

CODE OF ETHICS POLICY

1. Introduction

1.1 Purpose

- 1.1.1 The Group's philosophy is to conduct its affairs with uncompromising honesty, integrity, diligence and professionalism and to be recognised for these qualities by all its stakeholders.
- 1.1.2 This Code is intended to raise and maintain ethical awareness and to act as a guide to employees of the Group in all facets of daily decision-making. It contains ethical guidelines for handling everyday events that occur in business. It may be used to help assure clients, shareholders, suppliers, competitors, creditors and other third parties of the integrity of the Group.
- 1.1.3 Ethical conduct cannot be assured by a written code. Reference to this Code of Ethics should not, therefore, replace ethical values that form part of the human character. Rather than seek to act solely according to the letter of the law, individuals should, in addition, be guided by their consciences as to what is right and wrong (i.e. the spirit of the law) and should be aware that their actions serve as examples to others.
- 1.1.4 The Code of Ethics is not intended to comprise an exhaustive list of what constitutes ethical conduct, nor is it intended to contain a comprehensive list of offences or contraventions on which the Group will take appropriate legal action.
- 1.1.5 References in the Code of Ethics to the "Anti-Bribery Policy" are references to the Anti-bribery policy of the Group adopted in September 2015.

1.2 Policy

- 1.2.1 The Group is committed to a policy of openness and integrity in the conduct of its business. This commitment, which is actively endorsed by the Company's Board of Directors, is based on a fundamental belief that business should be conducted honestly, fairly and legally. The Board has the responsibility to formulate and lay down guidelines for the moral and ethical conduct of those who represent the Group, conduct business and interact with stakeholders on its behalf. All people who are bound by this Code shall be expected to conduct themselves at all times in a manner, which contributes to the achievement of high standards of ethical business practices.

1.2.2 The Code of Ethics applies to all Balwin employees and to all “associated persons”. An “associated person” is a person who performs services for or on behalf of Balwin. This person can be an individual or an incorporated or unincorporated body. The capacity in which a person performs services for or on behalf of Balwin does not matter and can include employees (who are presumed to be performing services for their employer), agents and subsidiaries. Any reference in the Code of Ethics to an “**employee**” shall accordingly mean either an employee or an associated person, as the case may be.

1.2.3 The Group expects all employees to adhere to the highest standard of ethics and to understand that anything less is unacceptable.

1.3 Understanding the Code of Ethics

1.3.1 The Code of Ethics is designed to inform employees of the Group’s policies in various areas and compliance is mandatory throughout the Group. Employees should study the Code of Ethics carefully so that they understand the Group’s expectations and their own obligations.

1.3.2 If employees become aware of, or suspect a contravention of the Code of Ethics, they must promptly and confidentially advise the Company as set out in the “Contravention of the Code of Ethics” section of this document. The matter will then be investigated and dealt with as set out in that section.

1.3.3 If employees are in doubt about the application of the Code of Ethics, they should discuss the matter with their respective Business area or Line Manager, or with the Human Resources department or alternatively use the Balwin Ethics Line as more fully described in the Anti-Bribery Policy.

2. Compliance with Laws and Regulations

Employees must comply with all applicable laws, regulations and prescribed practices, which relate to activities for and on behalf of the Group. The Group will not condone any violation of law or unethical business dealings by any employee, including any payment for, or other participation in, an illegal act, such as fraud, money laundering activities or bribery. The Anti-Bribery Policy outlines the measures which the Group has taken to prevent bribery and the procedures that should be followed if bribery occurs. Accordingly, the Anti-Bribery Policy should be read together with the Code of Ethics and the provisions of the Anti-Bribery Policy are incorporated herein.

3. Conflict of Interest

3.1 The Group expects all employees to perform their duties conscientiously, honestly and in accordance with the best interest of the Group.

3.2 Employees must not use their positions, or knowledge gained through their employment with the Group, for private or personal advantage or in such a manner that a conflict, or an appearance of conflict, arises between the Group’s interests and their personal interests.

3.3 A conflict could arise when an employee, a member of an employee’s family or a business with which the employee or family is associated, obtains a gain,

advantage or profit, or where an improper advantage is given to others to the detriment of the Group, by virtue of the employee's position with the Group, or knowledge gained through that position.

3.4 Not all conflicts of interest can be covered in a code of this nature nor be anticipated, and its application may be uncertain at times. Accordingly, employees will need to use their judgement to make sure that they avoid any appearance of impropriety. If employees feel that a course of action which they have pursued, are pursuing or are contemplating pursuing, may involve them in a conflict of interest situation, or a perceived conflict of interest situation, they should immediately make all the facts known to their respective Business area or Line Manager, or with the Human Resources department or alternatively use the Balwin Ethics Line as more fully described in the Anti-Bribery Policy.

3.5 In any potential conflict of interest situation, employees must ask themselves:

3.5.1 Do my personal interests interfere with those of the Company?

3.5.2 Could it appear that way to an objective bystander?

When not certain, seek guidance

3.6 Outside Activities, employment and Directorships

3.6.1 We all share a very real responsibility to contribute to our local communities and the Group encourages employees to participate in religious, charitable, educational and civic activities.

3.6.2 Employees should, however, avoid acquiring any business interest or participating in any activity outside the Group, which would create, or appear to create:

3.6.2.1 an excessive demand upon their time, attention and energy which would deprive the Group of their best efforts in their work; or

3.6.2.2 a conflict of interest – that is, an obligation, interest or distraction which would interfere or appear to interfere with the independent exercise of their judgement in the Group's best interests.

3.6.3 Employees may not take up outside employment, whether permanent or part time, without the prior written approval of the Manager or Executive responsible for Human Resources.

3.7 Relationships with Customers and Suppliers

3.7.1 The Group recognises that relationships with customers and suppliers give rise to many potential situations where conflict of interest, real or perceived may arise.

3.7.2 Employees should ensure that they are independent, and are seen to be independent, from any business organization having a contractual relationship with the Group or providing goods or services to the Group, if such a relationship might influence or create the impression of

influencing their decisions in the performance of their duties on behalf of the Group. In such circumstances, employees should not invest in, nor acquire, any financial interest, directly or indirectly, in any organization, which has a contractual relationship with the Group, without having secured prior written approval from the Manager or Executive responsible for Human Resources. Employees must disclose any financial interest they may have with persons becoming customers and/or suppliers after the commencement of their employment, by written notice to the Manager or Executive responsible for the Human Resources Department. A financial interest means anything of monetary value, such as a salary or other forms of payment or remuneration for services (such as consulting fees, an equity interest (such as shares, share options, real estate, other ownership interests or any other investment of ownership interest), or intellectual property interests and rights (such as patents, trademarks, copyrights and royalties from such rights).

3.7.3 In dealing with customers and suppliers:

3.7.3.1 employees are required to take the steps set out in clause 6.8 of the Bribery Policy in the event of any bribe or attempted bribe being made by the supplier's personnel, in order that the Group may in turn inform the supplier;

3.7.3.2 the Group and employees must ensure that no bribe is paid to personnel of a supplier of the Group, as more fully described in the Anti-Bribery Policy;

3.7.3.3 the Group and employees must have regard to the interests of creditors when requesting an extension of time in which to pay or when making due payments for the Group;

3.7.3.4 employees must keep business and personal activities separate so as not to create the perception of a conflict of interest;

3.7.3.5 the Group and employees must keep the proprietary data of a supplier or potential supplier protected.

3.8 Gifts, Hospitality and Expenses

3.8.1 Conflicts of interest can arise where employees are offered gifts, hospitality or other favors, which might or could be perceived to influence their judgement in relation to business transactions such as the placing of orders and contracts.

3.8.2 Similarly, conflicts of interest or embarrassment may be caused to customers where employees offer gifts, hospitality or other favors, which might, or could be perceived to, influence their judgement in relation to business transactions, such as placing of orders and contracts.

3.8.3 Clause 4.5 of the Anti-Bribery Policy, which sets out Balwin's policy in relation to Gifts, Hospitality and Expenses, is incorporated herein.

3.8.4 All gifts greater than R500 have to be reported for the Chief Financial Officer for inclusion in the Gifts Register.

3.9 Personal Investments

- 3.9.1 The Group respects the right of all employees to make investment divisions as they see fit, as long as these decisions do not contravene the conflict of interest provisions of this Code, any applicable legislation, and/or any policies or procedures established by various operating parts of the Group, and provided these decisions are not made on the basis of material non-public information acquired by reason of an employee's connection with the Group. Employees should not permit their personal investment transactions have priority over transactions for the Group and its clients. Employees, including Non-Executive Directors, may invest in listed Companies in their personal capacity, subject to their investment being lower than one percent of the total market capitalization of the Company concerned and their having obtained prior permission from the Group's Chief Executive Officer or Chairperson, in such cases where the investment is larger than half a percent of the market capitalization. Employees, including Directors, may invest in non-listed Companies in their personal capacity subject to the provisions of clause 3.6.2 above.
- 3.9.2 When considering the application of this section, employees should ensure that no investment decision made for their own account could reasonably be expected to influence adversely their judgement or decisions in the performance of their duties on behalf of the Group. In addition, employees who are in possession of material non-public information should not use this information themselves, nor pass such information on the others for their use.
- 3.9.3 Employees involved in performing investment activities on behalf of the Group and those who by nature of their duties or positions are exposed to price-sensitive information relating to the Group are subject to additional rules governing personal investment. These rules may be imposed by law (such as the Companies Act and the Securities Services Act), regulatory bodies (such as the JSE Limited and the Securities Regulation Panel), industry associations and Group policies (including its Anti-Bribery Policy).
- 3.9.4 The rules include requirements for employees to:
- 3.9.4.1 obtain prior approval for, and to report on, their personal investment activity and the investment activity of those persons with whom they have dealings with;
 - 3.9.4.2 refrain from dealing in securities of the Group during restricted periods (closed periods), as communicated by the Group Company Secretary.
- 3.9.5 Shareholders should not have unrealistic expectations of the Group's management, to the extent that the latter are pressurized into acting injudiciously or unethically in any way, to the detriment of the Group.

4. Communication of Philosophy to Third Parties

All suppliers, financiers and customers should be made aware of all aspects of the Code of Ethics. They should be encouraged, through the example set by all Group employees, to conduct their business in a completely ethical and transparent manner, so as not to derive any unfair advantage in the Group. They should, furthermore, be encouraged to function in a manner which can contribute to the regeneration of the community while ensuring maintenance of acceptable standards of both personal and corporate governance so as to benefit all associated entities. Suppliers, financiers and customers should also be cautioned that their failure to conduct themselves accordingly could lead to their status and future dealings with the Group being subject to review and possible sanction.

5. Employment Equity

- 5.1 The Group's employment equity policy is a system of opportunity for all. Employment equity seeks to identify, develop and reward each employee who demonstrates the qualities of individual initiative, enterprise, hard work and loyalty in their job. On this basis, it emphasizes opportunity for all, rather than preference for some.
- 5.2 The Group strongly rejects notions of "window dressing" or tokenism and believes it is in the best interest of business, the individual employees and their peers to know that employment in the Group is on the basis of merit, rather than simply on an individual's race or other criterion unrelated to their capacity to do the job.
- 5.3 The Group intends to encourage and implement the inclusion and advancement of black and female persons in managerial capacities throughout every aspect of the Group's activities and to encourage the involvement of black business within all the Group's commercial associations.
- 5.4 All employees have the right to work in an environment which is free from any form of harassment or unlawful discrimination with respect to race, color, sex, sexual orientation, place of origin, citizenship, creed, political persuasion, age, marital or family status or disability. An employee should report any cases of actual or suspected discrimination or harassment as set out in the "Contravention of the Code of Ethics" section of this policy document.
- 5.5 All employees may continue to work irrespective of their illnesses or disabilities, provided that they are able to continue to perform their essential duties satisfactorily and do not present a safety or health hazard to themselves or others.

6. Environmental Responsibility

6.1 Health and Safety

- 6.1.1 The Group is committed to taking every reasonable precaution to ensure a healthy and safe working environment for all employees.
- 6.1.2 Employees who become aware of circumstances relating to the Group's operations or activities, which pose a real or potential health or safety risk, should report the matter as set out in the "Contravention of the Code of Ethics" section of this policy document.

6.2 Environmental Management

The Group is committed to developing operating policies to address the environmental impact of its business activities by integrating pollution control, waste management and rehabilitation activities into operating procedures. Employees should give appropriate and timely attention to environmental issues.

7. Political Support

The Group encourages the personal participation of its employees in the political process and respects their right to absolute privacy with regard to personal political activity. The Group will not attempt to influence any such activity, provided there is no disruption to workplace activities and it does not contribute to industrial unrest.

8. Group's funds and property

- 8.1 The Group has developed a number of internal controls to safeguard its assets and imposes strict standards to prevent fraud and dishonesty. All employees who have access to the Group's funds in any form must, at all times, follow prescribed procedures for recording, handling and protecting such funds. Operating areas may implement policies and procedures relating to the safeguarding of the Group's property, including computer software and intellectual property.
- 8.2 The Group is committed to conserving resources used in its business operations. All employees should use their best efforts to make efficient use of all the Group's resources and to reduce the use thereof and use recycled supplies and materials wherever practical.
- 8.3 The Group's funds, goods or services, however, shall not be used for an activity other than its normal business. Therefore, the Group's funds, goods or services must not be made available to candidates, unless specifically authorised.
- 8.4 Companies within the Group are not permitted to speculate in financial derivatives or foreign currencies, other than in terms of the approved Delegation of Authority Framework. They are, however, permitted to manage limited short-term foreign currency and interest exposures. Such management must be in terms of policies and within detailed parameters of risk approved by the Company and confirmed by the Boards of the respective Companies.
- 8.5 Employees must, at all times, ensure that the Group's funds and property are used only for legitimate Company business purposes. Where an employee's position requires Group funds to be spent, it is the individual's responsibility to use good judgement on the Group's behalf and to ensure that appropriate value is received by the Group for such expenditure.
- 8.6 If employees become aware of any evidence that the Group's funds or property may have been used in a fraudulent or improper manner, they should immediately and confidentially advise the Group, as set out in the "Contravention of the Code of Ethics" section of this policy document.

9. Group's Records

- 9.1 Accurate and reliable records of many kinds are necessary to meet the Group's legal and financial obligations and to manage its affairs.
- 9.2 The Group's books and records should reflect all business transactions in an accurate and timely manner. Undisclosed or unrecorded revenues, expenses, assets or liabilities are not permissible and the employees responsible for accounting and recording functions are expected to be diligent in enforcing proper practices.
- 9.3 Clause 6.5 of the Anti-Bribery Policy, which sets out Balwin's policy in relation to the Record Keeping, is incorporated hereto.

10. Employee's Conduct

- 10.1 Employees must respect the tradition and culture of all people, acknowledging differences and working together to create solutions.
- 10.2 Employees should always conduct themselves in a professional and courteous manner.
- 10.3 Employees must immediately inform the Manager or Executive responsible for Human Resources if they are convicted of any offence involving dishonesty or one which may bring the Group into disrepute.

11. Dealing with Employees

- 11.1 The Group must respect the rights of employees, such as their rights to dignity and to freedom of association and expression.
- 11.2 Employees must be treated justly, fairly and impartially. The Group should communicate with them in an open, transparent, honest and timely fashion and deal with their complaints and enquiries promptly and efficiently.
- 11.3 Recruitment, employment, promotion and disciplinary action should take place in accordance with established labour law and practice.
- 11.4 The Group will develop the skills and competencies of employees in line with its organisational needs. An environment of continuous learning must be maintained as a way of training and developing.
- 11.5 The Group will never encourage nor expect employees to achieve business results at the expense of ethical conduct or compliance with this code or the law.
- 11.6 The Group will create an environment where employees feel comfortable to raise concerns without fear of retaliation.

12. Public Interviews or Statements

- 12.1 Prompt Communications
 - 12.1.1 The Group strives to achieve transparent, complete, accurate and timely communications with shareholders and all parties with whom it conducts business, as well as government authorities and the public. In addition, prompt internal communication is encouraged.

- 12.1.2 The Group may not comment unfavorably on the products, management or operations of competitors.
- 12.1.3 A prompt, courteous and accurate response should be made to all reasonable requests for information and other client communications. Any complaints should be dealt with in accordance with internal procedures established by various operating areas of the Group and applicable laws.
- 12.1.4 Reporting on performance and prospects should similarly be accurate.

12.2 Public Interviews or Statements

- 12.2.1 In addition to everyday communications with outside persons and organisations, the group will, on occasion, be asked to express its views to the media on certain issues.
- 12.2.2 When communicating publicly on matters that involve the Group's business, employees must not presume to speak for the Group on any matter, unless they are certain that the views they express are those of the Group and it is the Group's desire that such views be publicly disseminated. No opinion, qualified or otherwise, may be expressed without careful consideration of its possible consequences. Employees approached by the media should immediately contact the Group Chief Executive Officer or the Executive responsible for Corporate Affairs or, in the absence of such persons, the Group Company Secretary.
- 12.2.3 An employee, when dealing with anyone outside the Group, including public officials, must take care not to compromise the integrity or damage the reputation of any outside individual, business, or government body, or that of the Group.
- 12.2.4 As a general rule, the Group's position on public policy or industry issues will be dealt with by Executive Directors of the Group. The text of articles for publication, public speeches and addresses about the Group and its business should be reviewed in advance with the employees' manager or the individual responsible for public relations, and approved by the Board of Directors of the Group.
- 12.2.5 Employees should separate their personal roles from the Group's position when communicating on matters not involving the Group's business. They should be especially careful to ensure that they are not identified with the Group when pursuing personal or political activities, unless this identification has been especially authorised in advance by the Group's Chief Executive Officer.

12.3 Dealings with customers and suppliers

- 12.3.1 The Group will act justly, fairly and responsibly in its dealings with customers and suppliers.
- 12.3.2 An effective service must be delivered to customers.
- 12.3.3 The Group must uphold the letter and spirit of all agreements to which it is party.

12.4 Health and Safety

The Group shall:

- 12.4.1 contribute, within its means, to the economic wellbeing, social development and upliftment of the communities in which it operates;
- 12.4.2 recognise and discharge its responsibility to uphold all laws, regulations and industry practices;
- 12.4.3 respect the rights and dignity of other persons;
- 12.4.4 pay all taxes and other duties as required by law.

13. Privacy and Confidentiality

In the regular course of business, the Group accumulates a considerable amount of information. The following principles are to be observed:

13.1 Confidentiality of Information

- 13.1.1 Each employee has a responsibility to safeguard confidential and private information belonging to the Group and/or its customers, suppliers, financiers and business partners, either in electronic form, hardcopy or verbal format, in accordance with the law and industry regulations and practices. Such responsibility continues after the termination of their employment with the Group.
- 13.1.2 This information includes, but is not limited to:
 - 13.1.2.1 information of a strategic nature such as strategic plans, expansion plans, business cases of projects of projects and initiatives, due diligence reports, marketing plans, product designs, minutes of meetings etc.;
 - 13.1.2.2 customer personal details;
 - 13.1.2.3 any other information marked or classified as “Confidential”, “Private”, “For Internal Use Only” or in any similar manner;
 - 13.1.2.4 earnings and other internal financial information or significant financial interests;
 - 13.1.2.5 other non-public information which, if disclosed, may be of use to competitors or harmful to the Group and/or customers, suppliers or business associates of the Group.
- 13.1.3 Confidential Company information should only be shared or divulged to external parties with permission of management and should only be shared with fellow employees if and when appropriate.

13.1.4 Customer information may only be supplied to third parties with specific approval of the customer, or unless required by the laws of the country after following a proper process authorised by management.

13.2 Obtaining and Safeguarding Information

13.2.1 Only such information as is necessary to the Group's business should be collected, used or retained. When personal information is needed, wherever possible, it should be obtained directly from the person concerned. Only reputable and reliable sources should be used to supplement this information.

13.2.2 Information should only be retained as long as it is needed or as required by law and such information should be physically secured and protected.

14. Contravention of the Code of Conduct

14.1 The Group regards any contravention of this Code as a serious matter. At the same time, any suspected or alleged contravention under investigation must be treated with utmost confidentiality.

14.2 If employees believe that their own actions or the actions of another employee of the Group have or may have contravened the Code of Ethics, they should either advise the respective Business area or Line Manager or alternatively use the Balwin Ethics Line as more fully described in the Anti-Bribery Policy. By following this process, confidentiality should be maintained and the matter should be investigated impartially. All information will be treated confidentially and there will be no retaliation for those who "blow the whistle" on any illegal or unethical behavior. Employees who wish to report any contravention of the Code of Ethics anonymously should make use of the Balwin Ethics Line exclusively and are assured of confidentiality and that their anonymity will be protected.

14.3 As contravention of the Code of Ethics is a serious matter, depending on the findings of any investigation taken, subsequent action will be determined. This may involve disciplinary action against employees involved, including the termination of employment or external reporting to the authorities or a regulator, whichever is applicable. Certain breaches of the Code of Ethics could also result in the institution of civil or criminal proceedings.
