

” ETHICS IS THE VITAL PART OF INTEGRITY”

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**PURPOSE**

This policy is published as a positive confirmation of Cosmo Central Group’s ethical standards and in order to enhance its relationship with all stakeholders.

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### SCOPE

The policy aims to set appropriate standards and promote a culture of honesty relating to ethical matters. The policy applies to all Cosmo Central Group's employees.

### POLICY

Confidence and trust is the basis of the relationship between a company and its employees. Accordingly, Cosmo Central Group expects all employees to conduct themselves honestly and in good faith at all times in relation to any matter in which the Group may have an interest. In turn, the Group represented by its managers, is committed to dealing honestly and openly with employees.

Employees, including managers at all levels, are expected to act in the best interest of the Divisions and be loyal to the Group at all times. This includes conducting themselves in a manner which will not taint or compromise the Group or its reputation in any manner. Should an employee have any doubts about the effect of any future conduct, he or she should consult the relevant line manager before taking further action.

In the event that an employee conducts himself in such a manner that material or irreparable harm is done to the Group's relationship of trust with the employee, then the proper Division will be entitled to terminate the employee's employment.

The Group **encourages employees to report any improper, dishonest or suspicious conduct** by other employees or persons, if the conduct is prejudicial or potentially prejudicial, appears to be dishonest or not in the Group's interests. Providing of such information will be **treated confidentially**.

Breaches of this policy constitute a breach of the employment agreement and will be dealt with in terms of the Group's disciplinary code and procedures. Employees shall be subjected to **Polygraph Examinations**.

Where the Group suspects that an employee has committed a **criminal offence**, the Group will not hesitate to lodge a complaint with the police or other relevant authorities.

### COSMO CENTRAL GROUP PURPOSE

The Group's purpose is uplifting people.

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### CONFLICTS OF INTEREST

In accordance with their duty to further the Group's aims and goals and to act in its best interests, employees must refrain from placing themselves in a position that may produce a conflict between their interests and those of the Group.

Examples of conflicts could include where an employee has financial interest, or is closely related to someone with a financial interest, in one of the Group's suppliers, customers, sub-contractors or competitors (or potential suppliers, customers or sub-contractors). Further examples include where the employee occupies a position with a competing company, or where the employee has to make a decision whether to employ a relative or family connection. The effect of a conflict of interests is that it may make it difficult for the employee to act in the Group's best interests when faced with a decision affecting both the employees and the Group's interests.

Employees in supervisory positions and above are required to declare to the Group and keep current, in a "**Declaration of Interests**", the names of all other businesses, companies, close corporations, partnerships or work with which they are associated, or in which they have a financial interest.

Whenever an employee unavoidably finds himself in a position of conflict or potential conflict of interest with the Group, for any reason whatsoever, this must immediately be disclosed to the employee's Divisional Director or any senior manager of the Group.

Such interests are subject to approval by top management and will not be allowed if it is detrimental to the interests of the Group.

### BRIBERY AND CORRUPTION

All forms of bribery and corruption are prohibited. The Group will not tolerate any act of bribery or corruption. Any breach of this policy or local law could result in disciplinary action being taken and ultimately could result in dismissal. A bribe does not actually have to take place - just promising to give a bribe or agreeing to receive one is prohibited.

Bribery is prohibited when dealing with any person whether they are in the public or private sector and the provisions of this policy are of general application.

**Specific prohibition.** Whilst working for Cosmo Central Group you will never:

- Offer, pay or give anything of value to a public official in order to improperly obtain business or anything of benefit to the Group.
- Attempt to induce a public official or private person to do something illegal or unethical.
- Do anything to induce, assist or permit someone else to violate these rules.

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- Pay any supplier if you are of the opinion that part of the payment will be channelled to a third party.
- Fail to report a suggestion of a bribe.
- Pay a facilitation fee to expedite the execution of a task.
- Accept or offer gifts hospitality and expenses.

### BUSINESS OPPORTUNITIES

No employee may divert any business opportunity in which the Group may have an interest away from the Group for the employee's direct or indirect benefit, or compete with the Divisions in the Group for the purchase or sale of any property in any way.

### GIFTS

No employee, or members of his or her immediate family, shall accept any gift or favour from third parties.

No gifts or favours may be accepted on any occasion from any supplier, customer, sub-contractor or competitor of the companies or from any other person or corporation having a business relationship with the Divisions in the Group, unless with the prior written consent of the specific Division. For the purpose of this policy a "gift "or "favour" means anything of value, including discounts, entertainment, travel and loans, except upon normal terms from a qualified lending institution.

### OUTSIDE BUSINESS ACTIVITY

**No employee may hold a position anywhere else without the permission from the MD.** Employees are required to obtain written consent from the Directors before accepting any alternative after-hour employment. Questions of directorship, paid or otherwise, should be discussed with and approved by the Managing Director beforehand.

No employee in a supervisory position shall, without the specific company's consent, at any time have any appreciable interest in any business enterprise which is some supplier/contractors or has business relationship with the said companies. For the purpose of this policy, an "**appreciable interest**" shall mean his or her being engaged in the management of such business enterprise or having any financial interest in such business.

### SUB – CONTRACTING

Employees may not use their positions for private advantage such as to engage in sub-contracting in their personal capacities with customers or potential customers and contractors of the Group.

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**COSMO CENTRAL GROUP RESOURCES**

Unless with prior written consent of the Divisions in the Group, no employee may use Group funds, facilities, property or their ordinary hours of work to further their own business or personal endeavours.

**RESTRICTIVE TRADE PRACTICES**

Unless with the Group’s written consent, employees may not associate the Group with and may not on the Group’s behalf enter into any agreement, arrangement, understanding, scheme, business practice, trading method or the like, express or implied, formal or informal, especially not if it has the effect of:

- restricting competition
- creating a monopoly situation; or
- harming the relations between business and consumers or prejudicing or deceiving consumers.

The conduct referred to above includes, but is not limited to:

- Arrangements with any competitor, with regard to prices, terms or conditions of sale, production volumes, product lines, distribution, territories, customers, tenders or resale prices;
- exchanges or discussions with a competitor on prices, terms or conditions of sale, design, drawings, product information, or any other competitive information;
- agreements between actual or potential competitors to limit competition through co-ordinated or false bidding practices;
- agreements with customers or any other parties to boycott a competitor or any other business;
- agreements with a customer to resell company products at a particular price or to sell the customer a desired product provided that the customer also purchases another product not specifically desired by the customer.

**FINANCIAL GUIDELINES**

The Cosmo Central Group’s books, records and accounts shall be maintained in accordance with all applicable accounting rules and regulations. All transactions affecting assets, liabilities, shareholder’s equity, revenues and expenses must be recorded timeously in detailed journals and be traceable through the general ledger and resulting financial statements.

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Under no circumstances may any **off-the-book funds** or other unrecorded assets be maintained. No false, misleading or artificial entries may be made in any financial books, records or accounts. No payment on behalf of the Group may be approved or made with the intention or understanding that any part of such payment is to be used for any purposes other than that described by the documents supporting the payment.

An employee must promptly advise his/her Division of any inaccuracy or deficiency in the accounting records of which he or she becomes aware.

No funds or assets of the Group shall be donated to or used by a political campaign of any nature, directly or indirectly, whether such a campaign is local, provincial, national, foreign or international. This prohibition is not intended in any way to discourage employees from making personnel contribution to candidates, committees or parties of their choice, but such contributions shall under no circumstances be reimbursable by the Group.

An employee who is provisionally or finally sequestrated or commits an act of insolvency is obliged to disclose this fact to his/her Division at the earliest possible opportunity.

Every employee must duly and faithfully account for all monies, cheques and all other documents and property of the Group which come into his or her possession in the course of employment.

It is incumbent on employees to obtain receipts from the Divisions when handing in cash or other property. A failure to obtain such receipt could lead to the inference that the cash or property was never handed to the specific Division. Managers and other designated employees who receive cash or property on behalf of the Divisions must issue a written document confirming receipt and must place a copy of such documents on record.

## COMMERCIAL POLICY GUIDELINES

The Group's **core function** is to provide accommodation by way of;

- procurement and development of land opportunities;
- installation of infrastructure;
- marketing and selling;
- finance and legal processes;
- construction
- performing their required function safely for their intended use;
- performing their required function reliably and with minimum adverse effects on the environment;
- meeting or exceed applicable national, provincial and local regulations and industry standards;
- reducing the risk of injury to persons, property and the environment;
- accurately and properly advertising and promoting.

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These core functions are underpinned by way of the following **Principles**;

- ownership
- teamwork
- openness and Honesty
- integrity

Employees must at all times strive to adhere to the above-mentioned policy guidelines and the principals in the execution of their duties.

Employees may not conclude any contracts or make any undertakings on behalf of Cosmo Central Group unless they are authorized to do so in terms of the general or specific responsibilities allocated to them.

Employees must award orders, contract and commitments to suppliers strictly on the basis of merit. Merit, as stated in this policy, means on the basis of quality, price, performance and other normal business factors relating to the product or service to be supplied.

Employees must promote and sell the Group’s products based on design, quality, service, dependability and competitive prices and shall refrain from making misleading or exaggerated claims about the products.

Employees may not employ or participate in dishonest methods or schemes for the purpose of obtaining personal or business advantage or reward, including methods involving fraud, deceit or overreaching, or methods which depart from fundamental standards of honesty and fair play.

Employees may not in any way offer, give, solicit or receive any bribes, kickbacks or other illegal or improper payments, transfers or receipts. No employee shall offer, give, solicit or receive any money or anything else of value, directly or indirectly, for the purpose of obtaining, retaining or directing business or bestowing or receiving any kind of favoured treatment or special concessions, including commissions and finder’s fees, to or from employees of other companies, sub-contractors, suppliers or organizations (except for authorized commission to company sales agents in accordance with the terms of a written agency agreement.)

**CONFIDENTIALITY AND INSIDE INFORMATION**

Employees are compelled, both during their period of employment and subsequent thereto, to keep confidential and not to make use of or disclose any of the Group’s trade secrets or confidential information, including, but not limited to technical know – how and data, systems, methods, software, processes, client lists, business affairs, suppliers’ lists, marketing information or financial information, or the trade secrets or confidential information of other persons who have made disclosure to the

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company under conditions of confidentiality: provided that disclosures of trade secrets or confidential information may be made to persons authorized by the company or those employed by the company who are required to know such secrets or to have such information for the purpose of their employment with the company.

Other confidential information to be disclosed are:

- All client confidential information, payslips, ID, marital status, bank statements, consent forms, and credit records.
- All captured personal information on database, leads database or any other electronic or hard copy stored containing client personal information, all e-mails from clients containing above mentioned personal information, regardless of whether such information is designated as **“Confidential Information”** at the time of its disclosure.
- Access to electronic filing is strictly confidential and should not be shared with any parties unless it is to perform a work function under the individual’s responsibility.

Employees may not, without first obtaining the Group’s written consent, give lectures or speak at public meetings or publish any articles, about the Group’s affairs or upon any matter or subject which may affect the Group, whether technical, commercial, marketing or otherwise.

All statements to the media or responses to enquiries from the media shall be made by or co-ordinated with the MD.

**COSMO CENTRAL GROUP PROPERTY**

The Cosmo Central Group’s property may comprise a wide variety of property, including land, buildings, equipment, stock, vehicles, corporate funds and office supplies. It also specifically includes the Group’s designs, drawings, software, trade secrets, financial data and other information about the companies.

The Group’s property may only be used for the benefit of the companies. It may not be used for the personal gain of employees or others. Each employee is responsible for making sure that his/her Division’s property is used only for valid purposes.

Nothing belonging to the Group (irrespective of whether the property is of great or small value, whether new, old, used, partially used, scrap, left-over, abandoned or discarded) may be removed from its premises, sites or workplaces, without prior written authorization.

Where an employee has been granted the use of his/her Division’s property, such use of the property shall be conducted with due care.

A large, stylized handwritten signature in black ink, written over the text 'MD.....'.



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Upon termination of employment for any reason, employees must hand over to his/her Division all of the Group’s property in their possession or under their control, including books, documents, manuals, specifications, technical and commercial data, computer discs (or any copy or any portion thereof) and keys, security cards, tools or any other property.

**SOFTWARE**

The copyright in any software developed by an employee in the course of employment or on behalf of Cosmo Central Group belongs to the Group.

Other than software developed by the Group’s employees, the Group is licensed to use certain computer software from outside companies. The Group does not own this software or its related documentation and, unless authorized by the software developer, does not have the right to reproduce it. Generally, it is necessary to purchase one software programme for each workstation unless a multiple use license agreement is entered into with the manufacturer.

The Group’s employees may not make, acquire, use, re-sell, or transfer authorized copies of computer software. No software may be installed on the company hardware other than that licensed to the company or developed by its employees. With regard to software for local area networks or multiple workstations, employees may use the software only in accordance with the applicable license agreement. Back-up copies are permitted if authorized in the software documentation.

**PRIVATE TRADING**

The Group does not permit any form of private trading on its premises unless approved in writing by an authorized manager.

An employee should not, without the company’s prior written permission, engage in solicitation of any kind on the premises of the company during any time they are expected to be working. This includes distribution of personal notices, circulars or other written material.

**HEALTH AND SAFETY**

It is the Group’s policy to ensure, insofar as is reasonably practical and in compliance with all statutory requirements, the health, safety and welfare at work of all employees and to ensure that non-employees who may be directly affected by its activities are not exposed to hazards to their health or safety.

Employees must exercise reasonable care for their own health, safety and welfare at work. They must also show reasonable care for other persons who may be affected by their acts or omissions at work.

Employees must notify their immediate supervisors or a health and safety representative or a manager of any unsafe or unhealthy situation.

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### ENVIRONMENT

The company recognizes the importance of preserving the environment, conserving global resources and protecting human health. The company is committed to taking strong initiatives in these areas by:

- complying with applicable national, provincial and the local laws and regulations;
- continuous improvement of its operations to enhance pollution prevention, minimize waste production, increase recycling and efficiently use non-renewable resources;
- integrating environmental considerations into all corporate processes, including strategic planning;
- conducting environmental audits on a regular basis to evaluate conformity with this policy and applicable environmental laws and regulations;
- including progress toward environmental, health and safety goals as criteria in business and personal performance evaluations;
- striving to anticipate future environmental, health and safety risks and regulatory requirements and having a positive approach to dealing with them.

All employees, and managers in particular, have an obligation to be sensitive to environmental, health and safety risks and to advise senior management of any adverse situation which comes to their attention.

### COMPLIANCE WITH THE LAW

All employees must comply with the laws and regulations, including those which are **industry-specific**. Of particular importance are laws relating to employment, competition and health and safety. It is the responsibility of all managers to ensure, by taking legal or other expert advice where appropriate, that they are aware of all local laws and regulations which may affect that part of the business in which they are engaged, including tax and exchange controls.

### HARASSMENT

Harassment can be defined as unwanted behaviour which a person finds intimidating, upsetting, embarrassing, humiliating or offensive. Conduct involving the harassment (racial, sexual or of any other kind) of any employee is unacceptable. Should an employee believe that he or she has been

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harassed; the matter should be raised with the relevant HR Manager who will arrange for it to be investigated without delay, impartially and confidentially. A **Code of Good Practice** has to be introduced and signed by all employees during their induction period and filed on their personal files.

**ELECTRONIC MEDIA GUIDELINES**

Computer equipment and resources provided by the Group to its Employees, remains company property at all times. Private use of such resources and equipment (including internet and telephones) is not permitted. Use of internet/wi-fi for private reasons, social networking (eg Facebook, Instagram), gaming sites etc. is strictly forbidden during office hours. It is unacceptable to play games on any device during office hours.

Employees are permitted to use e-mails and the internet where appropriate for their job.

Employees should exercise due care to ensure that the Group is not committed to any inappropriate or unauthorized liability.

Employees must not use the e-mail or internet in any way which would be in breach of copyright, contracts or license agreements.

Derogatory comments about any organization or individual must never be made. Viewing or distributing of pornographic, pedophilic or other data which could be considered offensive is expressly prohibited. Any personal views in e-mails must be clearly marked as such.

Employees should be considerate in their use of e-mails and the internet to avoid overloading the system at peak times or with trivia which may prevent other users from doing their jobs effectively.

Employees should exercise due care to ensure that viruses or other harmful software are not knowingly imported or spread.

**SOCIAL MEDIA PLATFORM**

All employees are welcome to participate in Social Media, we expect everyone who participates in online commentary to understand and to follow these simple but important guidelines. Our overall goal is simple: to participate online in a respectful, relevant way that protects the Group’s reputation and of course follows the letter and spirit of the law.

- Be transparent and state where you work. Your honesty will be noted in the Social Media environment. If you are writing about your Division or a competitor, use your real name, identify who you work for, and be clear about your role. If you have a vested interest in what you are discussing, be the first to say so.
- Never represent yourself or your Division in a false or misleading way. All statements must be true and not misleading; all claims must be substantiated.



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- Post meaningful, respectful comments —, no spam and no remarks that are off-topic or offensive.
- Use common sense and common courtesy: for example, it’s best to ask permission to publish or report on conversations that are meant to be private or internal to your Division.
- Make sure your efforts to be transparent, don't violate the Group’s privacy, confidentiality, and legal guidelines for external commercial speech.
- Stick to your area of expertise and do feel free to provide unique, individual perspectives on non-confidential activities in your company.
- When disagreeing with others' opinions, keep it appropriate and polite. If you find yourself in a situation online that looks as if it’s becoming antagonistic, do not get overly defensive and do not disengage from the conversation abruptly: feel free to ask your line manager for advice and/or to disengage from the dialogue in a polite manner that reflects well on your Division.
- If you want to write about the competition, make sure you behave diplomatically, have the facts straight and that you have the appropriate permissions.
- Please never comment on anything related to legal matters, litigation, or any parties the Group may be in litigation with.
- Never participate in Social Media when the topic being discussed may be considered a crisis situation. Even anonymous comments may be traced back to your or the Group’s IP address.
- Be smart about protecting yourself, your privacy, and your Group’s confidential information. What you publish is widely accessible and will be around for a long time, so consider the content carefully. **Google has a long memory.**