


CODE OF PRACTICE

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	PINDULO VDM CODE OF CONDUCT PROCEDURE	
	REVISION NUMBER: 1	ISSUE DATE: 20 FEBRUARY 2023

1. PURPOSE

The purpose of this procedure is to ensure compliance with applicable law and professional standards.

2. SCOPE

This Code of Conduct procedure applies to all directors, officers, and employees of Pindulo VDM (Pty) Ltd and its subsidiaries and associated companies.

3. DEFINITIONS

Pindulo VDM (Pty) Ltd Hereafter referred to as PVDM.

4. ABBREVIATIONS

COP Code of Practice


5. PROCEDURE

5.1 BACKGROUND

PVDM and all its subsidiaries and associated companies are committed to maintaining the highest ethical standards in all its business dealings. We always conduct our business within the framework of the applicable law and professional standards. But just complying with the applicable law and professional standards is not always enough. As a result, we have developed the PVDM Code of Conduct to set the standards for all PVDM employees.

The PVDM Code of Conduct reflects personal integrity and honesty which we believe are important values that set the foundation for a successful company. We wish to build and maintain mutually beneficial relationships with our clients, shareholders, and all employees. The growth and development of PVDM will occur through constant adherence to our high ethical standards and values.

Each of us at PVDM has an obligation to comply with and meet the requirements set out in the PVDM Code of Conduct. Any breach of the Code of Conduct may trigger disciplinary measures. As a result, we encourage all PVDM employees to act responsibly, exercise good judgement and seek guidance on proper business conduct. In addition, we encourage all employees to act professionally and to always conduct business with integrity. The reputation enjoyed by PVDM is a direct reflection of our employee's performance and actions with clients, investors and the public.

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One fundamental element of PVDM is our commitment to an open corporate culture. Employees are always encouraged to talk about their issues and concerns openly. Employees are encouraged to report any circumstances which may indicate an infringement of law or the PVDM Code of Conduct. The strength of our organisation lies in our collective knowledge and the sharing of that knowledge and experience.

5.2 GENERAL RULES AND BEHAVIOUR

5.2.1 ACTING IN ACCORDANCE WITH THE LAW

We are a logistics company whose operations service various multi-national customers. As such PVDM, in addition to customer requirements, is also subject to a variety of national and international laws. It goes without saying that PVDM must comply with the current laws and regulations in each country. Any behaviour that contravenes the law or directives is forbidden.

All employees must be aware that legal proceedings may be initiated against them personally and/or PVDM if any law is broken. This may lead to the imposition of fines, criminal law sanctions or civil law compensation claims.

5.2.2 VOLUNTARY COMMITMENT BY PVDM


PVDM undertakes to comply with human rights and working and social standards; no child or enforced labour shall be tolerated at PVDM or by our business partners. This code of conduct also takes into account:

- the ten principles of the UN Global Compact,
- the Universal Declaration of Human Rights,
- the eight core work standards of the International Labour Organization (ILO),
- the ILO’s declaration of principles about multinational enterprises and social policy (MNE Declaration), and
- the OECD principles for multinational enterprises and the Responsible Care® Global Charter⁴.

PVDM’s governance, monitoring, review, and assurance are achieved with the aid of the following:

- Social, ethics and sustainability committee charter¹,
- Divisional employment equity and transformation committees, and
- Scorecards and independent verification agencies.

¹ PVDM has adopted a Social and Ethics Committee Charter with reference COP 054 Social and Ethics Committee Charter Procedure

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5.2.3 MUTUAL RESPECT, HONESTY, AND INTEGRITY

We respect basic human rights and advocate compliance with them. They particularly include the protection of a person’s dignity and the private sphere of each individual. No employee, business partner or customer may be discriminated against on account of their sex or race, background, religion, age, any disability, illness (including HIV and AIDS), union or political affiliation, sexual orientation, or marital status. Any form of sexual harassment, physical attack, coercion, bullying, or verbal attack is prohibited – and the same applies to any intimidating, hostile or insulting behaviour. PVDM is also committed to maintaining political neutrality.

5.2.4 AVOIDING CONFLICTS OF INTEREST

Each employee must distinguish between their private interests and those of the PVDM. Any possible conflicts of interest that may lead to decisions or business transactions that do not reflect the interests of PVDM, must be reported immediately. This also applies to any activities in return for payment, which employees wish to render in addition to their professional work for PVDM.


5.3 COMPETITION**5.3.1 ANTI-CORRUPTION AND FAIR COMPETITION**

PVDM upholds the principles of fair competition and operations are in alignment with our Anti-Bribery Policy². Compliance with the legal standards to protect competition is crucially important for any sustainable relationship with our business partners.

PVDM refuses to offer, give or receive bribes or improper payments, or participate in any kind of corrupt or anti-competitive, collusive activity, either directly or indirectly through any third party, in order to obtain new business, retain existing business, or secure any improper advantage, and PVDM furthermore will not use or permit others to do such things on our behalf.

PVDM will always strive to avoid any appearance of wrongdoing and will report any attempts to bribe us or to solicit bribes from us, and any suspicions we have about bribery and corruption. We recognise that any allegation of bribery or corruption can seriously damage PVDM’s reputation. Employees may offer and receive normal gifts, hospitality, and entertainment openly, unconditionally and without the intention of obtaining or retaining any business advantage, provided that the value thereof is not excessive. But accepting money or comparable benefits is inadmissible at any time. The business advantage is the unauthorised or improper gaining of a commercial and contractual

² COP 052 Anti-Bribery Procedure

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advantage. If in doubt, you should always consult your manager or person in authority to ensure adherence to this principle. Furthermore, all gifts and hospitality in excess of R 500 given and received must be declared in a gift register and signed off by the Risk, Compliance, Legal and Sustainability Manager.

PVDM recognises the legal importance of complying with all anti-bribery, anti-corruption and anti-competitive collusive laws, regulations, and/or policies of the countries in which it operates.

5.3.2 COMPETITION LAW

PVDM pursues a business policy geared towards fair and efficient competition. The competition laws that apply locally, the rules of fair competition and comparable stipulations must be stringently heeded and followed. All restrictive trade practices, including collusive tendering and price fixing, are strictly prohibited.

PVDM is committed to complying with the provisions of the Competition Act and competing fairly in the marketplace. PVDM will not enter any collusive arrangements with competitors or suppliers that will prejudice customers, suppliers or competitors or interfere with free competition in the market.


PVDM must ensure that employees are not involved in any of the following listed below:

- arrangements with competitors that include fixing prices, market share arrangements or collusive tendering, and
- arrangements with suppliers that include unfair agreements (such as prohibiting a supplier from dealing with a competitor) and minimum resale price maintenance (whereby a supplier agrees not to sell a product or service for less than a certain price.).

5.3.3 MONEY LAUNDERING AND INFRINGING BANS ON IMPORTS OR EXPORTS

PVDM does not tolerate any money laundering or any infringement of bans on imports or exports. All employees are strictly obliged to obey the laws combatting money laundering and must immediately notify their manager of any suspicious types of payment or transactions, where they suspect any money laundering.

PVDM complies with all legal requirements for the proper import and export of goods and services. PVDM is always committed to trading lawfully, hence compliance with all trade regulations and restrictions imposed by recognised national and international authorities.

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5.3.4 ANTI-TERRORISM

PVDM strictly rejects any direct or indirect support for terrorist associations and avoids any business contact with these kinds of criminal organisations. Internal measures are used to prevent the establishment or maintenance of any direct or indirect business contacts with terrorist organisations or institutions and individual persons associated with them.

5.4 CONFIDENTIAL INFORMATION AND COMPANY PROPERTY

5.4.1 BUSINESS SECRETS

Secrecy must be maintained with regard to any confidential business information. This particularly applies to any confidential information relating to our clients and business partners unless the disclosure of this information has been explicitly authorised.

In the case of business relations, which demand the exchange of business secrets or confidential information, a written non-disclosure agreement must be submitted and demanded in advance, if appropriate, or an associated agreement must be concluded. The obligation to maintain secrecy shall also continue after the termination of any employment relationship or business relations.


5.4.2 COMPANY PROPERTY

The employees are obliged to carefully handle the property and possessions of PVDM, and the working tools made available to them. They must also prevent any damage or losses to the company, if this is reasonable for the employees, taking into consideration the protection of their health and safety in the specific situation. Employees are also obliged to immediately notify their manager of any damage or losses or dangers that have occurred or might be expected in their own working area.

5.4.3 REPORTS AND RECORDS

PVDM will never conceal or fail to accurately record the true nature of PVDM's activities or falsify or tamper with PVDM's books and records.

PVDM expects all records to fully reflect the current position with adequate details, in a timely and truthful manner, be comprehensive and comply with the currently valid laws. Undisclosed or unrecorded revenues, expenses, assets, or liabilities are not permissible. Employees responsible for accounting and record-keeping functions are expected to be diligent in enforcing proper accounting practices.

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5.4.4 INSIDER KNOWLEDGE

Because of our extensive business activities and our contact with clients, which is sometimes very close because of the relationship of trust, it is impossible to exclude the possibility that employees may gain access to information about third parties or potential material business transactions relating to PVDM that could affect the value of securities of our customers and is not available to the general public. Employees may not pass on this kind of information to third parties and may not take advantage of such information to purchase or sell securities.

5.4.5 DATA PROTECTION AND DATA SECURITY

The exchange of electronic information is absolutely essential in order to provide services to clients and also for communications between employees and third parties.

PVDM is aware that there is an associated risk that the exchange of information may be misused or utilised for other purposes. The strict regard for an individual's personal rights and the security of data is therefore important principles when gathering, processing, and using any data that has been collected.

5.5 ENVIRONMENT, SAFETY AND TAXES**5.5.1 ENVIRONMENT AND SAFETY**

We place the highest importance on the health and safety of our employees, protecting the environment and the safety of business locations and regions where we conduct our business. PVDM ensures that all the provisions relating to health and safety at work and the protection of the environment are heeded and put into practice through its long-established quality management systems, which are constantly being updated.


5.5.2 TAXES AND OTHER DUES

We abide by the current regulations regarding financial reporting in all jurisdictions in which we operate. We pay attention to documenting and reporting processes in a truthful, correct, and objective manner. All tax legislation and customs regulations are fully respected, and the relevant obligations are met in the course of our business activities.

5.6 WHISTLEBLOWING

PVDM encourages all its employees to express their concerns in an open and direct manner. Employees should also point out any circumstances that might indicate an infringement of laws and internal directives. PVDM will follow up any information with the necessary, painstaking care and, if

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required, adopt suitable measures. This information will be treated confidentially. No sanctions shall be applied to any person supplying information. This shall also apply if the content of any information proves to be inaccurate if it was considered to be correct and communicated in good faith.

If you are unsure whether a particular act constitutes bribery, corruption or conflict of interest, you must raise your concerns with your line manager or where this is not appropriate for whatever reason, with the Human Resources Department, and director of PVDM, or via the whistle-blower **email:** whistleblowing@pindulovdm.co.za. It must be noted that the email is exclusively managed by the Directors of PVDM.

5.7 INFRINGEMENTS AGAINST THE CODE OF CONDUCT

Any infringements against the rules in this Code of Conduct may lead to disciplinary measures, and sanctions under labour law, including the termination of the employment relationship, or other legal proceedings.

6. RECORD OF REVIEW

Document Ref Number	Review	Revision	Issue Date
COP 053	New	0	02.02.2021
COP 053	Review	1	20.02.2023

7. RECORDS

None

8. REFERENCE

COP 052 Anti-Bribery Procedure


COP 054 Social and Ethics Committee Charter Procedure

United Nations Global Compact: <https://www.unglobalcompact.org>

Universal Declaration on Human Rights: <http://www.un.org/en/universal-declaration-human-rights>

International Labour Standards (ILO): <http://www.ilo.org/global/standards/introduction-to-international-labour-standards/conventions-and-recommendations/lang-en/index.htm>

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ILO Tripartite Declaration of Principles Concerning Multinational Enterprises and Social Policy

<http://www.ilo.org/global/topics/employment-promotion/multinational-enterprises/lang--en/index.htm>

OECD Guidelines for Multinational Enterprises: <http://www.oecd.org>

Responsible Care® Global Charter: <http://www.icca-chem.org/en/Home/Responsible-care>

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