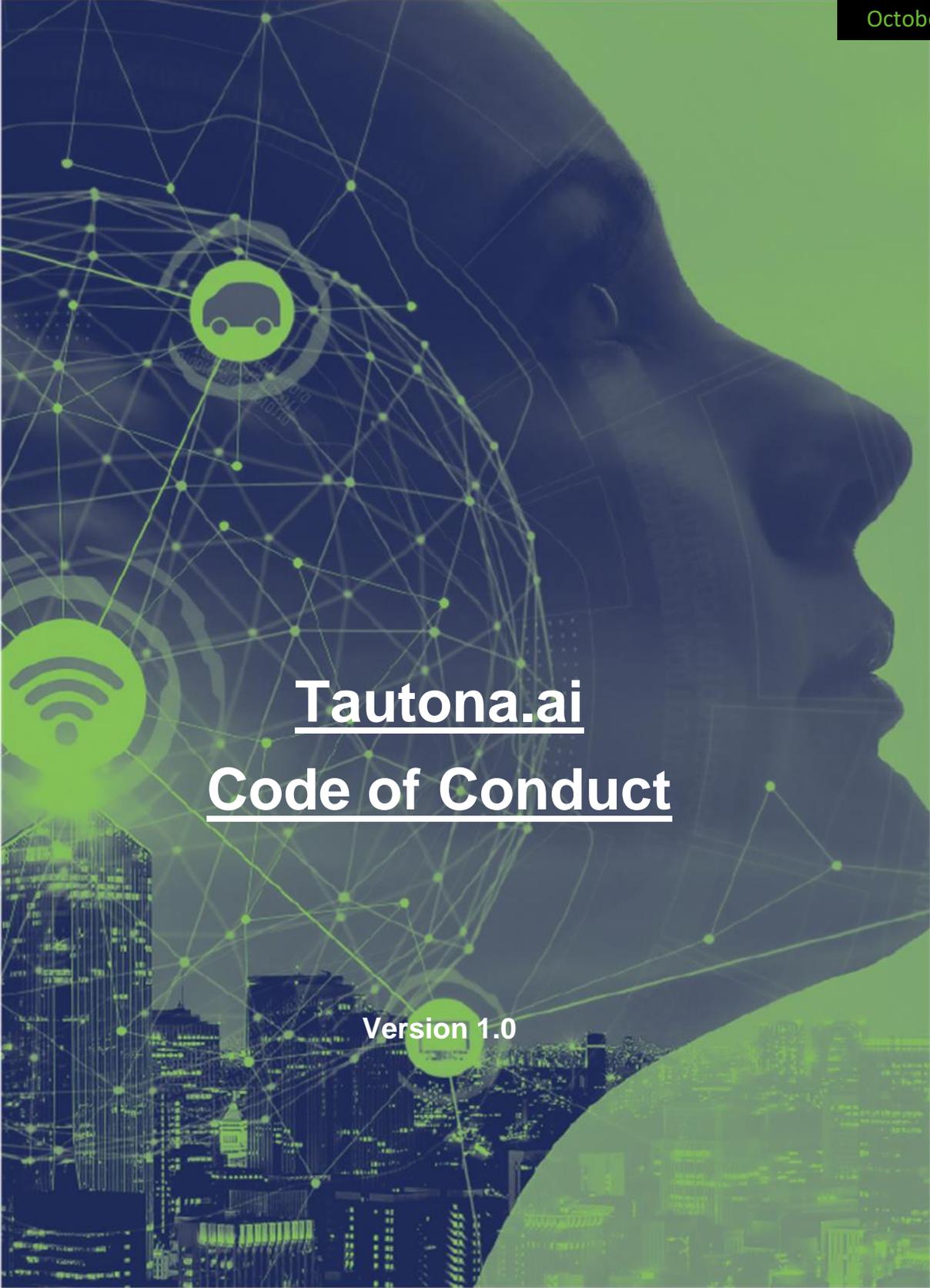


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Tautona.ai
Code of Conduct

Version 1.0

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1. Introduction

1.1 Purpose of the Code

This Code of Conduct (the “**Code**”) has been adopted by Tautona.ai (Pty) Ltd (the “**Company**”) to govern all aspects of Tautona’s business.

The purpose of the Code is to:

- Promote ethical behaviour; and
- Prevent unethical behaviour.

As such, the Code is intended to direct Tautona, its board of directors, its officers, its employees (whether permanent, contract or temporary) and all contractors, agents and other service providers to the highest standards of ethical conduct. None of the above persons is exempt from this Code and it applies to all persons at all levels and grades within Tautona.

1.2 The Spirit of the Code

The spirit of the Code is to “do the right thing, even when no-one is watching”. The Code is aimed at ensuring consistency in the way in which Tautona’s values are interpreted and lived.

The Code is not a set of rules. It should be viewed as essential, principle based, practical guidelines that will help employees understand the behaviours that are required to live the company values.

Importantly a Code should be applied by reading and interpreting it as a whole. A code of conduct cannot cover all possible ethical challenges, or provide answers to all ethical challenges. Therefore, the spirit and not merely the letter of the Code should be reflected in our actions.

1.3 Why a Code of Conduct

Ethical behaviour ensures sustained stakeholder trust. Stakeholder trust brings about investor confidence, customer loyalty and the retention of talented employees. Unethical behaviour, on the other hand, may cause the loss of stakeholder trust, and may therefore have severe financial implications.

A company that ascribes to ethical behaviour acquires a good reputation over time that will attract ethical stakeholders and business partners. Following this Code, and therefore our values and principles, one can avoid situations that may damage one’s reputation or that of Tautona.

The Code provides guidance on behaviours that reflect the values of the company. Our values represent our basic convictions about what we believe to be good, right and just. We aspire to them, and consider them to be congruent with being a responsible corporate citizen.

We are:

- Accountable for delivering on our commitments;
- Honest in all our business interactions and dealings;
- Open in our communication with stakeholders.

1.4 Who the Code applies to

The Code is intended to direct Tautona, its board of directors, its officers, its employees (whether permanent, fixed-term, contract or temporary) and all contractors, agents and other service providers to the highest standards of ethical conduct

The Code thus applies to:

- all directors, officers and employees of Tautona whether permanent, fixed-term, contract or temporary (hereafter collectively referred to as “**Employees**”);
- all suppliers, contractors, consultants, agents and other service providers to Tautona (hereafter collectively referred to as “**Associates**”).

Each of these persons is required to act consistently with the Code when doing business with, or on behalf of, Tautona, as the case may be. Associates will be made aware of the Code as it applies to their dealings with Tautona and its employees and will be encouraged to adopt and uphold similar principles and standards.

1.5 Company obligations in respect of the Code

- a. The Company must disclose the adoption of its Code, or any amendments to the Code, to all its employees;
- b. The Company must disclose promptly and publicly any waivers of the Code to the Tautona board of directors (“**Board**”);
- c. The Code must be posted on Tautona’s website and any other platforms the Board considers appropriate;
- d. The Company undertakes that it will make a copy of the Code available to any person who requests it; and
- e. The Code must be incorporated by reference in Employee and Associate contracts.

2. Ethical management structures

Part 5.1 of the King Report on Corporate Governance for South Africa, 2016 (King IV) states that:

- the board should lead ethically and effectively;
- the board should govern the ethics of the organisation in a way that supports the establishment of an ethical culture; and

- the board should ensure that the organisation is, and is seen to be, a responsible citizen.

The CEO is responsible for setting the ethical tone of the Company and creating an ethical company culture. However, the management team also has a specific responsibility to support the CEO in upholding a high standard of business conduct. In that regard the management team must take all reasonable steps to ensure that the people for whom they are responsible are aware of and uphold the behaviours outlined in the Code. These include:

- consistently demonstrating ethical behaviour;
- undertaking activities to foster a culture in which employees understand their responsibilities, feel comfortable raising concerns without fear of victimisation and are encouraged to work according to the values in the Code;
- making certain that mandatory company policies, standards and procedures are accessible, understood and adhered to;
- responding promptly and assertively to employees' legitimate concerns and questions about business conduct issues and seeking further assistance if required;
- establishing internal processes that address risk areas in relation to ethical business conduct and ensuring that breaches are appropriately investigated and managed;
- ensuring all business conduct breaches are reported promptly through appropriate channels; and
- taking or recommending appropriate actions, sanctions and remedies to address any breaches in ethical behaviour.

3. Behavioural guidelines

In this section the ethical standards and behaviour expected of each employee by the Company is explained. employees need to understand the contents of this Code and the obligations contained herein. employees should also be aware of the relevant legislation and policies that underpin the contents of this Code.

3.1 People

3.1.1 Equal Opportunity

Tautona is committed to developing and maintaining a diverse workforce and to providing a work environment in which every employee is treated fairly, respectfully and with dignity. Employees should have the opportunity to realise their potential and to contribute to Tautona's business success.

Employees are expected to be aware of Tautona's commitment to equality in employment and upholding human rights and to abide by and support these commitments in their work environments.

Employment, development opportunities and promotion at Tautona are offered and provided on merit. All employees and applicants for employment are treated and evaluated according to their job - related skills, qualifications, abilities and aptitudes. Making any evaluation on the basis of attributes unrelated to job performance (for example, race, colour, gender, religion, lawful personal associations, national origin, age, disability, political beliefs, marital status, sexual orientation, and family responsibilities) constitutes unlawful discrimination, is contrary to this Code and is prohibited.

3.1.2 Harassment or bullying

Tautona does not tolerate any form of harassment or bullying in any of our workplaces. People are the foundation of our success and all our employees are to be treated fairly, respectfully and with dignity.

Employees must never engage in actions or behaviours that entail harassment. Harassment is an action, conduct or behaviour that a reasonable person would find unwelcome, humiliating, intimidating or offensive. Such behaviour includes, but is not limited to, oppressive or unreasonable demands, rude, violent, scathing or sarcastic speech and the manipulation of employees into doing things that violate their dignity or the dignity of other persons.

Bullying is repeated harassment directed towards an individual or group of individuals that creates a risk to the physical or mental health or safety of the targeted person(s).

Workplace harassment or bullying should not be confused with feedback, advice or counselling on work performance or work-related behaviour of an individual or group, which might include critical comments. A critical distinction is the motive and the manner of delivery. Feedback or counselling is intended to assist employees to improve work performance or change poor work behaviour and should be constructive, work-related and communicated in a professional manner. Feedback which does not reflect these distinctives may constitute harassment.

All our people are responsible for ensuring that they consider the implications of their behaviour at all times and take necessary corrective steps. Tautona employees:

- do not physically or verbally intimidate or humiliate others, including through the use of social media to embarrass, humiliate or offend;
- never make inappropriate jokes or comments (if they are unsure of whether something might be inappropriate, they should assume that it is);
- never distribute or display offensive or derogatory material, including pictures, magazines and computer monitor displays;
- never access or distribute offensive or derogatory material, including by means of the intranet or any other company electronic or other communications system or privately on the internet, Facebook, Twitter or any other form of social media; and
- are not afraid to speak up and tell people when their actions upset them, explain why and ask them to stop.

All employees have the right to be treated with respect, dignity and equality. They are encouraged to confront the perpetrator directly and/or report their behaviour to their manager.

Harassment and bullying can result in disciplinary action and may lead to the dismissal of the perpetrator.

3.1.3 Human Rights

We conduct our activities in a manner that respects human rights as set out in the laws and constitutions of the countries in which we operate. Tautona's approach to respecting human rights consists of several core elements, including adherence to corporate policies, compliance with applicable laws and regulations, regular dialogue and engagement with our stakeholders and contributing, directly or indirectly, to the general wellbeing of the communities within which we operate.

We seek business partners and suppliers that observe standards similar to ours. Every employee should understand the human rights issues in their workplace and follow Tautona's commitments, standards and policies.

3.2 Corrupt Practices

3.2.1 Bribery and Corruption

Bribery and corruption expose Tautona, all employees and any other person involved to severe civil and criminal consequences, as well as disciplinary action which could result in the termination of employment. It also has highly prejudicial outcomes for society in general. Consequently, Tautona is determined to prevent, and where necessary, eradicate this behaviour in all its forms.

A bribe is offering, giving, agreeing to give, accepting, receiving or accepting to receive anything of value in order to improperly influence a decision or obtain an improper advantage. The thing of value need not be money, and can come in many forms. For example, it could be an expensive gift, an overseas holiday, the repayment of a debt owed or giving a job to the relative of a person. The improper benefit derived usually involves winning work or lucrative contracts, or in the case of bribes to government officials, obtaining licenses or permits that a person or company is not entitled to.

Corruption is the abuse of a position of power, and it usually involves an official using their position to benefit themselves. Bribery and corruption can be done directly or indirectly, and very often middlemen are used to facilitate the crime. Facilitation payments are a specific form of bribery and corruption whereby a low-level payment is made to an official to induce them to do their job more quickly

Tautona has a zero-tolerance approach towards any form of bribery or corruption. For the avoidance of doubt, Tautona will not pay bribes or engage in any form of corruption, and all Employees and associates of Tautona are strictly prohibited from doing so. If an employee engages in any form of bribery or corruption, they will be subject to disciplinary action which may lead to dismissal, subject to due processes. If an associate engages in any form of bribery

or corruption, Tautona will review the legal relationship with the associate and seek to exercise legal action against the associate (which may include terminating the contract, instituting civil action to recover any losses incurred and instituting criminal action, depending on the circumstances).

3.2.2 Receiving gifts, sponsorships and donations

Gifts must never:

- influence an employee's or the Company's business decisions; or
- place an employee or the Company under any obligation; or
- cause others to perceive or suspect an influence or obligation.

Examples of what may constitute a "gift" include, but are not limited to, physical articles (e.g., household appliances, bottles or cases of liquor, airline tickets etc.), and tickets to sporting and entertainment events, sponsored holidays, and sponsored sport and hunting or fishing trips.

The company maintains a value cap on the receipt by employees of gifts and entertainment ("**Maximum Gift Value**"), which gift value may not be exceeded. The Maximum Gift Value is periodically reviewed and is currently set at R1000.00 (one thousand Rand).

Breach of this policy, including the delivery of gifts to employees' residential addresses or to third parties or otherwise in order to circumvent this policy, can result in immediate suspension that may lead to dismissal, subject to due processes.

Specific examples are dealt with below:

3.2.2.1 Gifts

- Employees may accept gifts in the form of promotional material (i.e., calendars, ashtrays, folders, pens, etc.) with the name or logo of the giver on the item.
- Employees may accept occasional gifts having a value *not* exceeding the Maximum Gift Value.
- Employees may not accept gifts that exceed the Maximum Gift Value, nor may they accept gifts of a recurring nature of any value (except for promotional material as stated above).
- Employees may, under no circumstances, accept cash, cheques, promissory notes or gift vouchers of any value.

3.2.2.2 General sponsorships

- No donations or sponsorship of any value may be solicited or accepted from associates of Tautona unless:
 - there is no ethically compromising intent or consequence; and
 - such solicitation or acceptance has been duly authorised by the CEO.

3.2.2.3 Meals/Drinks and Entertainment

- Employees may accept invitations to meals/drinks and/or entertainment that are reasonably necessary or useful to expedite or promote Tautona's business matters, and which do not exceed in value the Maximum Gift Value.
- Employees must obtain prior approval before accepting invitations to meals/drinks and/or entertainment having a value more than the Maximum Gift Value.
- Employees must decline invitations to meals/drinks and/or entertainment that are intended to influence, or which may be perceived as potentially influencing, the employee's unbiased decision-making, or which may, or may be perceived to, be ethically compromising.

3.2.3 Travel

Employees' travel and accommodation must be paid for by Tautona if there is a business purpose for the travel. Employees must adhere to the travel policy in terms of internal car hire, accommodation as well as national and international flights.

3.2.4 Interaction with governments

Tautona may receive a request from a government official for travel assistance and hospitality directly or indirectly for the benefit of a government official. Such requests raise a potential bribery and corruption issue because the giving of an improper benefit to a government official is prohibited under both South African law and Tautona's Anti-Bribery and Corruption Policy. The provision of an improper benefit includes a circumstance where the benefit is provided to induce or speed up the exercise of a government official's normal duties or functions. Facilitation payments are strictly prohibited.

Travel assistance and hospitality is only permitted under this guideline if it meets four key requirements:

- Has a proper business purpose in terms of which the travel or hospitality is provided in connection with Tautona's business activities, or a matter that is relevant to Tautona or its activities. Any travel must not be for the personal or leisure purposes of the Official or for purposes unrelated to the activities of Tautona.
- Is not intended to, or capable of being perceived as an attempt to, improperly influence an official.
- Complies with applicable laws and regulations, including any relevant Governmental codes.
- If provided in-kind (i.e. Tautona must arrange the relevant travel assistance or hospitality at its cost) and not in the form of cash payments or other reimbursement (e.g. voucher) provided to the official.

A detailed electronic register of all payments made to government officials must be maintained (e.g., the payment of travel, accommodation and food costs of government officials during inspections, and/or payment of "per diem" amounts for incidentals) must be kept.

At a minimum, the payment register should record:

- the date of each visit;
- the purpose of each visit;

- the identity of the officials who attended;
- the arrangements that were made for payment of the travel, accommodation and food costs of such officials during the inspections, and/or payment of "per diem" amounts for incidentals; and
- the outcome of each visit, including any favourable or unfavourable amendments to regulatory obligations, permits etc.

The payment register should also contain copies of all correspondence with the relevant government department or officials regarding the visit (including copies of any requisitions, receipts or acknowledgement concerning per diem payments).

3.3 Conflicts of interest

Tautona respects the privacy of its employees. However, on the job or in the employees' personal time, nothing should conflict with the employees' responsibility to Tautona or compromise, or appear to compromise, the quality of their work performance, commitment to work and the ability to make impartial business decisions.

All Tautona employees are expected to serve the interests of the company faithfully and consistently, and to maintain professional relationships with clients, suppliers, contractors and the community. This implies that all potential or perceived conflicts of interests should be avoided.

A conflict of interest arises when an employee participates in an activity or acquires another interest or loyalty that jeopardises, or could jeopardise, their judgment, objectivity or independence and that could jeopardise the employee's reputation or that of Tautona. Employees must avoid any conflict of interests. Decisions made in their capacity as employees or representatives of Tautona must not be influenced by personal and private considerations.

Conflicts of interest can arise in many ways, but common examples involve:

- having a second job that will impact negatively on their ability to fulfil their professional responsibilities towards Tautona, i.e., impairing on their time, doing business with Tautona as a representative of their own company, etc.;
- receiving gifts or preferential treatment from any third party (e.g., consultants, suppliers or clients) valued at more than the maximum gift value in 3.2.2;
- doing business on behalf of Tautona with any current or potential supplier, advisor, competitor or business associate of Tautona in which they, their spouse or life partner (as recognised by society, various religions or the law), close relative (e.g., parent, step-parent, child, step-child, sibling, step-sibling, nephew, niece, aunt, uncle, grandparent, grandchild, and spouse/partner of any of these) and spouse or life partners of close relatives, has an interest of any nature whatsoever;
- accepting personal favours or any form of preferential treatment from any current or potential supplier, advisor, competitor or business associate of Tautona;
- entering into any agreement, arrangement or understanding with any third party to the detriment of Tautona;

- contracting with any third party, who is a current or potential supplier, advisor, competitor, or business associate of Tautona in one's private capacity or other than as a representative of Tautona, with unethical intent;
- Engaging in activities in their private capacity or other than as a representative of Tautona which may impact adversely on an employees' ability to fulfil his/her obligations to Tautona whether as an employee, officer or director, with integrity and in the best interests of Tautona;
- Taking up temporary or casual employment with another employer whilst on annual leave or on any other leave of absence.
- When an employee or one of their family members, receive improper personal benefits because of their position in Tautona.

Employees can be active in their own time in community, government, educational and other non-profit organisations, if they comply with relevant laws, regulations and Tautona policies. Employees can acquire interests in other businesses and perform external professional activities in their own time if no actual or potential conflict of interest would or could result, no Tautona time and other resources are used, and on the basis that Tautona business will receive priority.

3.4 Money Laundering and terrorist financing

Tautona could be exploited by criminals to launder money or fund criminal activities. Money laundering typically involves intentional steps to attempt to conceal the origins of the proceeds of a crime. Tautona strictly prohibits any form of money laundering involving its business. Employees and associates are prohibited from engaging in any conduct that may result in Tautona being a part of money laundering in any way, and employees and associates must report any suspicions of money laundering involving Tautona.

Terrorist financing is the provision of any form of financial or other support to any person or group that is declared to be a terrorist by an appropriate body such as the United Nations. Tautona strictly prohibits terrorist financing using any of its resources. Employees and associates are prohibited from engaging in any conduct that may result in Tautona being a part of terrorist financing in any way, and employees and associates must report any suspicions of terrorist financing involving Tautona.

3.5 Political Activity and Payments

Employees and associates of Tautona have the right of freedom of association, and in their personal lives may choose to support political parties or candidates. However, employees and associates may not contribute Tautona funds or resources to political campaigns, political parties, political candidates or anyone associated with them. Employees and associates must ensure their personal political activities are not represented to be those of Tautona.

3.6 Safeguarding Information and Assets

Intellectual, physical and financial company assets are valuable and must be preserved and protected.

3.6.1 Protection of Assets

Tautona's assets may include property (including intellectual property), time, proprietary information, corporate opportunities and funds, as well as equipment used by individuals, such as laptop computers. Data, information or electronic communications created or stored on Tautona's computers or other electronic media, including personal information, are Tautona's records and are, therefore, Tautona's property. Appropriate precautions should be taken to prevent waste, loss, theft, damage, misuse or infringement of assets. This includes not allowing Tautona resources to be destroyed, disposed of, sold, loaned or donated without appropriate approvals. Tautona assets need to be used appropriately and responsibly.

All Tautona's assets have been acquired for business purposes and should only be used for the business purposes for which they are intended. Employees therefore accept that possession of the company's assets entrusted to them require the assets to be preserved, protected and only used for the intended purpose. This also applies to the use of Tautona's assets by employees for private work. Any theft, or unauthorised possession, of the company's assets constitutes illegal and criminal conduct, and no protection will be offered by Tautona to employees against criminal proceedings in such cases.

Employees spending working hours on private business are in breach of their employment contracts and expose themselves to the company disciplinary code.

All computer software loaded onto the company's computers should be properly licensed. There are no exceptions to this rule. Tautona may report illegal use to the proper authorities. Refer to Tautona's IT policy which is incorporated into this Code by reference for additional guidance and information.

Intellectual Property (IP) assets and rights, including patents, trademarks, know-how and trade secrets relating to Tautona's operations or technologies are among Tautona's most valuable assets. IP is a key strategic tool for achieving business objectives and must be managed with proper care. This includes all information that is not available to the public, e.g., budgets and performances against budget. Confidential information should ever be disclosed to third parties, even when individuals are no longer employed by the company.

3.6.2 Confidential Information

Employees are required to treat all information to which they are or become privy by virtue of their position in Tautona including, without limitation, information pertaining to Tautona which is not in the public domain, in the strictest confidence. This obligation of confidentiality continues to legally bind employees, even beyond their tenure at Tautona. Employees do not disclose or use such information for any purpose whatsoever other than the business purpose for which it was initially disclosed in the fulfilment of their duties to and position at Tautona. Employees refrain from speaking, lecturing, or presenting on the affairs of, or on matters or subjects relating to Tautona, without the written consent of a member of the management team.

3.6.3 Personal Information and Privacy

Tautona respects the basic right of individuals – including employees, associates, customers and suppliers – to privacy. Data privacy and protection laws safeguard information about individuals.

Personal information means information or data relating to an individual who can be identified by that information or data alone, or in combination with other information or data which is in Tautona's possession. This information includes, but is not limited to, name and contact details, employment and financial information, age and nationality. Information on race or ethnic origin, religion or philosophical beliefs, health or sexual orientation, criminal behaviour or trade union membership is sensitive personal data and subject to strict controls.

Tautona only collects personal information in a lawful and fair manner, and in a way that is not unreasonably intrusive. It will not use or disclose such information for any purpose other than the purpose for which it is collected. To the extent permitted by law, Tautona reserves the right to monitor or audit employees' use of its information systems, and access electronic communications or information stored on Tautona's systems for maintenance, business needs or to meet a legal or policy requirement.

Individuals' right to privacy needs to be respected. Applicable laws and Tautona's Privacy Policy need to be followed when gathering or using their data. Personal information about individuals needs to be protected from misuse. Correct procedures when collecting, using and sharing this data needs to be followed. Employees do not gather, handle, store, use or share (personal data) unless that information is really needed and they are legally required to share it.

3.6.4 Records Management

Tautona's records must be prepared accurately and honestly, both by our accountants who prepare records of transactions and by any of us who contribute to the creation of records, for example, by submitting expense reports, job logs, measurements and time sheets. All of our records must be supported by sufficient documentation to provide a complete, accurate, valid and auditable record of the transaction.

A record contains information that is evidence of a business activity or required for legal, tax, regulatory and accounting purposes or is important to Tautona business or corporate memory. It is the content that determines a record, and not its format. Records include contracts, audit reports, financial information, product specifications, corporate policies, guidelines and procedures, and minutes of meetings.

Fair and accurate records are essential for managing Tautona's business and maintaining the accuracy and integrity of the company's financial reporting and disclosure. Our commitment to honesty is fundamental to the truthfulness of financial reports the company makes to the public.

Senior financial officers and others responsible for the accuracy of financial reporting have an additional responsibility to ensure that adequate internal controls exist to achieve truthful, accurate, complete, consistent, timely and understandable financial and management reports.

The applicable reporting standards as set by the Board of Directors must be followed at all times.

Both company policy and various laws, such as the Sarbanes Oxley Act of 2002 (SOX), require the completeness and accuracy of our records. Any attempt to conceal or misstate information in company records is a serious offence and may result in disciplinary action and criminal prosecution. Each of us is responsible for reporting any suspected violations of the company's accounting policies and procedures. An employee should report any suspected violation of these policies directly to the CEO or a relevant Board member.

Employees need to understand which information constitutes a record. A record must be properly managed and disposed of when no longer of value. Failure to manage records effectively can lead to significant business risks that may have negative financial, competitive, reputation, compliance and regulatory consequences and can breach legal, accounting, tax and regulatory requirements. Individuals must manage their records in accordance with the record retention periods as prescribed in the relevant laws and regulations.

3.7 Communications

3.7.1 Business Communications

Good communication is not only a precondition for a successful business operation, but also illustrates respect for others, e.g., by listening properly, giving the other person the opportunity to express his or her views. Successful communication is two-directional, not only from senior management to general staff, but also from the latter to the former.

Tautona employees, in their business communications, do not:

- mislead
- write speculative opinions
- exaggerate
- comment disparagingly on other Tautona employees or management decisions
- engage in 'casual conversation' on sensitive or confidential matters, or
- joke about serious matters.

3.7.2 Company letterheads

Only authorised employees are allowed to utilize company letterheads. This includes Heads of Departments, members of the management team, and Chairperson of the company.

Employees that are not included above must receive permission from a relevant management team member before using the company letterhead.

3.7.3 Public Disclosures

Misleading the public can be a regulatory offence. Inaccurate and delayed information disclosure can damage Tautona's reputation.

4. Contravention of the code

In most instances it is clear what constitutes ethical business conduct. Tautona has a policy of zero tolerance of unethical conduct irrespective of whether the consequences for Tautona resulting from the unethical conduct are big or small.

Specifically, in the Code and in official Tautona policies, standards and procedures are regarded as matters in respect of which there is ethical clarity. “Zero tolerance” in this context means that managers may not simply ignore clear deviations from Tautona’s Code of Conduct in their areas of responsibility and should take such formal developmental, corrective or disciplinary action as may be appropriate in view of the seriousness of the deviation. Failure to take such action is in itself unethical. Depending on the severity of the transgression, employees may face disciplinary or legal action, including possible dismissal.

Where violation or contravention of the provisions of this Code is concerned, disciplinary action (the outcome of which may include dismissal) will be taken, irrespective of the extent of the contravention. If applicable, legal proceedings may also be instituted against parties concerned and cases may be handed to the relevant Police or Law Enforcement Agencies for investigation and criminal prosecution. In the event of conviction by a court, the information regarding the matter concerned will be recorded in the employee’s company personnel records and may be conveyed to future potential employers who may request references for the employees concerned.

Associates will, if implicated in any contravention, be prohibited from doing any business with Tautona. Associates shall refrain from giving gifts or providing other benefits of whatever nature to Tautona employees. Agreements with associates should incorporate the relevant provisions of this Code and require compliance by reference.

If employees believe that their own actions have, or may have, contravened the Code, or if employees suspect that a contravention of this Code has been committed by another employee, associate or contractor of Tautona, they should immediately follow the process set out in the sections marked “Where to find help” and “Reporting unethical behaviour” below. They need not confront the individual concerned.

5. Where to find help

It has been stated before that the Code is not intended to provide answers to every conceivable question that an employee might have. Also, the laws that govern our activities are often complex, but ignorance does not relieve us of our obligation to comply.

The practical guidelines provided in this document will not always be sufficiently detailed or appropriate for a specific situation. When confronted with an ethical issue or uncertainty, the employee could ask themselves the following questions:

- 1. Is it legal?**
- 2. Is it aligned to Tautona’s values?**
- 3. Is it fair to all stakeholders?**

4. Am I prepared to read about my decision in tomorrow's newspaper?

For an action to be classified as 'ethical', one should be able to answer 'yes' to ALL four questions (three out of four would not be good enough).

If an employee still has doubts about what the right thing is to do, they should always ask for help. Equally so if they are uncertain as to how to apply the Code in a specific situation.

The following easy steps can be followed to ensure that an employee does the right thing:

- Ask their manager for advice. The manager needs to respond to them in writing. The manager is expected to keep a register of all questions relating to ethics. These questions are submitted to the Management Ethics Committee on a quarterly basis.
- If they are not comfortable to discuss their question with their manager, or should they not be satisfied with the explanation/advice received, they could approach the CEO or the Chairperson of the board of directors.

An employee can also contact any member of the board of directors if they are unhappy with any aspect of this Code, or if they believe that the activities of directors or other employees are in contravention of the Code.

6. Reporting unethical behaviour

Every employee has an obligation to disclose any criminal and unethical conduct in the workplace. Note that employees are required to report all possible bribery and corruption.

In terms of the Protected Disclosures Act, 26 of 2000 no employee may be victimised or penalised by his or her employer as a direct result of having made a disclosure referred to above. By following this process, confidentiality will be maintained and the matter will be investigated without any fear, favour or discrimination.

If an employee has observed or has information about unethical behaviour that occurred in the company, they are requested to report same in terms of Tautona's whistle blowing policy.

If they have done something that may be unethical, they are obliged to report it to their line manager immediately.

Tautona prohibits any form of punishment; disciplinary or retaliatory action being taken against anyone for raising or helping to address a genuine unethical business conduct concern. Retaliation in whatever form may be grounds for discipline the results of which may including dismissal of the perpetrator.

All issues raised must be genuine and done in good faith. Malicious or mischievous allegations undermine our values and pose a serious impediment to the application and compliance with the Code. The company will take firm action against people who cause time and resources to be wasted in investigating such false reports.

Nothing in this Code shall prevent or hinder a party from reporting alleged misconduct to any regulator under any legislation or "whistle-blower" protection law or rule and does not prohibit

or seek to impede a party from communicating directly with any regulator about a possible violation of any law.

7. Applicable legislation and company policies

All employees are expected to comply with the letter and the spirit of all applicable laws and regulations of the countries in which we operate.

This Code cannot describe every law, regulation or Tautona policy or procedure that may apply to an employee; however, we make specific reference to the requirements of King IV, the Companies Act of 2008 (as amended), the Sarbanes-Oxley Act of 2002, the United States Foreign Corrupt Practices Act of 1977, and where applicable, the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Employees must make sure they know the rules that apply to them and comply with them.

The Code is supported by a range of policies, standards and procedures that are mandatory across all departments. An employee may obtain copies of all policies, standards and procedures relevant to their work and if they are not sure of how to act or react in a particular situation, contact their line manager for help.

8. Applying the code internationally

It may happen that in some countries, Tautona is required to comply with legal obligations that are designed to redress historical issues of inequality and employment imbalances. If such international legal obligations conflict with Tautona's policy, managers are required to provide clear instructions to employees as to how the Tautona policy will be applied. Tautona will seek to meet both its policy and legal obligations, but where this is not possible, the law of that particular country will take precedence.

Where differences exist as a result of local customs, norms, laws or regulations, the Code or local requirements must be applied – whichever of these sets the higher standard of behaviour.

Employees must familiarise themselves with and obey 1.) international human rights stipulations and 2.) the laws of the countries in which we operate.

9. Interpretation of the code

The interpretation of the code is delegated to the Management Team. No amendments to this document may be made without the approval of the CEO.

10. Creating awareness

Training and awareness sessions are provided and coordinated where required.