

Agrément South Africa Code of Conduct and Ethics Policy

Document Owner:	Agrément South Africa – Corporate Services Department
------------------------	---

Owner

Effective Date	Revision date	Description	Author
27/02/2019	27/02/2020	Agrément South Africa Code of Conduct and Ethics Policy	Corporate Services Manager

Approval

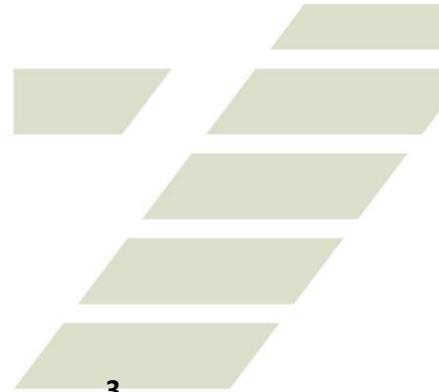
(By signing below, the designated official recommends all terms and conditions outlined in this policy.)

Recommended	Role	Recommended Date
EXCO	Chair: EXCO	06/02/2019
Human Resources and Remuneration Committee	Chair: Human Resources and Remuneration Committee	13/02/2019

Approval

(By signing below, The Board agrees to all terms and conditions outlined in this policy.)

Approver	Role	Signed	Approval Date
Board of Agrément South Africa	Acting Chair: Board of Agrément South Africa		



INDEX

1. ACRONYMS	3
2. DEFINITIONS	3
3. PURPOSE	3
4. STATEMENT OF CORE VALUES	3
5. SCOPE OF APPLICATION	4
6. LEGISLATIVE FRAMEWORK	4
7. POLICY PRINCIPLES	4

1. ACRONYMS

Acronym	Description
ASA	Agrément South Africa
CEO	Chief Executive Officer
EXCO	Executive Committee
HR	Human Resources Unit
Board	Board of Agrément South Africa

2. DEFINITIONS

Definition	Description
Ethics	Moral principles that govern a person's behaviour or the conducting of an activity, the branch of knowledge that deals with moral.
Code of conduct	A collection of rules and regulations that include what is and is not acceptable or expected behaviour in an organisation.
King Report on Corporate Governance	A booklet of guidelines for the governance structures and operation of companies, including government departments and entities in South Africa.

3. PURPOSE

The purpose of the policy is to establish an atmosphere of commitment in the entity. It not only lays a strong cultural foundation for the entity, but also helps to enforce and implement legal as well ethical policies and procedures for all kinds of decision making.

This policy becomes the most important part of ASA's ethical framework. A code of conduct is a 'rule book or guide' that contains all do's and don'ts from a legal as well as ethical point of view. The main purpose of the conduct code is to act as a detailed description of what is the most legal and ethical behaviour expected out of the entity.

4. STATEMENT OF CORE VALUES

Vision

To be a world-class centre for technical assessment.

Mission

To enhance ASA's position as the internationally acknowledged South African centre for the assessment and certification of non-standardised construction related products and systems for which there are no South African National Standards.



Values

The core values that underpin the culture of ASA are:

PEOPLE – striving to attain full potential in support of science.

REPUTATION – enhancing relevance, integrity, quality and delivery.

INGENUITY – realising the full intellect of our people in creating solutions.

DIVERSITY – embracing an environment that respects the individual and multi-cultural heritage.

ENERGY – working together to achieve impact through passion, drive and agility.

5. SCOPE OF APPLICATION

This policy is applicable to all ASA employees.

6. LEGISLATIVE FRAMEWORK

The policy has been aligned with the following legislation and governance policies:

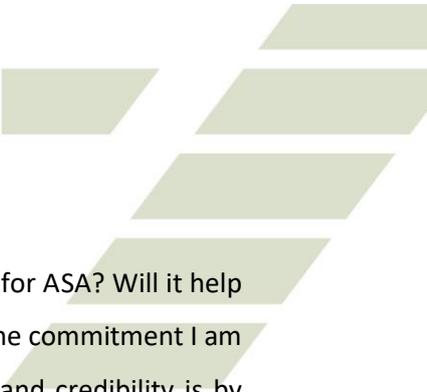
- 6.1 Constitution of the Republic of South Africa, Act No. 108 of 1996;
- 6.2 Protection of Personal Information (POPI) Act No. 4 of 2013;
- 6.3 Basic Conditions of Employment Act, Act No. 75 of 1997;
- 6.4 Employment Equity Act, Act No. 55 of 1998, and its amendments;
- 6.5 Labour Relation Act, Act No. 66 of 1995, and its amendments;
- 6.6 Public Finance Management Act, Act No. 1 of 1999; and
- 6.7 King IV Report on Good Governance

7. POLICY PRINCIPLES

7.1 Building Trust and Credibility

The success of ASA's business is dependent on the trust and confidence ASA earns from employees, clients and shareholder.

ASA gains credibility by adhering to its commitments, displaying honesty, integrity and reaching organisational goals solely through honourable conduct. It is easy to *say* what ASA must do, but the proof is in the *actions*. Ultimately, ASA will be judged on what we do.



When considering any action, it is wise to ask: will this build trust and credibility for ASA? Will it help create a working environment in which ASA can succeed over the long term? Is the commitment I am making one I can follow through with? The only way ASA will maximize trust and credibility is by answering “yes” to those questions and by working every day to build our trust and credibility.

7.2 Respecting the Individual

Every person deserves to work in an environment where they are treated with dignity and respect.

ASA is committed to creating such an environment because it brings out the full potential in each of its employees, which, in turn, contributes directly to the organisational success. ASA cannot afford to let anyone’s talents go to waste.

ASA is an equal opportunity/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behaviour. Any employee who feels harassed or discriminated against should report the incident to their manager or to the human resources practitioner.

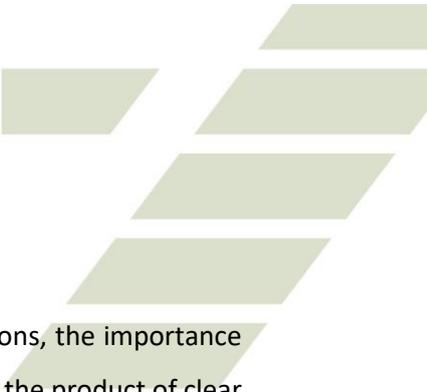
7.3 Creating a Culture of Open and Honest Communication

At ASA, everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. ASA benefits tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right time.

ASA will investigate all reported instances of questionable or unethical behaviour. In every instance where improper behaviour is found to have occurred, the entity will take appropriate action. ASA will not tolerate retaliation against employees who raise genuine ethical concerns in good faith.

Employees are encouraged, in the first instance, to address such issues with their managers or the HR Practitioner, as most problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her manager or HR, ASA’s Corporate Services Executive does operate with an open-door policy.

7.4 Setting the Tone at the Top



Management has the added responsibility for demonstrating, through their actions, the importance of this policy. In any organisation, ethical behaviour does not simply happen; it is the product of clear and direct communication of behavioural expectations, modelled from the top and demonstrated by example. Again, ultimately, an individual's actions are what matters.

To make the policy work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethical concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At ASA, ethics dialogue is a natural part of daily work.

7.5 Upholding the Law

ASA's commitment to integrity begins with complying with laws, rules and regulations where it conducts business. Furthermore, each employee must have an understanding of the entity's policies, laws, rules and regulations that apply to their specific roles. If employees are unsure of whether a contemplated action is permitted by law or an ASA policy, they should seek advice from their manager. At ASA, every employee is responsible for preventing violations of the law and for speaking up if they see possible violations.

7.5.1 Competition

The entity is dedicated to ethical, fair and vigorous competition. ASA services are based on their merit, superior quality, functionality and competitive fees. ASA will make independent pricing and marketing decisions and will not improperly cooperate or coordinate its activities with competitors. ASA will not offer or solicit improper payments or gratuities in connection with the services offered by ASA, nor will the entity engage or assist in unlawful boycotts of particular clients.

7.5.2 Proprietary Information

It is important that ASA respects the property rights of others. ASA will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information. ASA will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.



7.5.3 Selective Disclosure

ASA will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material confidential information with respect to ASA, its securities, business operations, plans, financial condition, results of operations or any development plan. Employees should be particularly vigilant when making presentations or proposals to clients to ensure that ASA presentations do not contain confidential information.

7.5.4 Health and Safety

ASA is dedicated to maintaining a healthy working environment. The Occupational Health and Safety Policy has been designed to educate employees on safety in the workplace. If an employee does not have a copy of this policy, they can collect one from the HR unit.

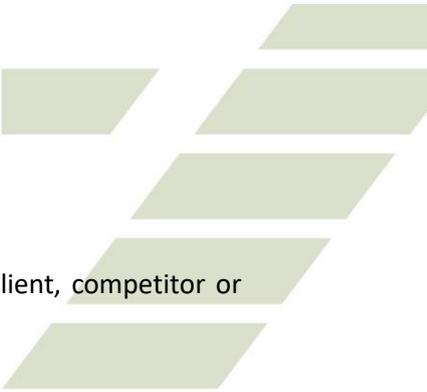
7.6 Avoiding Conflicts of Interest

7.6.1 Conflicts of Interest

All employees must avoid any relationship or activity that might impair, or even appear to impair, their ability to make objective and fair decisions when performing their jobs. At times, employees may be faced with situations where the business actions they take on behalf of ASA may conflict with their own personal or family interests. Employees owe a duty to ASA to advance its legitimate interests when the opportunity to do so arises. Employees must never use ASA property or information for personal gain or personally take for themselves any opportunity that arises through their position within ASA.

Here are some other ways in which conflicts of interest could arise:

- Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while employed at ASA;
- Appointing or supervising family members or closely related persons;
- Owning or having a substantial interest in a competitor, supplier or contractor;
- Having a personal interest, financial interest or potential gain in any ASA transaction;
- Placing company business with a firm owned or controlled by an ASA employee or his or her family; and

- 
- Accepting gifts, discounts, favours or services from a client/potential client, competitor or supplier, unless equally available to all ASA employees.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from management. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their managers or the HR department.

7.6.2 Gifts, Gratuities and Business Courtesies

ASA is committed to competing solely on the merit of its services. Employees should avoid any actions that create a perception that favourable treatment of outside entities by ASA was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom ASA does or may do business.

Employees should neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business incentives that would violate the law, regulation or policies of ASA or clients, or would cause embarrassment or reflect negatively on ASA's reputation.

7.6.3 Accepting Business Courtesies

Most business courtesies offered to employees in the course of their employment are offered because of their position at ASA. Employees should not feel any entitlement to accept and keep a business courtesy. Although they may not use their position at ASA to obtain business courtesies, and must never ask for them, they may accept unsolicited business courtesies that promote successful working relationships and good will with the organisations that ASA maintains or may establish a business relationship with.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts, must be particularly careful to avoid actions that create the appearance of favouritism or that may adversely affect the entity's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a supplier when ASA is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain ASA business.



7.6.4 Meals, Refreshments and Entertainment

Employees may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive;
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity;
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future; and
- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

7.6.5 Gifts

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion; and
- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom ASA does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than R100 may not be accepted unless approval is obtained from the CEO.

Employees with questions about accepting business courtesies should talk to their managers or the HR Practitioner.

7.6.6 Offering Business Courtesies

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon ASA. An employee may never use personal funds or resources to do something that cannot be done with ASA



resources. Accounting for business courtesies must be done in accordance with approved organisational procedures.

Other than to government clients, for whom special rules apply, ASA may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to its clients. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization;
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish; and
- The business courtesy is properly reflected on the books and records of ASA.

7.7 Setting Metrics and Reporting Results Accurately

7.7.1 Accurate Public Disclosures

ASA will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No organisational goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform their Executive Manager and the HR Practitioner if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

7.7.2 Corporate Recordkeeping

Employees create, retain and dispose of organisational records as part of their normal course of business in compliance with all ASA policies and guidelines, as well as all regulatory and legal requirements.



All corporate records must be true, accurate and complete, and organisational data must be promptly and accurately entered in the entity's books in accordance with ASA's and other applicable accounting principles.

Employees must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of ASA books, records, processes or internal controls.

7.8 Promoting Substance over Form

At times, employees are all faced with decisions they would rather not have to make and issues they would prefer to avoid. Sometimes, they hope that if they avoid confronting a problem, it will simply go away.

At ASA, employees must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that ASA is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because employees can pursue a course of action does not mean they *should* do so.

Although ASA's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which the entity intends to do business and should guide employees in their daily conduct.

7.8.1 Accountability

Each employee is responsible for knowing and adhering to the values and standards set forth in this policy and for raising questions if they are uncertain about the organisational policy. If employees are concerned whether the standards are being met or are aware of violations of the policy, they must contact the HR Practitioner.

ASA takes seriously the standards set forth in the policy, and violations are cause for disciplinary action up to and including termination of employment.

7.9 Being Loyal

7.9.1 Confidential and Proprietary Information



Integral to ASA's organisational success is the protection of confidential organisational information, as well as confidential information entrusted to the entity by employees, clients and other business partners. Confidential and proprietary information includes such things as pricing and financial data, client names/addresses or private information about other companies, including current or potential suppliers and vendors. ASA will not disclose confidential and private information without a valid business purpose and proper authorization.

7.9.2 Use of Organisational Resources

Organisational resources, including time, material, equipment and information, are provided for business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent ASA are trusted to behave responsibly and use good judgment to conserve the entity's resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, employees will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for ASA-requested support to non-profit organizations. Employees will not solicit contributions nor distribute non-work related materials during work hours.

In order to protect the interests of the ASA network and its employees, ASA reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or ASA's intranet. ASA will not tolerate the use of its resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

7.9.3 Internet, Software, Electronic Data, Information

Violation of copyrights, patents, and the terms of license agreements are prohibited by law in most circumstances. Copies of software should be made only with proper authorization. Unauthorized duplication of materials will not be condoned.

Questions about the proper use of the entity resources should be directed to each employee's manager.

7.9.4 Media Inquiries



ASA is a high-profile organisation and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that employees speak with one voice and provide accurate information about the organisation, they should direct all media inquiries to the CEO. No one may issue a media release without first consulting with the CEO.

7.10 Doing the Right Thing

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Employees should ask themselves:

- Does what I am doing comply with the ASA guiding principles, Code of Conduct and organisational policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company and myself?
- What would I tell my child to do?
- Is this the right thing to do?

7.11 Compliance and Disciplines

Ethics violations and failure to comply with the standards, contained in this policy, will result in disciplinary action that may include suspension, termination of employment, removal from a policymaking position, termination of contract, referral for criminal prosecution, and/or reimbursement to ASA for any losses or damages resulting from the violation.

As with all matters involving disciplinary action, principles of fairness will apply. Any person charged with a violation of this policy will be given an opportunity to explain his or her actions before the appropriate disciplinary action is taken.

Information and Resources

CEO

Mr. Joe Odhiambo – 012 841 4075

Executive Manager: Corporate Services

Mrs. Sophy Molete – 012 841 3008

Human Resources Practitioner

Mrs. Portia Molatlhegi – 012 841 2859

