



# STATEMENT OF BUSINESS PRINCIPLES AND CONDUCT

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**Mteto Nyati**

On behalf of Altron Executive Committee

**STATEMENT OF BUSINESS PRINCIPLES AND CONDUCT FOR THE ALTRON GROUP**

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*Table 1 - Revision History*

Version	Date	Revision Author	Summary of Changes
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1.1			
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*Table 2 - Document Review List*

Name & Surname	Date	Designation	Business Area

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### 1. INTRODUCTION

#### 1. WHY BE CONCERNED ABOUT THE WAY WE DO BUSINESS?

Altron is a reputable company upon which shareholder value is built and we have a responsibility to guard against conduct which could harm our good name and reputation. This requires us and all our Employees to be guided in our business activities by a set of clear and strong principles and codes of conduct as described in this Statement of Business Principles and Conduct (“Statement”) which all Altron group business operations, managers and Employees are expected to follow and adhere to.

In addition, Altron is a values driven group and Altron expects its subsidiaries, Employees and managers to conduct themselves in a manner which demonstrates:

- respect for one another;
- openness, honesty and integrity in dealings, not only with one another, but with the Altron Group's stakeholders;
- confidentiality and discretion in the use of information;
- avoidance of any conflict of interest which may interfere with the independent exercise of their judgement in the best interests of the Altron Group;
- comply with the Altron Group's policies;
- adherence to all laws, regulations, codes and standards applicable to the Altron Group;
- upholding the Altron Group's legal and moral obligations;
- fostering a tolerant, non-racial, non-discriminatory work and business environment while embracing diversity and inclusion, thus promoting a climate of harmony;
- collaboration across the Altron Group; and
- being passionate about customers, partners, Employees and communities.

This Statement provides a high-level description of the principles and conduct that are regarded as appropriate for an entity of Altron's stature. This Statement is supported by several detailed policies which deal with some of the aspects as covered by this Statement, which policies are referred to herein and which should be complied with. In addition, where laws and regulations prescribe stricter standards than those set forth in this Statement, such stricter standards should be followed. Specific policies and binding documents which deal in detail with aspects of corporate conduct and which should be read in conjunction with this Statement are:

- the Fraud and Corruption Prevention Policy;
- the Gifts and Entertainment Policy;
- the Code of Ethics;
- the Competition Law Policy;
- the Human Capital and Employment Policy as read with employment letters, the Employment Relations Policy, the Recruitment Policy, the Remuneration Policy and the Remote Working Policy;
- the Human Rights and Labour Conditions Policy;
- the Data Protection Policy, End-user Use of Technology Policy; Technology and Information Policy and the Privacy Policy;
- the Social Media Policy;
- the Supplier Onboarding and Procurement Policy;
- the Customer Onboarding and Credit Risk Policy;
- the Legal Affairs Policy;
- the Declaration of Interest Policy; and
- the Compliance Policy.

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### 2. APPLICATION AND RESPONSIBILITIES

This Statement applies to all subsidiaries and business units of the Altron Group. Adherence to this Statement, as with other policies, is a term of employment and forms part of the contracts of employment with Employees which must be complied with by Employees. This Statement falls under the control of the Altron Company Secretariat who will be liable for the administration and maintenance hereof.

The statement shall at minimum be reviewed on an annual basis, to ensure it is achieving its stated purpose and strategic objectives.

New statements and changes to current policy statements and this Statement shall follow the Board approved Governance, Risk, Compliance and Sustainability (GRCS) Policy Review Process.

As a listed entity, the Altron Group operates in the public domain. By conducting ourselves in the manner described in this Statement we show our investors, business partners, the authorities, our competitors, the public and all other stakeholders that Altron is an ethical entity with strong values and principles underlying its business activities.

Unlawful and unethical behaviour can have far-reaching consequences for the Altron Group, including:

- criminal sanctions;
- administrative penalties;
- civil damages;
- cancellation of contracts;
- exclusion and blacklisting from tenders and opportunities;
- termination of business relationships;
- harm to our image and reputation; and/or
- negative perceptions by the investor community.

Employees who breach the principles and code of conduct described in this Statement and/or our policies expose Altron and themselves to serious consequences, such as fines or imprisonment, claims for damages, criminal and civil sanctions and accordingly non-compliance with this Statement and supporting policies will not be tolerated.

Employees can consult their managers or any of the Altron group's specialist departments such as the legal department, the risk and compliance department and the Altron Group Secretariat for guidance and advice when they are not clear about the applicable rules, or do not know how a specific situation should be handled.

### 2. OUR PRINCIPLES OF BUSINESS CONDUCT:

#### 2.1 FAIR COMPETITION

No anti-competitive behavior. The Altron Group operates within a free market economy. Competition law is the free market's most important tool for ensuring fair, unrestricted competition.

Violations of the competition laws of the individual countries and regions in which the Altron Group does business can have dramatic consequences for the Altron Group including onerous fines, lawsuits, exclusion from public contracts and harm to our reputation.

Employees who violate competition laws also face severe external repercussions, including possible imprisonment. Internally, the Altron Group will not show any leniency towards Employees who disregard competition laws.

The Competition Act provides for administrative penalties of up to 20% of the annual turnover of a Company and fines of up to R500 000 or imprisonment of up to ten (10) years. In addition, a director or a person

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having managerial authority within a Company can be criminally prosecuted where the Company engaged in cartel conduct and where such director or person participated in or allowed the Company to be engaged in the said cartel conduct.

Adherence to the Competition Act is of critical importance. Each Company, its directors, officers and Employees are therefore duty bound to ensure that the conduct of the Company takes place within the ambit of the Competition Act and that the Competition Act is not transgressed under any circumstances. No breach of this duty will be tolerated and the strongest possible action will be instituted against Employees where unlawful conduct is found to exist.

Having regard to the importance of fair competition, the Altron Group has issued a specific Competition Policy. Such policy is to be read in conjunction with this Statement and must be complied with.

The Boards should regularly seek confirmation and assurance from management that the Competition Act is being complied with. Any non-compliance should be immediately reported to senior management (MD of individual operations, who in turn shall immediately report this to the Altron CE), to the legal department, the risk, and the compliance department, and to the various risk management committees.

### 2.2 INTEGRITY IN BUSINESS DEALINGS

'Integrity' as an Altron value, commits us to "maintain the highest level of ethics, fairness and transparency in our interaction with each other, customers and all other stakeholders". The Altron Group will maintain high standards of ethics.

The Altron group will not tolerate bribery or corruption.

We commit to uphold our values and principles through high standards of ethics and integrity.

Fraud, Corruption and unethical behaviour represents serious threats to the basic principles of good governance, destroys reputation, undermines public confidence and threatens to erode the rule of law. Corruption is regarded as a crime in South Africa in terms of the South African Prevention and Combating of Corrupt Activities Act, 12 of 2004, the UK in terms of the UK Bribery Act of 2010 and the USA in terms of the USA Foreign Corrupt Practices Act of 1977.

The Altron Group rejects any form of bribery and corruption and will take the strongest possible action against Employees, who are found guilty of such conduct. In this regard the Altron Group aligns itself fully with the fight against bribery and corruption, including but not limited to the principles set out in the United Nations Global Compact, the Organization for Economic Co-operation and Development's (OECD) recommendations regarding corruption, the Corruption Act, and any other similar legislation that deals with crimes involving dishonesty in any form.

Thus, Altron Group Employees are strictly prohibited from attempting to unlawfully influence business partners, whether through soliciting or accepting favours, gifts or other gratuity. This rule finds particular application in dealing with individuals acting on behalf of government agencies or other public institutions.

The Group recognises that conducting business with public corporations imposes trust and a corresponding need for knowledge concerning government requirements. The purpose of the guidelines contained below is to emphasise the ethical and legal standards Employees, agents or representatives must maintain whenever conducting business, either directly or indirectly with the government. This includes:

- National, regional and local governments, public agencies and institutions (e.g. SITA and Eskom), and
- Universities, foreign governments and any other institutions that receive government grants, financing or contracts.

All Employees who, in the performance of their duties become or are authorised to become engaged in any aspect of a transaction with the government, shall adhere to all applicable laws, regulations and contractual requirements governing the transaction. Each Employee involved in such activities shall become sufficiently knowledgeable of all relevant laws, regulations or contract requirements concerning such activities.

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Any irregular request by government officials, such as but not limited to “load” contract pricing with a request for kickbacks to be paid to officials, nominees or political parties should immediately be reported to the Altron CE and the Lead: Enterprise Risk Management.

The Altron Group will not entertain any business deals that breach the law or violates Company rules relating to the granting or acceptance of favours, gifts/entertainment, bribery, facilitation payments or collusion. This applies without exception throughout the Altron Group. No Employee, regardless of the country in which he or she works, is entitled to violate the law or Company policies.

All Altron policies relating to the prevention of fraud and corruption, gifts and entertainment, conflict of interest must be adhered to and read in conjunction with the principles contained herein.

The payment of a bribe to a public officer or giving kickbacks to an Employee of a customer would be in direct violation of this Statement. Under no circumstances may the granting or accepting of a gratuity fee or gift of any kind be made to or received from a government Employee or any other customer.

When conducting business, political contributions including inter alia local, regional or national fund-raising dinners, banquets, raffles or any funds or gifts (including free or discounted use of property or services) is prohibited.

The Group shall not enter into any agreements with dealers, distributors, agents or consultants where:

- They are not in compliance with the applicable laws of South Africa or any other country which could have an impact on such agreement.
- They provide for a commission rate or fee that is not reasonable and/or commensurate with the functions or services to be rendered.

### Example

- It will be a violation of this Statement to benefit a sales agent with a commission on sales of Group products for which the Employee is well aware that this benefit is intended to be used in part as a kickback.
- Employees shall not accept payment or gifts (other than advertising novelties or other items of nominal value. e.g. chocolates or flowers) including any favours, which might be regarded as placing the Employee under some obligation to a third party dealing or desiring to deal with the Group. In rare circumstances however, where the refusal to accept a gift (other than gifts of nominal value referred to above) may be impossible without injuring the legitimate business interest of the Group, such gifts may be accepted as long as the gifts accrue to the benefit of the Group and not to the benefit of the Employee personally. Included within the scope of this is the acceptance by Employees of gifts, money, free or subsidised property or services, or free or subsidised travel from suppliers or customers at Christmas or any other time during the year and in accordance with the requirements and guidelines provided in the Gifts and Entertainment Policy.
- An Employee travelling on Group business may accept the courtesy of free or subsidised accommodation in a customer facility as long as it is properly disclosed and recorded.
- The Group may, unless otherwise prohibited, pay transportation and lodging expenses incurred by customers, agents or suppliers, prospective or otherwise, in connection with a visit to a Group facility or product installation for any reasonable business purpose. This includes on-site examination of equipment, the participation of training sessions or contract negotiations with Altron for which prior to any such visit, written approval for the payment of such expenses has been obtained in accordance with the Altron Limits of Authority matrix or where the Group is obligated, by contract, to pay such expenses and where such obligation is specifically delineated. All such expenses must be accounted for in accordance with standard travel procedures but payment of such expenses by the Group could be prohibited in a particular situation by applicable law or regulation, contract or policy of the customer, agent or supplier.

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### 2.3 ENVIRONMENTAL PROTECTION AND HEALTH AND SAFETY

The Altron Group is committed to protect the environment and the health and safety of all our stakeholders. This is extremely important to the way we conduct business.

The Altron Group ensures compliance with the Health and Safety laws and regulations to ensure a safe and healthy working environment for its Employees.

The Altron Group develops and markets products and services to a diverse range of industries and sectors. The Altron Group acknowledges its duty to help meet the economic, ecological and social needs of present and future generations and are committed to sustainable development.

#### 2.3.1 PRODUCT STEWARDSHIP

Ensuring the proper use of our products requires monitoring them over their entire product life cycles. Addressing potential risks responsibly is particularly important. Once a potential risk related to the handling of one of our products is identified, the appropriate persons within the Company are to be notified immediately, even if the risk arises only in conjunction with a third party's product.

The purchaser of the product must be advised of risks associated with its use, and every product must to the extent that it is practical and applicable, bear the appropriate warning labels. An essential component in the development of any product or new technology is assessing the potential risks and benefits of the product or new technology. Prohibited materials may not be manufactured or brought onto Company premises.

All laws and regulations, such as *inter alia* the South African Consumer Protection Act, Occupational Health and Safety Act and the National Environmental Management Act must also be observed.

#### 2.3.2 ENVIRONMENTAL PROTECTION

We believe in making an important contribution to sustainable development through the efficient use of resources. Reducing the consumption of energy and raw materials in production and thereby limiting discharge requires exhausting all reasonable opportunities for process optimization.

#### 2.3.3 TECHNICAL AREAS

Technical areas and workshops require careful planning and regular, systematic inspection and servicing in order to prevent malfunctions, accidents, spillages, and major hazards.

Employees who work in such areas must be thoroughly trained, given detailed working instructions and be properly supervised.

#### 2.3.4 OCCUPATIONAL HEALTH AND SAFETY

Maintaining the health and wellbeing of our Employees is essential and in the interest of all stakeholders.

Occupational health and safety laws and regulations help govern the strict controls that are put in place in the workplace. All stakeholders share the responsibility to ensure adequate occupational safety in the workplace. The Altron Group Health and Safety Policy must be displayed in the workplace and adhered to at all times.

Altron's Health and Safety Policy deals with occupational health and safety in more detail and must be complied with.

### 2.4 SAFEGUARDING EQUAL OPPORTUNITY IN SECURITIES TRADING - NO ILLEGAL INSIDER TRADING

Every Altron Group Employee is required by law to maintain secrecy with respect to any inside, non- public and price sensitive information about the Altron Group that could affect the Altron Group's share prices.

Share dealing and Insider Trading

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The Financial Markets Act places a statutory prohibition on insider trading, the essential elements being as follows:

- dealing (directly or indirectly) in securities (which may not necessarily be listed on a stock exchange);
- unpublished information relating to those securities;
- information not generally available to the reasonably well informed investor; and
- price-sensitive information.

Consequences for the violation of those provisions are as follows:

- it is a criminal offence subject to a fine not exceeding R50 million and/or to imprisonment for a period not exceeding ten years;
- any person contravening the prohibition will also be liable for civil damages suffered as a result of such contravention;
- any director, officer or Employee contravening the prohibition will be accountable to the Group for any profits derived from such dealing; and
- it will be a breach of the terms of employment of an Employee to contravene the prohibition.

Accordingly, no dealings in the shares of Group companies (particularly those listed on a stock exchange) shall take place from the first day of a new accounting period until the close of business on the day immediately preceding the publication of the results of the company concerned. As a precaution, before embarking on any contemplated share dealings, clearance should be obtained from the Secretary to ensure that no circumstances exists which preclude a director or Employee from dealing in the shares of a particular Group company outside of the aforementioned periods.

The Altron Company Secretary must be notified of all dealings in Group shares, particularly as concerns directors and officers. It is the duty of directors and officers to ensure that any Employees reporting to them who may be privy to confidential information are aware, at all times, of the policy on share dealings and insider trading.

Using such inside information for personal gain or the gain of others is prohibited. Common examples of inside information include without limitation, knowledge about the intended disposal of parts of the Altron Group, the acquisition of outside companies, the formation of joint ventures, new findings regarding key products, or specific information about business developments which have not yet been made public.

Employees are referred to Altron Directors Dealing in Securities Policy and the Disclosure Policy which provide guidance regarding insider trading and dealing in the Altron Group's securities. If there exists any doubt in this regard, Employees should first consult with the Altron Group Secretariat.

### 2.5 PROPER RECORD-KEEPING AND TRANSPARENT FINANCIAL REPORTING - NO DECEPTION

An internal control system must provide for the proper documentation of an entity's key business processes and the establishment of controls to ensure that all information relevant for accounting purposes are fully and correctly captured.

The Altron Group recognises that good corporate governance requires inter alia that business records are properly and securely stored and controlled in terms of a comprehensive policy. In this regard, Altron has introduced and accepted a comprehensive Records Management Policy and Retention Schedule which is applicable to all Companies within the Altron Group, and in terms of which formal procedures and guidelines are laid down for the proper and lawful management, retention and destruction of business records, including binding agreements, in accordance with applicable legislation and other requirements.

Altron Group Companies should at all times ensure compliance with all Privacy and Data Governance Policies including the Records Management Policy and Retention Schedule.

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All items dealing with accounting records and related documents must fully and accurately reflect all business transactions and give a true and fair view of the Companies' and the Altron Group's assets.

Every Employee tasked with presenting information that is relevant to the Altron Group's financial reporting and destined for public disclosure is responsible for ensuring that this information is complete and accurate. Employees must promptly notify their managers or the relevant financial director if ever they have reason to doubt whether material business transactions have been correctly presented in the financial reporting.

Altron provides its shareholders, financial analysts, the investor community, media outlets and the general public with regular, timely reports on the Altron Group's financial situation and material changes in its business so as to maintain the greatest possible degree of transparency. Altron's reporting follows the guidelines specified in the Companies Act, the JSE Listings Requirements and International Financial Reporting Standards, informing shareholders twice per annum about the Altron Group's financial position, results of operations and cash flows. The annual financial statements are published and circulated within 90 days of the end of the fiscal year.

The Altron Group also makes use of the internet as a medium to provide interested parties with the latest corporate information. The Altron website includes a financial calendar with important publication and event dates, including dates for the annual report, interim report and the annual general meeting.

In the interests of fair disclosure, Altron treats all of its shareholders and major target audiences the same when it comes to the provision of information and announces any important changes without delay. Shareholders are also given timely access to information that Altron publishes outside of South Africa in compliance with applicable foreign capital market regulations, as may be required.

### 2.6 FAIR AND RESPECTFUL WORKING CONDITIONS - NO DISCRIMINATION

No person is to be unfairly treated, disadvantaged, favoured, harassed or ostracized because of:

- race, gender, ethnic or social origin,
- pregnancy, marital status, family responsibility,
- sexual orientation, religion and/or belief,
- age, disability, medical status or conscience,
- political opinion, culture, language.

Everyone has the right to be protected against discrimination and harassment of any kind.

The Altron Group expects its Employees to be objective, fair and respectful in their dealings with colleagues and third parties, including customers, suppliers and officials. By doing so, they also make an active contribution towards protecting Altron's reputation.

The responsibility for maintaining these standards of conduct rests with each Employee. A violation of these standards will not be tolerated. Any wrongdoing should be referred to the Employee's manager, the human capital department or the relevant legal department, which, if necessary, will take the required action to appropriately address any wrongdoing and to prevent a repeat violation.

### 2.7 PROTECTING INTELLECTUAL PROPERTY AND RESPECTING THE RIGHTS OF OTHERS

Our confidential business information is extremely valuable.

Inventions, patents and other intellectual property (including without limitation, information that is confidential to the Company such as methodologies, concepts, formulae, special processes, the unique way of doing business, manufacturing processes, trade secrets and know how, which are not part of the public domain) are the "reward" for our endeavours and the investment we make in the areas of research and development. This is extremely important to the Altron Group's future, as are our trademarks, patents, designs, copyright and brands, the value of which may in some cases be substantial and the result of decades of effort and marketing expenditure. We must therefore take utmost care to ensure that our rights in the intellectual property we create enjoy full legal protection.

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Trade secrets and new knowledge should not be passed on to third parties, much less made public, without the proper legal protection. The same care must be taken with information shared over the Altron Group's intranet.

No Employee may create or dispose of Altron Group intellectual property (for example: patents, marks, trademarks, utility models and designs, or copyright) or execute an agreement or otherwise exercise discretionary authority over such property without the express written consent of the Altron Group Secretariat and legal department.

Care should be taken to avoid any unintentional transfer of intellectual property through the negligent handling of company information in public, such as working with laptop computers in full view of others or making casual comments in public or in presentations, or on social media platforms. Business data must be protected against unauthorised access by third parties. No Employee may make copies of business papers or data files other than for work-related purposes.

Employees must respect the valid, legally recognised intellectual property rights of third parties and may not use them without permission.

Information disclosed by a customer or a supplier to an Employee and clearly identified verbally or in writing as sensitive, private or confidential shall be protected from disclosure to unauthorised persons inside and outside of the Group to the same extent as Group sensitive, private or confidential information is protected, except where such information was either already known to the Group, available from other sources, or generally known outside of the organisation. All Personal Information shall be used strictly in compliance with the Altron Group's Privacy Policy and all other related policies in compliance with POPIA and other relevant legislation in other jurisdictions in which the Altron Group operates, in order to promote the right to privacy in the Constitution and protecting the flow of information, the processing of Personal Information, the right of access to and protection of Personal Information.

Example:

- Where a customer makes the Group aware of a confidential project for which they are contemplating the use of Group products and where both parties acknowledge that discussions will be held in confidence, this Statement would be violated should this information be disclosed to any other person unless such person had a reasonable "need to know" in order to serve the best interest of that customer. Where disclosure of such information is required in compliance with a law or regulation, the customer should be advised accordingly.

It is recommended that confidentiality agreements which are POPIA compliant be entered into with customers or suppliers to protect the Group and the other party. The Altron Legal Department has standard agreements to assist in this regard.

An Employee shall not:

- Buy, sell or recommend to others to buy or sell any security or other interest in property based on the knowledge derived from such person's employment with the Group. Employees should avoid transactions in the area of real estate which the Group may be considering buying or selling or has decided to buy or sell.
- Disclose confidential group information to any person other than in the authorised and proper discharge of their duties as an Employee of the Group.

As a general rule, spouses or long-term partners, should not work for the Group's competitors, particularly where the Employee is of a senior standing such as from junior management level upwards. Full disclosure should be made in this regard in order for senior management to consider the continued employment, including any necessary conditions to be attached thereto, of the Employee concerned.

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### 2.8 KEEPING CORPORATE AND PERSONAL INTERESTS SEPARATE - NO CONFLICTS OF INTEREST

All Employees must separate their own personal interests from those of the Altron Group.

Conflicts of interest may arise under a variety of circumstances. A conflict of interest occurs when professional or business duties conflicts with private interests of an Employee, in which the private interests could improperly influence the performance of his/her official duties and responsibilities.

A conflict of interest could arise whether the activities are engaged in by an Employee directly, or indirectly through a firm or enterprise in which he has an interest, or by a family member.

During working hours, in particular, Employees have a primary duty to promote the Altron Group's corporate interests. Conflicts of interest – or even the mere appearance of such conflicts – must be avoided. A list of typical areas of conflict is provided below, but this is not an exhaustive list. Where a conflict appears likely, Employees should seek assistance from their manager.

- Personal interests: A person's own individual interests or relationships must not influence business decisions of the Altron Group.
- Business relationships with third parties: Business relationships with third parties must be formed on the basis of objective criteria (for example, price, quality, reliability, technological standards, product suitability, existence of a long-standing and trouble-free business relationship) and not involving sentiment, friendship or family ties.
- Competition, directly or indirectly, with the Group by an Employee or a family member, such as by the sale, servicing, design, distribution or promotion of products or services which compete with those of the Group or which could be provided by the Group. A conflict of interest may result if a family member is an Employee, director, agent or consultant of a competitor if that person is in a position which is directly involved with the competing activity or is a key Employee of the competitor. Personal consumption or use of a competitor's products or services is not a conflict of interest;
- Conducting business, directly or indirectly, with the Group by an Employee, a family member or close friend, such as by the purchase from, sale to, licence, lease or other furnishing to the Group of any materials, supplies, equipment, property or services. A conflict of interest may result if a family member or close friend is an Employee, director, agent or consultant of an affiliated firm if the Employee is in a position to make or influence the Group's business judgement with respect to the Group's dealings with the affiliated firm, or if the family member or close friend is directly involved in the firm's dealings with the Group or is a key Employee of the affiliated firm.

The execution of a contract or continuation or termination of a business relationship with a third party must not be influenced by personal relationships, personal interests or tangible or intangible personal advantages but must purely be based on business imperatives and interests. The supply of products or provision of services to the Altron Group by companies that are controlled by Altron Group Employees or their close relatives or friends must be subject to close scrutiny.

- Contracting of suppliers or other business partners of the Altron Group for personal purposes: If an Employee wishes to purchase goods or services from a person or entity that also has a pre-existing business relationship with the Altron Group and that Employee is in a position to directly or indirectly influence the Altron Group's business relationship with the supplier or business partner in question, the Employee must notify his or her manager in advance and receive the manager's written permission before placing the contract.
- An Employee may not have any interest in any supplier or customer of the Group, which interest could in any respect compromise the Employee's loyalty to the Group.
- An Employee may not have any interest in any other enterprise which interest could, in any manner whatsoever, adversely affect the Employee's judgement regarding their job or loyalty to the Group.

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Furthermore, careful consideration must be given by any Employee investing or intending to invest in enterprises conducting business in any manner similar to the Group.

- Using the services of the Altron Group Employees for personal purposes: Managers may not abuse their authority by availing themselves of the services of Altron Group Employees for personal purposes.
- Outside employment: Second jobs or “moonlighting” is not allowed. Any Employee wishing to establish his or her own company or business, or becoming a shareholder or director of any company or business, must inform his or her manager and receive their prior consent thereto in writing before doing so, provided that such company or business must not interfere with the Employee’s performance of his or her day-to-day duties and that such company or business may not be in competition with, or a supplier to, the businesses of the various Altron Group of companies. This applies particularly to positions with companies that already do business or compete with the Altron Group or might reasonably do so.
- An Employee may not accept any appointment to membership of a board of directors, a standing committee, or similar body of any external company, organisation or government agency without first receiving the prior approval of the relevant MD of his/her business unit or the Altron CE irrespective of whether or not a possible conflict of interests might result from the acceptance of any such appointment.
- Personal involvement in political parties or other social or political institutions: The Altron Group does not prohibit Employees’ affiliation to any particular political party or interfere with Employees’ involvement with political parties provided such involvement does not interfere with the performance of Employees’ duties and that Employees do not use Company time and resources for political purposes, and provided further that Employees do not publicly associate their political preference with the Altron Group.
- Public expression of personal opinions by Employees: When expressing their personal opinions in public, Employees must not give the impression that these opinions represent the views of the Altron Group. Special care must be taken when participation in social media on social media platforms as this could be especially harmful, as numerous widely published cases have demonstrated. Refer to the Altron Social Media Policy in this regard.

### 2.9 CO-OPERATING WITH THE AUTHORITIES - NO MISINFORMATION

The Altron Group endeavours to be co-operative in its dealings with all authorities and government agencies while at the same time defending its own interests and rights.

All Employees responsible for collecting company information and communicating it to regulatory authorities or for other public announcements should communicate such information completely, openly, correctly, timeously and understandably.

The Altron Executive responsible for legal affairs and the Altron Group Secretariat must be notified immediately when Employees are contacted in their capacities as Employees of the Altron Group by any authority, such as the police, the Department of Labour, the Competition Commission or any other regulatory authority whose job it is to investigate possible legal violations or prosecute violators. In particular, information or documents should be provided only after consultation with and on the advice of the legal department.

### 2.10 COMPLYING WITH LAWS, REGULATIONS, RULES, STANDARDS AND INTERNAL POLICIES (“REGULATORY LANDSCAPE”)

Compliance with the laws and regulations are critical from a risk management and governance perspective.

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There are a plethora of laws, regulations and rules applicable to Companies and the businesses conducted by them. In addition, there may be industry standards and rules which specific Companies may decide to apply on a voluntary (non-binding) basis.

Failure to comply, creates potentially material risks, for example large financial penalties, civil claims and criminal prosecution and reputational damage.

In addition, compliance reports are issued on a regular and on-going basis to the Boards of the various companies within the Altron Group and the various Board committees, such as the Audit, Risk Management and Social, Ethics and Sustainability committees.

The Board should at all times be aware of the Regulatory landscape that specifically and in a material manner apply to the Company and its businesses and should be aware of any changes that may take place therein.

In addition, the Board should ensure that the Company complies with the Regulatory landscape by implementing an effective compliance framework and processes. Compliance measurement and assurance are primarily the functions of the Altron Group Legal Executive and his/her department, supported by the Altron Group Secretariat and the Altron Ethics Ambassadors.

The Compliance Policy and Manual and various other policies exist within the Altron Group requiring compliance with the applicable legislation. The various company secretarial, financial, risk and compliance, internal audit, legal and tax functions assist Companies in ensuring that legislation is complied with at all times through a process of self-education, as well as educating other members of management and staff regarding legislative requirements, and through internal assessments and audits. The process for reporting material non-compliances is established to ensure adequate monitoring and oversight by the Board.

How does this Statement affect each Employee?

All Employees must adhere to this Statement. It is intended to protect both the Altron Group and its Employees.

This Statement defines the framework within which the Altron Group's Employees can act with confidence and knowledge in terms of the way in which the Altron Group conducts business and of what constitutes proper and acceptable conduct in the light of the principles and codes of conduct referred to in this Statement. Its observance therefore is in the best interest of Employees both as individuals and as important contributors to the Altron Group's success as a whole – success from which Employees benefit.

Altron's approach towards this Statement is to provide a framework of broad principles and guidelines rather than a set of rules.

As such, this Statement does not replace any existing policy/ies but is rather to be treated as a high-level Statement dealing with responsible corporate behaviour as it provides the background and framework against which all conduct in the Altron Group and all existing policies should be measured and interpreted.

Every Employee is called upon to review his or own behaviour in light of the standards set forth in this Statement and to ensure that these standards are observed.

Employees should bear in mind that there are specific laws and specific internal policies that address in greater detail some of the topics discussed herein and that they should familiarize themselves with such laws and policies and comply therewith – ignorance shall be no excuse, as this Statement and the detailed policies that Altron has, and the assistance, education and guidance that the Altron Group provides to Employees to understand all of these, should enable Employee to have a clear idea of what constitutes acceptable conduct and what constitutes unacceptable conduct.

Non-compliance with this Statement, the principles and conduct required in terms hereof and in terms of specific policies, should be reported to the relevant legal department, compliance officer or the Altron Group Secretariat immediately. Employees may also make use of the Altron ethics line.

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The viability and effectiveness of this Statement will be regularly reviewed. Constant monitoring along with frequent evaluation and reporting are designed to ensure its continual improvement.

The Boards, and insofar as applicable the Audit, Risk and Social, Ethics and Sustainability committees established by the Boards, must regularly, at least once per annum, as a formal agenda item discuss and review this Statement and the compliance therewith. In this regard formal reports should be submitted by such departments and/or individuals responsible for implementation of this Statement.

The Boards may task such person or persons, who need not necessarily be Board members, to take responsibility for the implementation of, compliance with and reporting on this Statement.

The Altron Board is required to review and if necessary to amend this Statement on a regular basis in reaction to or in anticipation of changed requirements or circumstances.

### 3. STATEMENT OF BUSINESS PRINCIPLES AND CONDUCT AWARENESS AND TRAINING

All policy statements must be published on the Altron intranet site. Changes to this Statement must be communicated to all impacted parties.

Policy awareness and adequate training shall be provided to relevant stakeholders to enable them to perform contracted duties and responsibilities within the boundaries of the approved Altron policy statements.

A communication plan shall be defined to ensure effective engagement and communication with all impacted parties.

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**4. STATEMENT OF BUSINESS PRINCIPLES AND CONDUCT GOVERNANCE****4.2 COMPLIANCE**

Employees are required to comply with OpCo as well as Group policies and procedures, as covered and agreed in Employees' letters of appointment.

OpCo management is responsible for the implementation of and compliance to policy statements, including the monitoring of behaviour and automated monitoring.

It is therefore critical for OpCo management to perform ad-hoc reviews, as required, to ensure the Employees have a thorough understanding of the content of the policies, and that they comply with the policies within their area of responsibility.

Non-compliance to the Statement shall constitute serious misconduct, subject to appropriate disciplinary action, being taken in line with the "Altron Employee Relations Policy".

If a Group OpCo wishes to deviate from an applicable policy statement or wishes to replace it with a specific policy of its own, the prior written consent must be obtained from the relevant OpCo MD in consultation with the Policy Owner.

**4.3 AUDIT RIGHTS**

Compliance to the policy statements may be audited at any time by internal audit, authorised independent consultants or external auditors. This may include forensic audits where required.

## STATEMENT OF BUSINESS PRINCIPLES AND CONDUCT FOR THE ALTRON GROUP

## 5. ANNEXURES

## ANNEXURE A: REFERENCE POLICIES AND GUIDELINES

The following policies, guidelines and documents directly or indirectly impact this Statement, and would need to be consulted as required.

Type	Name	Owner
Personal Information	Altron Data Protection Policy	Group Information Officer
Code of Conduct	Altron Employees Relation Policy	Group Human Capital
Policy	Fraud and Corruption Prevention Policy;	Group Enterprise Risk Management
Policy	Gifts and Entertainment Policy;	Company Secretariat
Code of Conduct	Code of Ethics;	Company Secretariat
Policy	Competition Law Policy;	Group Legal
Policy	Human Capital and Employment Policy as read with employment letters, the Employment Relations Policy, the Recruitment Policy, the Remuneration Policy and the Remote Working Policy;	Human Capital
Policy	Human Rights and Labour Conditions Policy;	Human Capital
Policy	Data Protection Policy, End-user Use of Technology Policy; Technology and Information Policy and the Privacy Policy;	Privacy Office
Policy	Social Media Policy;	Group Marketing
Policy	Supplier Onboarding and Procurement Policy;	Group Shared Services
Policy	Customer Onboarding and Credit Risk Policy;	Group Finance & Sales
Policy	Legal Affairs Policy;	Group Legal
Policy	Declaration of Interest Policy; and	Company Secretariat
Policy	Compliance Policy.	Group Legal
Policy	Human Rights and Labour Conditions Policy;	Group HC

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**ANNEXURE B: ACRONYMS**

Acronym	Description
CPA	Consumer Protection Act, Act 68 of 20087
DIO	Deputy Information Officer
IO	Information Officer
MMS	Multi-Media Short Message Service
OpCo	An operating company
PI	Personal Information
POPIA	Protection of Personal Information Act
PSO	Group Privacy and Security Office
SMS	Short Message Service
SPI	Special Personal Information
AOT	Altron One Touch System
HC	Human Capital

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## ANNEXURE C: DEFINITIONS

Unless a contrary intention clearly appears –

The following defined terms, in addition to terms defined elsewhere in the Altron Policy Manual, will have the meanings assigned to them, as follows:

Term	Description
Altron	Allied Electronics Corporation Limited
Altron Group	Altron and its subsidiary and associate companies and/or entities
Board	depending on the context, means the board of directors of Altron or the board of directors (including divisional boards and divisional directors) of a particular Company or operation within the Altron Group, and “Boards” shall have a similar meaning;
Company	Altron and/or an individual Company within the Altron Group, and “Companies” shall have a similar meaning;
Companies Act	depending on the timing and/or context means the Companies Act, No. 71 of 2008, as amended, or any amendments or Acts which replace or substitute the Companies Act;
Competition Act	the Competition Act, No. 89 of 1998, as amended;
Consumer Protection Act	the Consumer Protection Act, No. 68 of 2008, as amended;
Corruption Act	the Prevention and Combating of Corrupt Activities Act, No. 12 of 2004, as amended;
Data Subject (DS)	The person to whom personal information relates. Includes all identifiable living natural persons and identifiable existing juristic persons about whom Altron holds Personal Information. All Data Subjects have legal rights in relation to their Personal Information.
Employee(s)	the Persons employed by the Altron Group on a permanent, temporary, full-time, or part-time basis, including directors, trainees, secondees and external contractors
National Credit Act	the National Credit Act, No. 34 of 2005, as amended; and
OpCo	an Altron Subsidiary representing a specific business, tasked with specific responsibilities and reporting into Altron.
Person	A natural person or a juristic person
Personal Information	Information relating to an identifiable, living, natural person, and where it is applicable, an identifiable, existing juristic person, including, but not limited to— (a) information relating to the race, gender, sex, pregnancy, marital status, national, ethnic or social origin, colour, sexual orientation, age, physical or mental health, well-being, disability, religion, conscience, belief, culture, language and birth of the person; (b) information relating to the education or the medical, financial, criminal or employment

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Term	Description
	<p>history of the person;</p> <p>(c) any identifying number, symbol, e-mail address, physical address, telephone number, location information, online identifier or other particular assignment to the person;</p> <p>(d) the biometric information of the person;</p> <p>(e) the personal opinions, views or preferences of the person;</p> <p>(f) correspondence sent by the person that is implicitly or explicitly of a private or confidential nature or further correspondence that would reveal the contents of the original correspondence;</p> <p>(g) the views or opinions of another individual about the person; and</p> <p>(h) the name of the person if it appears with other personal information relating to the person or if the disclosure of the name itself would reveal information about the person</p>
POPIA	The Protection of Personal Information Act 4 of 2013 as may be amended from time to time including all regulations, directives and codes of conduct promulgated thereunder
Special Personal Information	Special Personal Information is a special category of PI. Special Personal Information is children's' information, religious or philosophical beliefs, race or ethnic origin, trade union membership, political opinions, health, sex life, criminal behaviour and biometric information.
Taxation Legislation	the various tax legislation applicable at any point in time, including but not limited to the Income Tax Act, No. 58 of 1962, as amended and the Value-Added Tax Act, No. 89 of 1991, as amended.