



# CODE OF BUSINESS CONDUCT

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## Message from the Board

MSH trading supports the King III Code on Corporate Governance and is committed to the highest standards of ethical behaviour in its business conduct. The Board acknowledges its responsibility to ensure that good corporate governance is practiced throughout the company. It is the responsibility of all employees to support good corporate governance practices in performing their daily duties and ensure that all deliberations, decisions and actions are based on the following four ethical values of **responsibility, accountability, fairness and transparency.**

Directors and employees must assume responsibility for the assets and actions of the company under their control and be willing to take corrective actions to keep the company on a strategic path that is ethical and sustainable.

Directors and employees must be able to justify their decisions and actions to management, shareholders and other stakeholders.

Directors and employees must ensure that they give fair consideration to the legitimate interests and expectations of all stakeholders of the company.

Directors and employees must disclose information in a manner that enables management and stakeholders to make an informed analysis of the company's performance and sustainability.

It is the responsibility of all directors and employees to ensure that the company is & is seen to be a responsible and ethical corporate citizen.

## Scope

This Code of Business Conduct is applicable to **MSH Trading & Enterprise** & its operating subsidiary companies and includes foreign branches of these operating subsidiaries, Joint Venture and Associate entities.

## Purpose

The Code sets out the fundamental principles and expectations governing the behaviour of all directors and employees of MSH Trading & serves as the basis for the responsible and ethical conduct of the Company's business

## Our Vision and Mission

**To be the African leader in road and civil engineering contracting, as well as in the provision of construction materials and mining services, whilst meeting all stakeholder expectations.**

This Vision will be achieved by:

- Creating an environment that will attract, retain and develop the best employees.
- Delivery of quality products and services timeously to clients.
- Being highly mobile and well equipped.
- Managing relationships with clients and other stakeholders with professionalism and integrity.
- Meeting social, health, safety and environmental responsibilities.

## Our core values

MSH Trading supports the following core values:

- ✓ Quality
- ✓ Integrity
- ✓ Professionalism

## Fundamental principles

The fundamental principles set out below must be adhered to by all employees of MSH trading in order for them to meet the required standards of Integrity and Professionalism expected in the performance of their duties.

It is the company's policy to comply fully with all relevant laws, regulatory requirements and applicable codes in the countries in which we operate and to conduct business affairs according to the highest legal and ethical standards. Employees are expected to behave with respect, honesty and decency towards all stakeholders.

## Corporate governance

Corporate governance is an integral part of the company's business philosophy. The directors and officers of the company must accept full responsibility for the application of the principles necessary to ensure that effective corporate governance is practiced consistently throughout the company. MSH Trading supports the King III code and its best practice recommendations.

## Conflicts of interest

Actual and perceived conflicts of interests must be avoided and all directors and employees must promptly declare the nature and extent of all contracts, business or financial interests, directorships, affiliations and/or relationships that could possibly give rise to a conflict of interest, actual or perceived, in accordance with the prescribed policies and procedures of the company.

## Gifts and entertainment

The Company's Gift and Entertainment Policy allows for the acceptance of gifts of a nominal value, gifts greater than R2,000 are subject to disclosure and approval by the Board. Employees may under no circumstances accept cash gifts or other gifts of value that could be regarded as bribes. Any gift which may compromise or appear to compromise or influence sound business judgement must be refused.

MSH Trading doesn't condone the making of any payment or payment kind to influence any act or decision relating to the company's business. No employee may make, offer, promise or authorise an unlawful or improper payment of any kind, whilst knowing that such payment is intended as a bribe, payoff or rebate in an attempt to coerce any individual into awarding business opportunities to the Company.

## Confidentiality and insider trading

All information regarding the company's business, including financial results and business plans must be considered confidential information. Confidential information which would reasonably be expected to affect the price of a security or would influence someone's decision to buy, sell or hold a security is known as "inside information". Directors and employees who have access to inside information about the Company may not use or share that information for the purposes of trading in MSH trading shares or for any other purpose, except the conduct of the Company's business. Directors & employees of MSH trading who have access to inside information may not trade in MSH Trading shares during closed periods as defined in terms of the JSE Listing Requirements.

## Competition Act compliance

MSH Trading supports the promotion of healthy competition in all industries in which it operates and compliance to the Competition Act and other relevant anti-trust laws must be strictly adhered to. It is the responsibility of every director, officer and employee involved in the groups procurement, pricing and tendering activities to make sure that they understand and comply with the Competition Act, the Company competition compliance program & consult with MSH Trading legal department where there is any uncertainty regarding this legislation.

## Business disclosures and financial reporting

All financial disclosures must be accurate, timely and fairly presented. It is the responsibility of every company head and financial executive within the MSH to ensure that these underlying accounting principles are adhered to and it is the responsibility of all employees to ensure that accurate and complete business and financial records are maintained. No employee shall make false or misleading statements to either the internal or external auditors of the Company in connection with the preparation, audit or examination of any financial statement or otherwise. No financial records shall be falsified or manipulated in any way to achieve set business goals or targets.

## External communication

### Financial

- All financial communications with public stakeholders and shareholders are based on the principles of accuracy, clarity and transparency.

### Marketing

- MSH Trading's reputation is built on the integrity of our business practices and the quality of services we provide. Marketing must be accurate and truthful.

### Media relations

- In order to ensure that the media receive accurate information and to address the risk of disclosing confidential information, all communication with the media must be referred to a member of the company's executive committee

## Company assets

Employees may not use company assets for personal benefit or the benefit of anyone other than the company.

MSH trading's employees are expected to

- exercise integrity, prudence and good judgement in incurring and approving business expenses;
- obtain authorisation for all transactions and expenses occurred;
- not conceal any transactions from either management and/or the auditors;
- not enter into any transaction for the purposes of unlawfully evading any tax, duty or other levy imposed by the government in any jurisdictions the company conducts its business in;
- use the Company's assets prudently with due care and diligence;
- take appropriate steps to protect the company's assets against theft, loss, damage and wastage.

## **Intellectual property**

It is MSH Trading's policy to respect the intellectual property rights of others and it is the responsibility of all employees to ensure that there is no unauthorised use, copying and distribution of software or other infringements on intellectual property rights. Likewise, any intellectual property, trade secrets or proprietary information belonging to MSH Trading must be protected and treated as confidential information. Any infringements on MSH Trading's intellectual property rights must be reported to the legal department.

## **Safety, Health and Environmental**

MSH TRADING is committed to a safe and healthy working environment and strict compliance with the South African Occupational Health and Safety Act must be adhered to. It is the responsibility of every employee in MSH TRADING to look after their own health and safety and that of those working around them. It is the responsibility of management to ensure that mechanisms are in place to create awareness and a safe working environment for all. The company supports environmentally friendly business conduct and employees must ensure that risks are not taken, which may endanger the environment making it either unsafe or unhealthy or may unreasonably compromise environmental sustainability.

## **Diversity, equal opportunity and harassment**

It is the company's policy to treat each employee fairly and with respect. Under no circumstances should any employee, sub-contractor, or applicant be treated less favourably due to age, gender, race, religion, marital status, disability or any other status protected under law. Harassment in the workplace will not be tolerated.

## **Protection of personal information, employee confidentiality and privacy**

It is MSH Trading's policy to respect and protect the privacy, confidentiality and security of personal employee information. Personal data should only be accessed by those authorised to do so and only for purposes of the company's business. Personal data must never be provided to unauthorised persons and must be kept secure at all times.

## **Stakeholder relationships and company reputation**

It is the responsibility of all employees to protect and strengthen the reputation of the company and conduct business with the company's reputation and stakeholder perceptions in mind. Employees and management must take account of the legitimate interests and expectations of its stakeholders in their decision making and strive to achieve an appropriate balance between the various stakeholder groupings in the best interests of the Company.

## Failure to comply

It is the responsibility of every employee to ensure full compliance with the provisions of this Code and to seek guidance where necessary. To “do the right thing” and to ensure the highest standards of integrity is each employee’s personal responsibility that cannot be delegated. Any failure to comply with this Code may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceedings or criminal sanctions.

## Reporting procedures

In circumstances where an employee wishes to report violations, the employee should contact the MSH’s Tip-Offs Anonymous hotline which is administered by an independent service provider who will guarantee the confidentiality of the caller’s identity.

The relevant contact details are:

<b>South Africa:</b>	0124720005
<b>Email:</b>	the tip-off@bonsai-capital.com
<b>Website:</b>	<a href="http://www.tip-offs.co.za">www.tip-offs.co.za</a>

MSH Trading will investigate each reported violation and will take the appropriate action .