PAPANYANA HOLDINGS
MINERALS | INFRASTRUCTURE | EQUIPMENT

ETHICS AND COMPLIANCE POLICY

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1. Policy Statement

Papanyana Holdings is committed to conducting business with the highest standards of integrity, honesty, accountability, and professionalism. We believe that ethical business practices and legal compliance are fundamental to building trust with our clients, employees, shareholders, suppliers, regulators, and the communities in which we operate.

As a diversified company operating in the **Mining, Minerals, Infrastructure, Construction, Engineering, Logistics, and Equipment** sectors, we are committed to complying with all applicable laws, regulations, industry standards, and contractual obligations while promoting an ethical corporate culture across every level of the organisation.

Every employee, director, contractor, consultant, and business partner is expected to uphold this policy and conduct business in a manner that protects the reputation and values of Papanyana Holdings.

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2. Purpose

The purpose of this policy is to:

- Promote ethical behaviour throughout the organisation.
- Ensure compliance with all applicable legislation and regulations.
- Protect the Company's reputation.
- Prevent fraud, corruption, bribery, and unethical conduct.
- Promote transparency and accountability.
- Foster a culture of honesty and respect.
- Ensure responsible corporate governance.
- Build stakeholder confidence.

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3. Our Ethical Principles

Papanyana Holdings conducts business based on the following principles:

- Integrity
- Honesty
- Accountability
- Transparency
- Fairness
- Professionalism
- Respect
- Responsibility
- Compliance
- Sustainability

These principles guide our decisions and relationships with all stakeholders.

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4. Compliance with Laws and Regulations

Papanyana Holdings shall comply with all applicable South African legislation, including but not limited to:

- Companies Act, 2008 (Act No. 71 of 2008)
- Occupational Health and Safety Act, 1993
- Mine Health and Safety Act, 1996
- National Environmental Management Act (NEMA)
- Employment Equity Act
- Basic Conditions of Employment Act
- Labour Relations Act
- Protection of Personal Information Act (POPIA)
- Prevention and Combating of Corrupt Activities Act (PRECCA)
- Broad-Based Black Economic Empowerment (B-BBEE) Act
- Competition Act
- National Road Traffic Act
- Income Tax Act and VAT Act
- Municipal by-laws and permit requirements

Where international standards apply, the Company will also align with recognised best practices such as ISO 9001, ISO 14001, ISO 45001, and ISO 37001 (Anti-Bribery Management Systems).

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5. Business Integrity

Employees and representatives shall:

- Act honestly and fairly in all business dealings.
- Protect the Company's reputation.
- Avoid misleading statements.
- Honour contractual commitments.
- Keep accurate business records.
- Respect confidential information.
- Make ethical decisions at all times.

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6. Anti-Bribery and Anti-Corruption

Papanyana Holdings has a **zero-tolerance** approach to bribery and corruption.

Employees and business partners must never:

- Offer or accept bribes.
- Make facilitation payments.
- Offer improper gifts or hospitality to influence decisions.
- Engage in kickbacks or secret commissions.
- Manipulate procurement processes.
- Abuse company resources for personal gain.

Any suspected corruption must be reported immediately.

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7. Fraud Prevention

Papanyana Holdings prohibits all forms of fraud, including:

- Financial fraud.
- Procurement fraud.
- Payroll fraud.
- Expense claim fraud.
- Asset theft.
- Document forgery.
- Identity fraud.
- Misrepresentation of qualifications or experience.

Any fraudulent activity will result in disciplinary action and may lead to criminal prosecution.

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8. Conflict of Interest

Employees must avoid situations where personal interests conflict with the interests of Papanyana Holdings.

Examples include:

- Awarding contracts to family members without disclosure.
- Conducting private business using Company resources.
- Accepting inappropriate gifts from suppliers.
- Holding financial interests in competing businesses without approval.
- Influencing procurement decisions for personal benefit.

All actual or potential conflicts of interest must be declared in writing.

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9. Gifts and Hospitality

Employees may only accept or offer gifts and hospitality that are:

- Reasonable and modest.
- Lawful.
- Transparent.
- Not intended to influence business decisions.
- Approved in accordance with Company procedures.

Cash gifts or equivalents are strictly prohibited.

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10. Fair Competition

Papanyana Holdings supports fair and open competition by:

- Competing honestly.
- Avoiding price fixing.
- Avoiding bid rigging.
- Avoiding market allocation agreements.
- Respecting competitors' rights.
- Complying with competition legislation.

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11. Confidentiality and Data Protection

Employees must:

- Protect confidential business information.
- Safeguard client information.
- Comply with POPIA requirements.
- Prevent unauthorized disclosure of information.
- Use Company information only for legitimate business purposes.
- Secure electronic and physical records.

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12. Human Rights and Workplace Conduct

Papanyana Holdings is committed to:

- Respecting human rights.
- Preventing discrimination and harassment.
- Promoting diversity and inclusion.
- Providing equal employment opportunities.
- Preventing forced labour and child labour.
- Maintaining a respectful and inclusive workplace.

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13. Responsible Procurement

The Company shall:

- Procure goods and services fairly.
- Promote local supplier development.
- Support ethical sourcing.
- Evaluate suppliers objectively.
- Avoid conflicts of interest in procurement.
- Ensure transparency in tender processes.

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14. Environmental and Social Compliance

Papanyana Holdings is committed to:

- Protecting the environment.
- Minimising pollution.
- Conserving natural resources.
- Supporting community development.
- Complying with environmental legislation.
- Promoting sustainable business practices.

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15. Reporting Unethical Conduct

Employees are encouraged to report any suspected:

- Fraud
- Corruption
- Theft
- Harassment
- Safety violations
- Environmental offences
- Financial misconduct
- Conflicts of interest
- Breaches of Company policies

Reports may be made confidentially without fear of retaliation.

Papanyana Holdings will protect whistle-blowers in accordance with the **Protected Disclosures Act** and Company procedures.

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16. Investigations and Disciplinary Action

All reported concerns will be:

- Investigated promptly.
- Treated confidentially.
- Assessed fairly and objectively.
- Resolved in accordance with Company procedures.

Where misconduct is confirmed, disciplinary action may include:

- Verbal or written warnings.
- Suspension.
- Dismissal.
- Contract termination.
- Civil recovery of losses.
- Criminal prosecution where applicable.

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17. Roles and Responsibilities

Management

Management shall:

- Lead by example.
- Promote ethical leadership.
- Ensure legal compliance.
- Provide ethics and compliance training.
- Monitor compliance performance.
- Investigate reported misconduct.

Employees

Every employee shall:

- Comply with this policy.
- Act honestly and ethically.
- Report suspected misconduct.
- Protect Company assets.
- Maintain confidentiality.
- Complete required compliance training.

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18. Training and Awareness

Papanyana Holdings will provide regular training on:

- Code of Ethics.
- Anti-corruption.
- Fraud prevention.
- POPIA compliance.
- Human rights.
- Workplace conduct.
- Health, Safety, Environment and Quality (HSEQ).
- Corporate governance.

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19. Continuous Improvement

Papanyana Holdings will continuously improve its Ethics and Compliance Programme by:

- Reviewing policies annually.
- Conducting compliance audits.
- Monitoring legal developments.
- Strengthening internal controls.
- Encouraging employee feedback.
- Promoting a culture of accountability and integrity.

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20. Conclusion

Ethical conduct is the responsibility of every person associated with Papanyana Holdings. By upholding the principles set out in this policy, we protect our people, strengthen our reputation, ensure legal compliance, and contribute to the sustainable success of our business.

Approved By

LJ TOLO
Group Chief Executive Officer
Papanyana Holdings

Policy Version: 1.0
Reviewed Annually

Corporate Ethics Statement

"Integrity is the foundation of our success. We conduct every aspect of our business ethically, transparently, and in full compliance with the law, earning the trust of our clients, employees, and communities."