that the Company assets are not only physical or tangible items, but also include intangibles (such as ideas, concepts or inventions which staff members have access to as a result of their work responsibilities).

## **7 Acceptance of gifts and rewards**

Employees should always act with integrity and should not allow any person to induce him/her by way of any reward with a monetary value to him/her or to a relative, to do or omit or do anything which is prejudicial or potentially, prejudicial to the Company. Such conduct constitutes a serious offence, which may lead to dismissal.

### **7.1 Publicity gifts**

Occasional small promotional gifts of a nominal value as well as business lunches and tickets to sporting events etc., which are in fact necessary or useful to promote or expedite business affairs, are not regarded as a contravention of this Code or as constituting a conflict of interest. For the purposes of this paragraph, up to R750.00 may be regarded as a nominal value.

Any such items referred to above with a nominal value exceeding R500.00 up to R750.00 maximum must be disclosed in a register specifically kept for this purpose by each relevant Financial Manager. Any such occasional gifts must be consumable in one day.

Employees should however keep in mind that if such gifts are given or accepted with a corrupt or fraudulent intention, or in conflict with the rules set out in this policy, then it constitutes a transgression.

If any employee is uncertain whether a gift or any other consideration may be accepted, he/she should immediately consult his/her Managing Director/ Regional Financial Manager or Regional General Manager in this regard.

If gift considerations of a monetary value are received by any relative, friend or acquaintance of an employee from any person, in circumstances which may give rise to a conflict of interest, or influence an employee in the execution of his/her normal duties, then the employee concerned must immediately (within 24 hours) report such a gift or consideration to his/her Manager who will take action.

## 7.2 Invitations

Invitations from customers and suppliers are a courtesy extended during the normal course of business may be accepted, provided this is not being offered to influence employee's business decision and should be in the interest of the Company.

Invitations for domestic trips where expenses are paid partially or in full by the host should be declined and may only be accepted with prior approval of an employee's Managing Director.

The acceptance of personal invitations for trips outside the boundaries of the country in which you are employed in, is totally prohibited under any circumstances.

## 7.3 Unacceptable business courtesies

In order to provide specific guidelines to employees, the following acts in particular, but not limited to these acts, are deemed unacceptable.

Acceptance of gifts or any considerations which would be perceived as having a value to the recipient, for example sponsored holidays, hunting trips, flight tickets for personal use, jewellery, electronic equipment, any other luxury items etc. Offers of this kind must be firmly declined or immediately returned to the sender if delivered without prior notice, unless approved by a statutory Director of the Company where refusal would unnecessarily offend the donor.

Acceptance of cash payments, whether large or small, must be refused under any circumstance.

Airline tickets for business trips or trips for training or study purposes, paid for by the third party are not considered as prohibited if approved by the relevant Managing Director.

## 7.4 Declaration of offers

All such items exceeding R500.00 up to the maximum of R750.00 or as approved by the relevant Managing Director, Regional General Manager or Regional Financial Manager must be recorded in the register maintained for this purpose. Where a gift is received that is manufactured by the client the estimated open market value should be used for recording in the register and not the cost or selling price.

Information, which should be recorded in the register, is:

- Name of recipient;
- Name of organisation from whom the gift was received;
- Nature of gift;
- Estimated open market value of gift; and
- Circumstance under which gift was given.

The non-declaration of gifts or hospitality or rewards of monetary value could lead to a severe disciplinary action as well as the termination of future dealings with the supplier or client concerned.

Employees and directors should not give or accept gifts, entertainment, or any other personal benefit or privilege that could in any way influence or appear to influence their objectivity in the execution of their duties as set out in applicable Anti-Bribery and Anti-Corruption legislation. Employees cannot give or accept any benefit, regardless of its form, if it is tendered as a “quid pro quo” for the employee to make a favourable decision, or if it is a cash, voucher or a similar monetary item.

### 7.5 Exchange of gifts and entertainment

Where there is a need to give a gift to a business partner, such gift should be confined to taking the business partner to lunch or giving the Company branded promotional items as approved from time to time etc.

Giving of gifts exceeding R750 per person should be avoided. For gifts in excess of this amount prior approval from the relevant Managing Director needs to be obtained.

The guidelines in this policy should be applied when issuing gifts to customers.

For the avoidance of all doubt, Metrofile makes the distinction between appropriate and inappropriate giving and receiving of gifts and entertainment, as per the following:

Strictly PROHIBITED	Acceptable but require prior APPROVAL	ACCEPTABLE and do not require prior approval
<ul style="list-style-type: none"> <li>• The giving and receiving of cash or cash equivalent, eg. vouchers.</li> <li>• The giving or receiving of any gift or entertainment that would contravene any law, eg bribery, corruption etc.</li> <li>• The giving or receiving of anything that creates an obligation to give in return.</li> </ul>	<ul style="list-style-type: none"> <li>• Any gift or entertainment that could result in a conflict of interest will be declined.</li> <li>• Should any such gift have been accepted, it should be declared. The gift or entertainment becomes the property of Metrofile.</li> <li>• Some examples of entertainment that have an inherent potential for creating conflict of interest:               <ul style="list-style-type: none"> <li>▪ It includes partners, family members, close friends or employees.</li> <li>▪ It is often repeated.</li> <li>▪ Expensive meals, sought after entertainment such as high profile shows, sporting events or recreational opportunities away from the</li> </ul> </li> </ul>	<p>Provided that:</p> <ul style="list-style-type: none"> <li>• No obligation is created or expected;</li> <li>• The gift or entertainment is reasonable and not excessive;</li> <li>• Always mention it to your line manager and peers to ensure your actions are transparent.</li> </ul> <p>Typical examples:</p> <ul style="list-style-type: none"> <li>• Modest and occasional meals with a business acquaintance.</li> <li>• Occasional attendance at ordinary sport, theatre and other cultural events.</li> <li>• Gifts of limited and promotional value such as pens, calendars and other inexpensive items.</li> </ul>

Strictly PROHIBITED	Acceptable but require prior APPROVAL	ACCEPTABLE and do not require prior approval
	employee's work environment.	<ul style="list-style-type: none"> <li>• Gifts that are considered as reasonable and not excessive and given widely in full public view.</li> </ul>

## 8 Compliance with laws, regulations and Company procedures

No staff member should take any action on behalf of the Company which he/she knows, or reasonably should know, violates any applicable law or regulations.

Violation of the laws can result in both corporate and personal liability. Although staff members cannot be expected to know all the aspects of laws, which apply, they must, however take certain common sense precautions and ask the necessary question when in doubt.

## 9 Contravention of the Code

All employees will be expected to sign a confidentiality and privacy agreement, containing clauses specifically aligned to this Code of Ethics.

Any action in contravention of this Code of Ethics may lead to disciplinary action.

We must recognise, that the Code does not provide a set of rules to cover every situation, or challenge we may face. Rather, the principles in the Code serve as guidance for each of us in making sound ethical decisions in the best interests of Metrofile, its employees and all business partners.

## 10 Reporting of wrong-doing: tip-offs anonymous

Globally, it is recognised that the most effective source of information to combat fraud is a whistleblowing hotline. Having an independent hotline to report unethical or criminal behaviour helps to strengthen an organisation's first line of defence in combatting fraud.

Fraud, crime and theft is an increasing problem. Too often, it is undetected and goes unreported, resulting in financial losses to organisations', eventually to the detriment of all stakeholders.

Metrofile is no different. We are committed to conducting healthy business practices with honesty and integrity, which will not only ensure a stable environment for everyone but also ensure the continued future success of the business. For this reason, Metrofile has subscribed to a service that will enable all our stakeholders to report anonymously on dishonest colleagues, fraud or unethical/inappropriate business practices.

Our Deloitte Tip-offs Anonymous hotline provides an anonymous reporting channel for unethical behaviour in the workplace. It is a completely independent, confidential whistleblowing hotline service operating 24-hours a day, 7 days per week and 365 days a year.

### 10.1 How does it work?

- Anyone can contact Tip-offs Anonymous® using a dedicated FreeCall 0800 telephone number and e-mail as well as the generic FreePost and FreeFax facilities.
- Trained operators, using sophisticated contact centre equipment, will respond to calls in all the 11 official languages during business hours
- English, Afrikaans, Zulu, Sotho or Xhosa are available 24 hours per day, 365 days per year.
- Operators will interview callers, probing for specific facts so as to record as much information and understand things as clearly as possible.
- The information is then analysed and forwarded to designated senior officials of the Company who will decide on corrective action to be taken.
- Although you may choose to tell Tip-offs Anonymous® who you are, the Tip-off report will never reveal your identity or even your gender (unless you choose your identity to be made known to the Company).

Please note that your e-mails will also remain anonymous since they will be relayed through a server which “strips-out” your name as sender as well as all other source information.

### 10.2 Tip-offs contact details:

Toll free:	0800 212 655
Email:	metrofile@tip-offs.com
Free fax:	0800 00 77 88
Free postal address:	KZN 138, Umhlanga Rocks, 4320
Website:	www.tip-offs.com

It is very important to note that Tip-offs Anonymous® is not a service for the reporting of employment/grievances or complaints – these are to be directed through the appropriate HR reporting channels which are available to you.

Don't be part of the problem – be part of the solution. Be bold and take a stand. Make a difference and report what you know to Tip-offs Anonymous® for the good of everyone.



## 11 Local adaptation

In order for this policy to be effective, it is necessary for it to be applied across the Metrofile Holdings Limited Group worldwide, taking into consideration the diverse regulatory environments in which Metrofile operates. The Company may, from time to time adapt certain sections of this policy in order to align with in country legislation, regulations and standards.

Local Management is responsible for reporting and confirming any local adaptations to this policy with the Metrofile Holdings Group HR Director.

### VERSION CONTROL

<b>VERSION NO.</b>	2
<b>DATE OF VERSION</b>	21 October 2020
<b>DATE OF NEXT REVIEW</b>	October 2022
<b>POLICY OWNER</b>	Vera Massyn
<b>APPROVED BY</b>	Pfungwa Serima

