



# CODE OF CONDUCT AND ETHICS

A handwritten signature in black ink, appearing to read 'H. F. Jordt', is positioned above a horizontal line.

---

H. F. Jordt  
Chief Executive Officer

# TABLE OF CONTENTS

---

	<b>Page Nr</b>
1. Document control	3
2. Copyright	3
3. Definitions and abbreviations	3
4. Purpose	4
5. Background	4
6. Legal compliance statement	4
7. Bribery and corruption	4
8. Collusion	6
9. Financial gain or opportunity	6
10. Conflict of interest and moonlighting	6
11. Fair dealings	6
12. Insider trading	7
13. Confidentiality	7
14. Information and documentation	7
15. Retention of business records	7
16. Environmental & occupational health and safety	8
17. Discrimination and harassment	8
18. Violence or threat of violence	8
19. The media	8
20. Protection and use of company assets	8
21. Violation of code	9
22. Protection of whistleblowers	9

**1. DOCUMENT CONTROL**

Version	Drafted by:	Reviewed by:	Approved by:	Date issued:
1.0	L. Jackson	N. Gomes	H. Jordt	
2.0	L. Jackson	N. Gomes	H. Jordt	21/02/2022

**2. COPYRIGHT**

- ❖ This document is the confidential proprietary information of the company.
- ❖ Copyright in and ownership of this entire document and its contents rests with the company.
- ❖ No portion of or extract from this document may be reproduced, quoted or utilised for any purpose whatsoever without the prior written consent of the company.
- ❖ Information provided in this manual is intended to be accurate and reliable.
- ❖ However, the company and its employees assume no responsibility for its use, or for any infringements of rights of third parties that might result from its use.

**3. DEFINITIONS AND ABBREVIATIONS**

Refer to the abbreviations and definitions document

#### 4. PURPOSE

The purpose of this policy is to clearly define acceptable standards of conduct and ethics in the course of employment or conducting business.

#### 5. BACKGROUND

We are committed to maintaining the highest standards of business conduct and ethics. The Ctrack Code of Conduct and Ethics herein further referred to as the Ctrack Code, reflects the business practices and principles of behavior that support this commitment and by which every employee, contractor, officer and director should abide.

We expect our business partners to maintain strict and ethical business practices and to comply with the applicable laws in all countries in which they operate, to which they travel and where we otherwise do business, including laws prohibiting bribery, corruption, or the conduct of business with specified individuals, companies, or countries.

Where any policy adopted by the group conflicts in any way with this policy, then the policy providing the greatest level of protection against bribery, corruption and conflicts of interest, shall prevail.

The code of conduct cannot describe and provide for every eventuality and it is the responsibility of every employee to apply the highest personal ethics standards where there is no clear guideline. Any breach of this Policy will be regarded as a serious matter.

#### 6. LEGAL COMPLIANCE

As a company, we are committed to obeying any applicable and relevant legislation whether local or international by nature. It is important to take note that any disregard of the law will not be tolerated and the violation of domestic or foreign laws, rules and regulations may subject an individual to further action.

Employees are expected to understand and adhere to the legal and regulatory requirements applicable to their divisions and areas of responsibility. If an employee is unsure in terms of the most appropriate and legal course of action, the individual is expected to actively seek advice from the most appropriate subject matter expert which is preferably a Ctrack employee or company-appointed external adviser.

#### 7. BRIBERY AND CORRUPTION

We uphold all laws relating to anti-bribery and corruption and the requirements in combating any form thereof. We will not offer, give or receive bribes or improper payments, or participate in any kind of corrupt or anti-competitive collusive activity, either directly or indirectly through any third party. We will enforce a zero-tolerance approach to any form of bribery and corruption related to our operations, our employees, or

the operations or actions of business partners or associates. If we become aware of any such wrongdoing we will report this without delay.

**7.1. THIRD PARTIES**

We will endeavor to avoid dealing with any third parties known or reasonably suspected to be involved in bribery and corruption.

**7.2. CHANNELING OF PAYMENTS**

We will not channel improper payments through employees, agents, intermediaries or any other third parties unless these payments are valid business transactions justified and legitimate products or services rendered.

**7.3. FAIR MARKET VALUE**

We will not enter into agreements that do not have a clear and proper commercial rationale and/or pay more than the fair market value for goods and services.

**7.4. INFLUENCING DECISIONS**

The offering or accepting of any form of gifts or other forms of gratification to influence the process of retaining existing business or to influence the awarding of contracts and tenders or to influence any other related business decisions is strictly forbidden.

**7.5. FACILITATION PAYMENTS**

Facilitation payments are payments or gifts made to public officials to speed up or “facilitate” actions the officials are already duty-bound to perform. Any type of facilitation payment, however large or small is prohibited. Even where such payments are perceived as business practice or acceptable under the local law and even if our competitors engage in such practices, no violations of this principle will be tolerated.

**7.6. KICKBACKS**

Kickbacks are typically payments made in return for a business favor or advantage. Track employees and business associates may not be a party to any activity that might lead to, or suggest, that a facilitation payment or kickback is made. Any form of offering or receiving of a ‘kickback’ is strictly forbidden.

**7.7. CONTRIBUTIONS OR DONATIONS**

We will ensure that we do not make contributions or donations to any party, organization, or individual engaged in politics, to obtain an improper advantage in business.

## **7.8. CORPORATE GIFTS**

Corporate gifts are intended to create goodwill and sound working relationships and may under no circumstances be used to gain improper advantage. Therefore employees may not accept gifts that could be deemed to affect their judgment or actions in the fulfillment of their duties. An employee may under no circumstances solicit a gift from any third party or relationship emanating directly or indirectly from the work or employment relationship.

Gifts are classified in terms of their value. If there is any uncertainty as to the exact value of a gift, the recipient must assume that the value of the gift is more than R300.00. All gifts received by an employee must be declared to the employer by no later than the working day following receipt.

- ❖ **Gifts - value less than R300.00:** Employee to declare the gift to his direct manager.
- ❖ **Gifts - value of R300.00 or more:** Employee may only officially accept or make use of the gift after completing the “declaration of gift form”, obtaining the necessary approvals and submitting the approved form to the Human Resources office for updating of the gift register.

An employee may under no circumstances solicit a gift from any third party or relationship emanating directly or indirectly from the work or employment relationship.

## **8. COLLUSION**

Collusive tendering or bid-rigging is defined as an agreement amongst competitors not to compete on bids they submit after being invited to tender. Together with price-fixing, collusion and bid-rigging practices are strictly prohibited.

## **9. FINANCIAL GAIN OR OPPORTUNITY**

An employee may not take personal advantage of opportunities that are presented to, or discovered by him or her as a result of their employment with the company or through the use of corporate property or information unless authorized by the Chief Executive Officer.

## **10. CONFLICT OF INTEREST, MOONLIGHTING**

Employees should avoid conflicts of interest that occur when their personal interests may interfere in any way with the performance of their duties or the best interests of the company. Any possible conflicts of interest or opportunities to moonlight are prohibited unless specifically authorized by the Chief Executive Officer.

## **11. FAIR DEALINGS**

We are committed to fair and honest business dealings where advantages over our competitors are to be obtained through superior performance of our products and services and not by means of unethical or illegal business practices.

To acquire proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential or proprietary information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special

## **12. INSIDER TRADING**

Employees who have access to inside information may not use or share that information for any purpose other than to conduct our business.

## **13. CONFIDENTIALITY**

In the course of employment, staff may come become aware of confidential or proprietary information which could include but is not limited to:

- ❖ Non-public company-specific information and/or
- ❖ Any information which if disclosed could be to the detriment of the company and/or
- ❖ Any information which could be to the benefit of a competitor and/or
- ❖ Information protected by relevant legislation and/or
- ❖ Any other information that could be considered confidential or proprietary

Employees with access to any such information should take care to keep this information confidential.

## **14. INFORMATION AND DOCUMENTATION**

All documents, files, and data residing on or transmitted through company facilities are considered the property of the company is subject to inspection, retention, and review by the company with or without an employee or third party's knowledge, consent, or approval.

## **15. RETENTION OF BUSINESS RECORDS**

Track employees must familiarise themselves with the company policies, procedures and relevant applicable legislation in terms of the preservation of company records. All company records must be maintained for the duration of the assigned retention periods. In the following instances records may not be destroyed and must be retained:

- ❖ Pending legal action
- ❖ Threatened legal action
- ❖ Possibility of legal action

## **16. ENVIRONMENTAL & OCCUPATIONAL HEALTH AND SAFETY**

We expect employees to comply with all relevant and applicable environmental and health and safety laws, to ensure a safe and healthy work environment. Further to this, we are committed to conducting our business in a responsible way that minimizes our impact on the environment.

## **17. DISCRIMINATION AND HARASSMENT**

Every employee has the right to be treated with dignity, equality, respect and in terms of fair labour practices. The company, in full support of these principles, is committed to the early identification and elimination of any type of discrimination or harassment which could include but is not limited to:

- ❖ Victimization;
- ❖ Intimidation;
- ❖ Bullying;
- ❖ Sexual, racial or gender harassment, discrimination, violence or abuse, physical, emotional or
- ❖ Psychological violence or abuse

If an employee is the victim of such behaviour, the individual is encouraged to report it immediately to the Human Resources Division or in terms of the *Grievance Policy*.

## **18. VIOLENCE OR THREAT OF VIOLENCE**

We will not tolerate any violence or threats of violence in or related to work or our workplace. All threats of harm should be reported without delay so that the company may investigate and respond to the situation. Employees may not carry weapons of any sort unless it was declared and approved by the Chief Executive Officer.

favors.

## **19. THE MEDIA**

It is our policy to disclose material information concerning the company to the public only through specific limited channels to ensure legal compliance, equal access of information to all interested parties, and to avoid inappropriate publicity. As a result, employees must refer these types of inquiries to the Chief Executive Officer or the Chief Operating Officer.

## **20. PROTECTION AND USE OF COMPANY ASSET**

In the course of employment, staff will be issued various company assets and items to fulfill their duties. Employees are expected to protect these assets and items and ensure their efficient and legitimate business use although incidental personal use may be permitted. Any suspected misuse of company assets and items must be reported immediately to management.



## 21. VIOLATION OF CODE

Ctrack employees must be alert to possible violations of this code by themselves or others which could include but are not limited to colleagues, associates, friends, and family. Violations of this Code will not be tolerated and any suspected violations may be subject to disciplinary, or any other appropriate action which could include civil legal action or criminal prosecution. An employee who becomes aware of any existing or potential violation of this Code or any law, rule or regulation must report the concern without delay. All grievances and whistleblower complaints will be taken seriously and the company will fully investigate each allegation. An employee involved in an investigation of a possible violation of the code must provide their full cooperation in the investigation and may not discuss or disclose any information to anyone outside of the investigation unless required by law or when seeking his or her own legal advice.

Code violations or concerns are typically concerns that an employee or employees may have about the actions of another employee, director or business partner. An employee that suspects or becomes aware of a code violation or concern is obliged to report the matter.

If and where possible an employee must report a matter to his or her immediate Manager and the Human Resources Executive.

An employee can report a code violation or concern using the company's confidential and anonymous Ethics Hotline also referred to as the Ctrack Whistleblower line in any of the following events:

- ❖ In addition to the first-line reporting protocol, or
- ❖ If the matter is not appropriately dealt with, within a reasonable period, or
- ❖ If the employee fears any form of retaliation or
- ❖ If the matter is of such a nature that it can not be reported following the first-line reporting protocol.
- ❖ Ctrack Whistleblower reporting lines:

FreeCall Hotline number: 0800 348 672

E-mail: [ctrack@tip-offs.com](mailto:ctrack@tip-offs.com)

Website: [www.tip-offs.com](http://www.tip-offs.com)

## 22. PROTECTION OF WHISTLEBLOWERS

The company will not tolerate any retaliation against any employee for raising, in good faith, a possible violation of this Code or a law, rule or regulation. Any person who participates in retaliatory conduct will be subject to disciplinary action.