



4SIGHT HOLDINGS LIMITED

Social and Ethics Committee

Code of Ethics

Approved by:	Board of directors of 4Sight Holdings Limited (“ the Board ”)
Recommended by:	Social and Ethics Committee
Date of approval:	7 April 2020
Effective date:	7 April 2020
Owner(s):	Chief Executive Officer; Chairman of SEC; Social and Ethics Committee (“ SEC ”)
Applicable to:	<ol style="list-style-type: none"> 1. Every subsidiary company individually of 4Sight Holdings Limited (“4Sight” or “the Company”) (either collectively as every company in the entire 4Sight group structure or at an individual company level) 2. All directors, employees, contractors and any other representatives of 4Sight
Version:	01

1. PREAMBLE

- 1.1. 4Sight values its reputation and is committed to maintaining the highest level of ethical standards in the conduct of its business affairs through effective, ethical leadership. The actions and conduct of all Company Representatives remain key to maintaining these standards.
- 1.2. It is in this regard that a Social and Ethics Committee was established by the Board to consider and monitor the moral and ethical conscience of 4Sight.
- 1.3. 4Sight recognises that its business operates with an implicit social licence to do so, and that an ethical culture is a prerequisite for sustainable economic returns. The Board as a collective, and the directors individually, accept responsibility for embedding an ethical culture within 4Sight by leading by example and through the implementation of appropriate policies and practices. To this end, 4Sight has developed a Code of Ethics, as set out in this document (“this Code”).
- 1.4. **All Company Representatives are urged to familiarise themselves with how this Code relates to their role in 4Sight. If any individual is personally faced with, or observe, situations that could run contrary to 4Sight’s ethics – its core values and ethical principles – he/she has an obligation to resolve or report these incidents, using the approaches described in this Code.**



2. PURPOSE OF THIS CODE

2.1. The purpose of this Code is as follows:

- 2.1.1. Providing clear parameters and acceptable principles in accordance with which Company Representatives are required to act;
- 2.1.2. Facilitating greater empowerment for faster, values-based decision making at all levels of the business; and
- 2.1.3. Providing reporting mechanisms for known or suspected ethical or legal violations.

2.2. The principles set out in this Code aim to anticipate and prevent, or otherwise improve, any negative consequences of 4Sight's business activities on the economy, society, the environment or on any of its other stakeholders.

2.3. This Code supersedes and replaces any and all previous policy documents directly relating to Ethics or alternative policy that may conflict with this Code

3. 4SIGHT'S SHARED VALUES

3.1. 4Sight endeavours to consistently, substantially and mindfully apply all the applicable principles set out in King IV Report on Corporate Governance (applicable to all companies listed on the South African Stock Exchange and certain other companies operating in the Republic of South Africa) in an effort to harness the benefits of corporate governance in the interest of the Company.

3.2. 4Sight's shared values, which also exemplify the Company's ethical leadership, are the foundation of its culture and serve as beacons to guide the actions and behaviour of Company Representatives. 4Sight's values, or common guidelines, are:

- 3.2.1. Integrity
- 3.2.2. Competence
- 3.2.3. Responsibility
- 3.2.4. Accountability
- 3.2.5. Fairness
- 3.2.6. Transparency

4. COMMITMENT STATEMENT

4.1. 4Sight takes pride in being a values-driven organisation and strives to continue upholding the highest levels of business ethics and personal integrity in all its business transactions and interactions with stakeholders. To this end, 4Sight is committed to:

- 4.1.1. Following a principle-based and outcomes-based, rather than rules-based, approach to embed an ethical culture within the Company, and periodically assessing the effectiveness thereof;
- 4.1.2. Promoting greater accountability and transparency;



- 4.1.3. Application of the Company's values in all conduct on a daily basis so as to ensure these form good habits and are observable and measurable;
- 4.1.4. Considering the ethical business culture of suppliers, clients and customers to ensure an ethical supply chain;
- 4.1.5. Placing material weight on the compatibility of the Company's promotion and hiring processes with its values;
- 4.1.6. Being responsive to community concerns; and taking steps to minimise any negative impact of the Company's activities on local communities, other outside parties and the environment;
- 4.1.7. Establishing a clear link between performance and remuneration of executives; and
- 4.1.8. Applying appropriate penalties for non-adherence to this Code.

5. COMPLIANCE WITH THIS CODE

- 5.1. This Code applies uniformly and without exception to all Company Representatives. Compliance with this Code is ultimately the responsibility of every Company Representative acting on the Company's behalf, and is a condition of their employment or contract, as the case may be.
- 5.2. Each Company Representative must understand how this Code applies to his/her areas of responsibility, adhere to this Code in all his/her business dealings and conduct himself/herself in a way that positively reflects and advances the commitments set out in this Code. Those in leadership positions have an added responsibility and accountability for applying the Company's ethical standards in their areas of responsibility.

6. BREACHES OF THIS CODE

- 6.1. Violations of this Code will lead to disciplinary action in accordance with the Company's disciplinary procedures, and in line with its commitment to conduct its business with integrity, characterised by zero tolerance to unethical conduct.
- 6.2. Disciplinary action may involve sanctions up to and including summary dismissal.

7. CORPORATE CITIZENSHIP AND COMPLIANCE WITH THE LAW

- 7.1. The Company is committed to being a good corporate citizen, taking into account the economic, social and environmental impact of its activities and aiming to maximise the benefits and minimise any negative impact of its operations.
- 7.2. The Company is committed to protecting the interests of its stakeholders. As such, the Company will endeavour to comply fully with all relevant legislation, other legal requirements and prevailing codes of best practice, and will act in accordance with relevant guidelines and regulations governing its operations. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. In particular
 - 7.2.1. Social and economic development, including the Company subscribing to:



- 7.2.1.1. the 10 principles set out in the United Nations Global Compact Principles; and
- 7.2.1.2. the Organisation for Economic Co-operation and Development recommendations regarding corruption;
- 7.2.2. Good corporate citizenship, including the Company's:
 - 7.2.2.1. compliance with the provisions of the Promotion of Equality and Prevention of Unfair Discrimination Act No. 4 of 2000 of the Republic of South Africa ("PEPUDA" or "the Equality Act, Act No. 4 of 2000");
 - 7.2.2.2. contribution to development of the communities in which its activities are predominantly conducted or within which its products or services are predominantly marketed; and
 - 7.2.2.3. recording of sponsorship, donations and charitable giving;
- 7.3. The environment, health and public safety, including the impact of the Company's activities and of its products or services. In this regard, 4Sight subscribes to and is compliant with the Occupational Health and Safety Act No. 85 of 1993 of the Republic of South Africa;
- 7.4. Consumer relationships, including the Company's advertising, public relations and compliance with consumer protection laws. In this regard, 4Sight subscribes to and is compliant with the Consumer Protection Act No. 68 of 2008 of the Republic of South Africa; and
- 7.5. Labour and employment, including:
 - 7.5.1. the Company's adherence to the International Labour Organization Protocol on decent work and working conditions;
 - 7.5.2. the Company's employment relationships and its contribution toward the educational development of its employees; and
 - 7.5.3. the Company's compliance with not only the relevant acts and regulations of the Republic of Mauritius, but also its compliance, *inter alia*, with the following acts of the Republic of South Africa:
 - 7.5.3.1. Administration of Estates Act, No. 66 of 1965
 - 7.5.3.2. Basic Conditions of Employment Act, No. 75 of 1997
 - 7.5.3.3. Broad Based Black Economic Empowerment Act, No. 53 of 2003
 - 7.5.3.4. Companies Act, No. 71 of 2008
 - 7.5.3.5. Compensation for Occupational Injuries and Diseases Act, No. 130 of 1993
 - 7.5.3.6. Competition Act, No. 89 of 1998



- 7.5.3.7. Constitution of South Africa Act, No. 108 of 1996
- 7.5.3.8. Copyright Act, No. 98 of 1987
- 7.5.3.9. Collective Investment Schemes Control Act, No. 45 of 2002
- 7.5.3.10. National Policy Act, No. 27 of 1996
- 7.5.3.11. Provincial Gazette Extraordinary No. 248
- 7.5.3.12. Electronic Communications and Transactions Act, No. 2 of 2000
- 7.5.3.13. Employment Equity Act, No. 55 of 1998
- 7.5.3.14. Environment Conservation Act, No. 73 of 1989
- 7.5.3.15. Firearms Control Act, No. 60 of 2000
- 7.5.3.16. Financial Advisory and Intermediary Services Act, No. 37 of 2002
- 7.5.3.17. Financial Intelligence Centre Act, No. 38 of 2001
- 7.5.3.18. Formalities in Respect of Leases of Land Act, No. 18 of 1969
- 7.5.3.19. Financial Markets Act 19 of 2012
- 7.5.3.20. Income Tax Act, No. 58 of 1962
- 7.5.3.21. Insolvency Act 24 of 1936
- 7.5.3.22. Labour Relations Act, No. 66 of 1995
- 7.5.3.23. Long Term Insurance Act, No. 52 of 1998
- 7.5.3.24. National Credit Act, No. 34 of 2005
- 7.5.3.25. Occupational Health and Safety Act, No. 85 of 1993
- 7.5.3.26. Promotion of Access to Information Act, No. 2 of 2000
- 7.5.3.27. Promotion of Equality and Prevention of Unfair Discrimination Act, No. 4 of 2000
- 7.5.3.28. Protected Disclosures Act, No. 26 of 2000
- 7.5.3.29. Patents Act, No. 57 of 1987
- 7.5.3.30. Regulation of Interception of Communications and Provisions of Communication Related Information Act, No. 70 of 2002
- 7.5.3.31. Sales and Service Matters Act, No. 25 of 1964
- 7.5.3.32. Skills Development Act, No. 97 of 1997
- 7.5.3.33. Skills Development Levy Act, No. 9 of 1999
- 7.5.3.34. Short Term Insurance Act, No. 53 of 1998
- 7.5.3.35. South African Reserve Bank Act, No. 90 of 1989
- 7.5.3.36. Tobacco Products Control Act, No. 12 of 1999
- 7.5.3.37. Trade Marks Act, No. 194 of 1993
- 7.5.3.38. Transfer Duty Act, No. 40 of 1949
- 7.5.3.39. Unemployment Contributions Act, No. 4 of 2002
- 7.5.3.40. Unemployment Insurance Act, No. 63 of 2001
- 7.5.3.41. Value Added Tax Act, No. 89 of 1991

7.6. It is the responsibility of all Company Representatives to ensure, where appropriate, that they are, within reason, sufficiently aware of all laws and regulations that may affect the area of the business in which they are engaged, and to seek advice from supervisors, managers, directors or other appropriate personnel as and when required.

8. ETHICAL PRINCIPLES AND BEHAVIOURAL STANDARDS

A. Business practice



8.1. Bribery and corruption

- 8.1.1. The Company is resolutely opposed to bribery and corruption in all forms.
- 8.1.2. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with clients or other third parties. Gifts or entertainment may only be offered to a third party if they are consistent with relevant laws and regulations, would, from a reasonable person's perspective, be considered modest in value by the receiver and cannot be interpreted as inducements to trade.
- 8.1.3. No financial or other inducements are to be given to third party organisations or to individuals from such organisations in any circumstances, including government agencies and representatives. An inducement is something that is offered or given that is outside the bounds of a written service agreement or what would be considered legally acceptable or good practise and with the intention to cloud good judgement. For the sake of clarity, a commission reduction or a renegotiated commission is not an inducement.
- 8.1.4. Company Representatives are prohibited from accepting gifts, favours or entertainment from third party organisations or individuals where these might reasonably be considered likely to influence business transactions and/or decisions to an extent to which good judgement and acting in the best interest of the Company and any client would be considered highly doubtful from any reasonable person's perspective.
- 8.1.5. The receipt of money from a third party is not acceptable under any circumstances. Gifts, other than those that would, from a reasonable person's perspective, be considered trivial and to be of low value by the receiving party, must be returned unless approved by management, who in turn should seek approval from the Chairman of the Board or the Company Secretary in order to ensure that a consistent approach is followed throughout the Company.

8.2. Suppliers

- 8.2.1. Internal suppliers
 - 8.2.1.1. Any business transactions between Company subsidiaries for the supply of goods or services are to be based on normal "arm's length" business principles.
 - 8.2.1.2. These principles should cover pricing and other contractual terms and must be as defensible as those to which independent parties might be expected to agree.
- 8.2.2. External suppliers
 - 8.2.2.1. All suppliers are to receive fair treatment and suppliers must be paid on time in accordance with agreed terms of trade.



- 8.2.2.2. The Company is to set high standards for its suppliers in the context of its own ethical policy.

8.3. **Competition**

- 8.3.1. The Company must always compete in a fair and ethical way. Anticompetitive behaviour is prohibited.
- 8.3.2. Competitors and their product and services should not be disparaged.
- 8.3.3. When in contact with competitors, discussing information confidential to the Company and/or its clients must be avoided and no attempt should be made to improperly acquire competitors' trade secrets or any other confidential information.
- 8.3.4. Pricing strategies must not be discussed with competitors and no arrangements or practices that would conflict with the laws or regulations applicable to the Company should be agreed to.
- 8.3.5. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited. No Company Representative should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

8.4. **Accurate reporting**

- 8.4.1. All records, as well as reports produced from those records, must be kept and presented in accordance with the laws of South Africa, and must accurately reflect the Company's operations and activities in reasonable detail.
- 8.4.2. All business transactions must be reflected accurately and fairly in the Company's statutory and management accounts, in accordance with established practices, official policies and procedures, and are subject to internal and/or external audit.
- 8.4.3. The integrity of the Company's reports and accounting records is based on validity, accuracy, completeness and timeliness. Misrepresentations (whether by omission or commission) that result from intentional or negligent acts are clear contraventions of this Code.

8.5. **Confidential information**

- 8.5.1. Employees must not make use of confidential information obtained through their employment for personal gain, nor disclose such information to any third party during or after their employment.



- 8.5.2. “Confidential information” is either information that has been specifically described as being confidential or is otherwise obviously confidential from the surrounding circumstances and/or relevant legal or regulatory requirements. The employee’s duty of confidentiality perpetuates even after the employee’s employment with Company has been terminated, regardless of the reason for the termination. The term “confidential information” does not include information in the public domain or information which the individual concerned is required by law to disclose.
- 8.5.3. Company Representatives who have access to confidential information are not permitted to use nor share that information for securities trading purposes (insider trading) or for any other purpose except the conduct of the Company’s business. All non-public information related to the Company should be considered confidential information. It is always illegal to trade in the Company’s securities (or in any listed company’s securities) while in possession of price sensitive non-public information, and it is also illegal to communicate or “tip” such information to others.

8.6. Conflicts of interest

- 8.6.1. A conflict of interest is a situation in which a person has a private or personal interest sufficient to appear to a reasonable person to influence the objective exercise of his/her official duties. Conflicts of interest will also include when a Company Representative or members of his/her family, receive improper personal benefits as a result of his/her position at the Company.
- 8.6.2. Every Company Representative has a duty to avoid business, financial or other direct or indirect interests or relationships that conflict with the interests of the Company, or that divide his/her loyalty to the Company.
- 8.6.3. No Company Representative may use corporate property, information or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Such parties owe a duty to the Company to advance its legitimate interests whenever possible.
- 8.6.4. Any activity which even appears to present such a conflict must be avoided or terminated unless, after disclosure to management, it is determined that the activity is not unethical or improper, does not compromise integrity and is not detrimental to the reputation and standing of the Company.

8.7. Protection and proper use of Company assets

- 8.7.1. All Company Representatives must endeavour to protect the Company’s assets and ensure their efficient use.
- 8.7.2. Any suspected incident of fraud or theft must be immediately reported for investigation.



- 8.7.3. The Company's assets and equipment must not be used for purposes not related to the business of the Company, though immaterial incidental personal use kept to a minimum is permitted.
- 8.7.4. The obligation of Company Representatives to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorised use or distribution of this information would violate this Code and could also be illegal and result in civil or criminal penalties.

8.8. Use of information and communication technology

- 8.8.1. Information and communication technology resources such as computers, mobile devices and services such as the internet, intranet systems, e-mail and telephones must be applied for legitimate business activities by authorised individuals.
- 8.8.2. Usage of the devices supplied by the Company for business reasons may be monitored by the Company, subject to laws and regulations.
- 8.8.3. Employees are expected to use electronic information and communication technology in a responsible, legal and professional manner. Reasonable private use is tolerated as long as employees do not violate the Company's policies and standards of acceptable behaviour.
- 8.8.4. All employees must keep access codes (for example, passwords etc.) and access cards secure, and not share them with others.

8.9. Local communities

- 8.9.1. The Company recognises that its decisions and activities may impact on its surrounding communities, and is therefore committed to being responsive to community concerns, and will take steps to minimise negative impacts on communities.
- 8.9.2. The Company assesses and reports on the contribution of its operations to society and the communities in which it operates.
- 8.9.3. The Company realises that's its activities may impact upon outside parties and the environment, and strives to minimise such impacts, and to deal with such impacts sensitively and responsibly.



B. Commitments to employees

8.10. Legal requirements

- 8.10.1. Managers, when dealing with employees, are required to act in compliance with all legal requirements and obligations to employees. Relevant labour laws and regulations must be respected and complied with at all levels.

8.11. Harassment

- 8.11.1. Harassment can be defined as unwanted behaviour, which a person finds intimidating, upsetting, embarrassing, humiliating or offensive.
- 8.11.2. Conduct involving the harassment (racial, sexual or of any other kind) of any employee is unacceptable. Should an employee believe that he/she has been harassed, the matter should be raised with a trusted person in management within the Company, who must arrange for the matter to be investigated without delay, impartially and confidentially.

8.12. Equal opportunity

- 8.12.1. Employees' opportunities for advancement will be equal and not influenced by considerations other than their performance, ability and aptitude.

8.13. Health and safety

- 8.13.1. The Company places the highest priority on promoting the health and safety of employees whilst at work. As such, management is responsible for ensuring that the effectiveness of the Company's methods of operation are regularly reviewed to best protect employees.

8.14. Racism

- 8.14.1. Racism must and cannot be tolerated within the Company.
- 8.14.2. Racism, in terms of this Code, refers to:
 - 8.14.2.1. pure racism: the belief the one is superior for no reason other than ones race;
 - 8.14.2.2. racial discrimination: when someone is not given the opportunity or treatment because of perceived racial differences;
 - 8.14.2.3. xenophobia: the discrimination of foreigners or people from other ethnic groups; and



- 8.14.2.4. any other form of discrimination as a result of one's racial grouping.
- 8.14.2.5. All grievances must be reported to a trusted person in management within the Company

9. STAFF COMPLAINTS AND WHISTLEBLOWING

9.1. Staff complaints

- 9.1.1. The Company advocates free and open communication and strives to create an environment in which employees feel comfortable to discuss ethical concern.
- 9.1.2. Company Representatives can expect that the Company will give due consideration to their constructive suggestions and will provide a considered and objective review of genuine concerns and complaints. Such concerns include fraud, misrepresentation, theft, harassment, discrimination and non-compliance with regulations, legislation, policies and procedures.
- 9.1.3. Concerns must be investigated impartially, discreetly and respectfully by relevant management and/or directors so that the individual's rights are protected.

9.2. Whistleblowing

- 9.2.1. Unethical conduct and transgression of this Code should be reported timeously and dealt with through the appropriate mechanisms.
- 9.2.2. Company Representatives who have concerns about potential unethical behaviour are obliged to advise the appropriate director, committee or member of senior management of the Company with whom they are comfortable to address such a concern.
- 9.2.3. Employees may also do this anonymously if they so wish by sending a printed written report in terms of the following strict escalation order:
 - 9.2.3.1. Operational Manger
 - 9.2.3.2. Chief Executive Officer / Managing Director
 - 9.2.3.3. Chairman of the Boardas may be appropriate given the circumstances of the issue at hand.
- 9.2.4. To ensure that confidentiality is maintained and in the best interests of the Company so as not to potentially cause reputational or other damage, Company Representatives should not discuss such concerns with colleagues



or other third parties, unless specifically authorised or unless it is a legal requirement.

- 9.2.5. Any individual that believes that he/she may have violated this Code or other legal and regulatory requirements or ethical standards is also obligated to speak up and self-report.

9.3. Protected Disclosures

- 9.3.1. The Company strictly prohibits any form of retaliation, intimidation, harassment or victimisation against an employee who in good faith makes a report or raises a concern that he/she reasonably believes to be a violation of this Code. Retaliation against employees is prohibited even if their reports or concerns are proven unfounded by an investigation.
- 9.3.2. This anti-retaliation policy or disciplinary policy is intended to encourage all employees to cooperate in the investigation of any matter by providing honest, truthful and complete information without fear of retaliation. No employee will be discharged, demoted, suspended, threatened, harassed, intimidated, coerced or retaliated against in any manner as a result of him/her making a report in good faith of a possible violation of this Code or assisting in the handling or investigation of allegations made in good faith.
- 9.3.3. Anyone who retaliates against someone who raised a compliance, ethics or risk issue or concern in good faith will face disciplinary action, up to and including termination. If any individual suspects or knows of retaliation in connection with reporting, such individual must report the matter to the appropriate director, committee or member of senior management of the Company with whom they are comfortable to report the matter to or alternatively report anonymously via the methods set out in paragraph 9.2.3 above.
- 9.3.4. Anyone who instructs someone who raised a compliance, ethics or risk issue or concern in good faith not to make an appropriate and required report will face disciplinary action, up to and including termination. If any individual has received such an instruction, such individual must report the matter to the appropriate director, committee or member of senior management of the Company with whom they are comfortable to report the matter to or alternatively report anonymously via the methods set out in paragraph 9.2.3 above.

10. COMPLIANCE MONITORING

- 10.1.1. The Board, through the Social and Ethics Committee, will, by using information reported via the whistleblowing facility, external audit and ongoing management reporting, oversee that compliance with this Code is continuously monitored and assessed for whether it is successful in establishing ethical norms.



- 10.1.2. The Board will oversee that there is consequence management for nonadherence to or contraventions of this Code.
- 10.1.3. The disclosure of the Company's effective ethics management and the outcomes thereof will be disclosure in its annual report.

11. REVIEW

This Code will be reviewed from time to time as deemed appropriate by the Company's Social and Ethics Committee and/or the Board.

An electronic version of this Code can be found on the Company's website.

Recommended by The Social & Ethics Committee on 7th day of April 2020

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SOCIAL AND ETHICS COMMITTEE
CHAIRMAN: MARIECHEN MORTIMER

Approved by the Board of Directors on 06 day of April 2020

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4SIGHT HOLDINGS LIMITED
CHAIRMAN: KAMIL PATEL