

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

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**TABLE OF CONTENTS**

1	INTERPRETATION .....	2
3	POLICY .....	5
4	UNDERSTANDING THE CODE.....	5
5	COMPLIANCE WITH LAWS AND REGULATIONS .....	6
6	CORRUPT ACTIVITIES .....	7
7	FINANCIAL INTELLIGENCE CENTRE ACT, 2001 ("FICA") .....	8
8	PROTECTED DISCLOSURES.....	8
8	BEST INTERESTS OF COMPANY: CONFLICTS OF INTEREST; OUTSIDE ACTIVITIES, EMPLOYMENT AND DIRECTORSHIPS; RELATIONSHIPS WITH CUSTOMERS AND SUPPLIERS.....	9
9	LEVELS OF AUTHORITY .....	11
10	PROHIBITED PRACTICES RELATING TO COMPETITION .....	12
11	GIFTS, HOSPITALITY AND FAVOURS .....	12
12	PERSONAL INVESTMENTS AND INSIDER TRADING.....	13
13	REMUNERATION.....	14
14	POLITICAL SUPPORT .....	15
15	COMPANY FUNDS AND PROPERTY .....	15
16	PROPRIETARY AND COMPETITIVELY SENSITIVE INFORMATION.....	17
17	COMMUNICATIONS AND DEALINGS WITH THIRD PARTIES AND INSIDER INFORMATION .....	18
18	INTELLECTUAL PROPERTY.....	19
19	COMPANY RECORDS .....	20
20	DISCRIMINATION, VIOLENCE AND HARASSMENT.....	20
24	LABOUR RELATIONS .....	22
25	HEALTH AND SAFETY .....	23
26	SUBSTANCE ABUSE .....	23
27	DURATION OF THE CODE .....	23
28	CONTRAVENTION OF THE CODE .....	23
29	REVIEW .....	24

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

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**1 INTERPRETATION**

1.1 Unless inconsistent with the context, the words and expressions set forth below shall bear the following meanings and cognate expressions shall bear corresponding meanings:

1.1.1 **"Affected Persons"** includes all Employees and boards of directors of the AVI Group, including the AVI board of directors, situated in South Africa and in countries other than South Africa;

1.1.2 **"Anti-Corruption Laws"** include, but are not limited to:

1.1.2.1 the Prevention and Combating of Corrupt Activities Act, 2004;

1.1.2.2 the Protected Disclosures Act, 2000;

1.1.2.3 the Companies Act, 2008;

1.1.2.4 the Public Administration Management Act, 2014;

1.1.2.5 the Financial Intelligence Centre Act, 2001;

1.1.2.6 the Prevention of Organized Crime Act, 1998; and

1.1.3 the Public Services Act, 1994; **"AVI Group"** shall mean AVI and all subsidiary and related companies (as defined in the Companies Act, 2008, as amended);

1.1.4 **"AVI"** shall mean AVI Limited;

1.1.5 **"CEO"** shall mean AVI's chief executive officer or his duly authorised representative;

1.1.6 **"CFO"** shall mean AVI's chief financial officer or his duly authorised representative;

1.1.7 **"Code"** shall mean this code of conduct and ethics and any annexures and/or schedules hereto;

1.1.8 **"Companies Act"** shall mean the Companies Act, 2008;

1.1.9 **"Conflicts of Interest"** means any situation in which the concerns or aims of two different parties are incompatible, including a situation where a person is in a position to derive personal benefit from actions or decisions made in their official capacity;

1.1.10 **"Corruption"** shall have the same meaning ascribed to it in section 3 of the Prevention and Combating of Corrupt Activities Act;

1.1.11 **"Corrupt Activities"** shall, to the extent applicable, have the same meaning ascribed to it in chapter 2 of the Prevention and Combating of Corrupt Activities Act

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

and shall include:

- 1.1.11.1 bribery;
- 1.1.11.2 forgery;
- 1.1.11.3 dishonesty;
- 1.1.11.4 fraud;
- 1.1.11.5 theft;
- 1.1.11.6 corruption;
- 1.1.11.7 maladministration;
- 1.1.11.8 embezzlement;
- 1.1.11.9 extortion;
- 1.1.11.10 receiving or offering unauthorised gratification;
- 1.1.11.11 abuse of power;
- 1.1.11.12 abuse of privileged information, whether for the benefit of such person or another person; and
- 1.1.11.13 abuse of information obtained pursuant to the position that a person holds, whether for the benefit of such person or another person;
- 1.1.12 **"Effective Date"** shall mean the first date of publication of this Code on the AVI intranet, being the date on which the Code becomes effective. Amendments to the Code become effective on the date on which they are published;
- 1.1.13 **"Employees"** means all full-time employees, part-time employees, fixed term employees, labour broker employees, temporary employees, and independent contractors who act as consultants for the AVI Group;
- 1.1.14 **"Financial Markets Act"** shall mean the Financial Markets Act, 2012;
- 1.1.15 **"Group Legal Executive"** shall mean AVI's group legal executive as appointed from time to time;
- 1.1.16 **"PDA"** shall mean the Protected Disclosures Act, 2000; and
- 1.1.17 **"POPI Act"** means the Protection of Personal Information Act, 4 of 2013;
- 1.1.18 **"Prevention and Combating of Corrupt Activities Act"** shall mean the Prevention

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

and Combating of Corrupt Activities Act, 2004;

- 1.1.19 **“Violence and Harassment”** means a range of unacceptable behaviours and practices, or threats thereof, whether a single occurrence or repeated, that aim at, result in, or are likely to result in physical, psychological, sexual, or economic harm and includes gender-based violence and harassment.
- 1.2 If any provision in a definition is a substantive provision conferring rights or imposing obligations on any person, notwithstanding that it is only in the definition clause, effect shall be given to it as if it were a substantive provision of this Code.
- 1.3 Unless inconsistent with the context, an expression which denotes:
- 1.3.1 any one gender includes the other gender;
- 1.3.2 a natural person includes an artificial person and *vice versa*; and
- 1.3.3 the singular includes the plural and *vice versa*.
- 1.4 Where any term is defined within the context of any particular clause in the Code, the term so defined, unless it is clear from the clause in question that the term so defined has limited application to the relevant clause, shall bear the same meaning as ascribed to it for all purposes in terms of this Code, notwithstanding that the term has not been defined in this interpretation clause.
- 1.5 The use of the word *“including”* followed by a specific example or examples shall not be construed as limiting the meaning of the general wording preceding it and the *eiusdem generis* rule shall not be applied in the interpretation of such general wording or such specific example or examples.
- 1.6 Any reference to an enactment in this Code is to that enactment as at the Effective Date and as amended or re-enacted from time to time.
- 1.7 The expiration or termination of this Code shall not affect such of the provisions of this Code as expressly provide that they will operate after any such expiration or termination or which of necessity must continue to have effect after such expiration or termination, notwithstanding that the clauses themselves do not expressly provide for this.

## 2 INTRODUCTION

- 2.1 As the AVI Group strives to achieve excellence in all of its endeavours, its undertaking to all stakeholders is that it will conduct its activities honestly and ethically and that it will be a good corporate citizen.
- 2.2 AVI believes that:

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

- 2.2.1 sound ethical practices and good corporate citizenship are not only appropriate, but will also ensure that its interests are best advanced in a sustainable manner; and
- 2.2.2 an organisation and workplace that conducts itself ethically, with integrity, and with the interests of the company at the forefront of its decisions and activities, will attract and retain employees of a similar outlook.
- 2.3 This Code is designed to provide guidelines to all Affected Persons in respect of the minimum standards expected, but does not prevail over statutory or common law. The Code should also be read in conjunction with any code of conduct that may have been or may in future be introduced in any particular subsidiary or business unit. If any terms or guidelines of the Code conflict with those of a subsidiary or business unit's code of conduct, then the terms and guidelines of this Code will prevail.
- 2.4 All Affected Persons are required to carefully read the Code, and to ensure that they comply both with the written word and its spirit. All share equally in the responsibility to uphold the Code and to take action if it is believed that it is not being followed. Subject to clause 4.5 of this Code, the Group Legal Executive should be approached if any clarity is required on the Code, or any activities undertaken.
- 2.5 The Code is reviewed on a regular basis to ensure its continuing relevance to AVI's ethical practices and good corporate citizenship taking into account particularly, amongst others, the provisions of the King Report on Corporate Governance for South Africa, as amended from time to time, the Companies Act and the International Labour Organizations Fundamental Conventions.

### **3 POLICY**

- 3.1 The AVI Group is committed to a policy of fair dealing and integrity in the conduct of its business. This commitment, which is actively endorsed by AVI's board of directors, is based on a fundamental belief that business should be conducted honestly, fairly and legally. AVI expects all Affected Persons to share its commitment to high moral, ethical and legal standards and therefore actively reject any business practice which might reasonably be deemed to be improper.
- 3.2 This Code must be read with all other AVI Group and Divisional Policies and Affected Persons are deemed to have familiarised themselves with all such Policies.

### **4 UNDERSTANDING THE CODE**

- 4.1 The Code is designed to:-
  - 4.1.1 promote irreproachable behaviour;
  - 4.1.2 raise ethical awareness;
  - 4.1.3 provide ethical guidelines for everyday events that occur in business;

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

- 4.1.4 support AVI's vision and values by informing Affected Persons of acceptable and unacceptable conduct and behaviour; and
- 4.1.5 ensure that the integrity and reputation of AVI are not compromised in any way.
- 4.2 The Code is applicable to all Affected Persons. Compliance with the Code can expect to enhance professionalism in dealing with customers, suppliers, and fellow employees.
- 4.3 Insofar as any Affected Person is situated in a country other than South Africa, this Code will be subject to the provisions of any applicable legislation of such other country as is the counterpart of any South African legislation referred to in this Code. The failure of this Code to refer to legislation specific to any country (including South Africa) does not imply that such legislation does not apply.
- 4.4 Affected persons are expected to apply sound judgment in deciding on the most ethical, fair and commercially competitive means of dealing with any given situation and compliance with the Code by all Affected Persons is mandatory. If Affected Persons become aware of, or reasonably suspect, a contravention of the Code or the Anti-Corruption Laws, they must promptly and confidentially advise AVI of such in accordance with the provisions of clause 28 of the Code.
- 4.5 If Affected Persons are in doubt about the application of the Code in any instance, they should discuss the matter with a subsidiary or business unit executive, who in turn should discuss the matter, if necessary, with the Group Legal Executive.

## **5 COMPLIANCE WITH LAWS AND REGULATIONS**

- 5.1 Unlawful conduct, whilst always unacceptable, has the potential to cause immeasurable reputational and commercial harm to AVI.
- 5.2 AVI will not condone any violation of the law, AVI's policies, or unethical business dealings by any Affected Persons, including any payment for, or other participation in an illegal act or any other Corrupt Activities.
- 5.3 All Affected Persons must ensure that their conduct can in no way be interpreted as being in contravention of applicable laws and regulations governing the operations of the AVI Group, and for purposes of this Code, specifically the Anti-Corruption Laws. Affected Persons must bear in mind that legal compliance is essential, and should act accordingly.
- 5.4 All Affected Persons should ensure that they are fully acquainted with the provisions of any law or governance issue that may be relevant to the conduct of the AVI Group's business to enable them to understand their own obligations and responsibilities. If any affected person is in doubt as to their obligations and responsibilities regarding compliance with any law or governance issue they should discuss this with an appropriate subsidiary or business unit executive or contact the

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

Group Legal Executive to obtain information and guidance.

- 5.5 A failure on the part of Affected Persons to inform and educate themselves regarding their responsibilities and obligations will in no way release Affected Persons from these responsibilities and obligations and will not be a defence against any claim by any member of the AVI Group or any third party against such Affected Persons for enforcement and/or damages.
- 5.6 AVI's auditors must report to AVI any unlawful act or omission by any person responsible for the management of any entity within the AVI Group which:-
- 5.6.1 has caused or is likely to cause material financial loss to AVI or its stakeholders; or
- 5.6.2 is fraudulent or amounts to theft; or
- 5.6.3 represents a material breach of fiduciary duty owed by such person to AVI, or any stakeholder of any law applying to AVI, or the conduct or management thereof.

## **6 CORRUPT ACTIVITIES**

- 6.1 AVI endorses the recommendations of the Organisation for Economic Co-operation and Development (OECD) regarding corruption and commits itself to work against corruption in all its forms, including extortion and bribery, as defined in the South African Prevention and Combating of Corrupt Activities Act, as well as international legislation such as the UK Bribery Act, 2010 and Foreign Corrupt Practices Act, 1977.
- 6.2 The AVI Group will not tolerate Corrupt Activities. These acts will be investigated by the relevant AVI representatives and the appropriate remedies followed to the extent permitted by law.
- 6.3 Every Affected Person has a responsibility to report incidents of Corrupt Activities. These can be reported either to his immediate superior or line manager or, in the case of the AVI board of directors, to the CEO or CFO. If an Affected Person is not comfortable reporting such matters to his immediate superior or line manager or any other person of authority in relation to such Affected Person, for whatsoever reason, he may report the matter to any other member of management, the CEO or the CFO. Failure by an Affected Person to report incidents of Corrupt Activities may result in, amongst other things and to the extent permitted by law, disciplinary proceedings being instituted against such Affected Person.
- 6.5 An affected Person may report actual or suspected Corrupt Activities, the contravention of this Code or the Anti-Corruption Laws anonymously in accordance with the provisions of clause 28 of this Code.
- 6.6 It is the responsibility of the recipient of a complaint to promptly report incidents of alleged Corrupt Activities to the CEO or CFO or their delegated authority, who, in turn, will institute an investigation into the alleged Corrupt Activities, which

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

investigation must be dealt with in a confidential manner to protect the information and the identity of the relevant parties.

- 6.7 Failure to report Corrupt Activities in accordance with the provisions of section 34 of the Prevention and Combating of Corrupt Activities Act constitutes an offence in terms of the aforesaid Act.

**7 FINANCIAL INTELLIGENCE CENTRE ACT, 2001 ("FICA")**

- 7.1 AVI's FICA Risk Management and Compliance Program ("RMCP") (is applicable to all AVI businesses which are "accountable institutions" as defined in FICA.

- 7.2 The responsibility for implementation of and compliance with FICA and the RMCP has been delegated by the AVI board to the managing directors and senior management of the accountable institutions.

- 7.3 AVI Finance Shared Services have been appointed as the compliance function to assist the managing directors and senior management in discharging their obligations, and the head of AVI Finance Shared Services has been appointed as the senior person with sufficient competence and seniority to ensure the effectiveness of the compliance function.

- 7.4 The provisions of the Act and the RMCP, in particular the reporting obligations, apply to all Affected Persons.

- 7.5 A copy of the RMCP can be found at –

<https://portal.avi.co.za/Employees/AVIBU%20Policies/Forms/AllItems.aspx>.

**8 PROTECTED DISCLOSURES**

- 8.1 Any disclosure made in good faith and in accordance with the provisions of this Code, is considered a protected disclosure, as contemplated in the PDA. An Affected Person making such a disclosure is protected from being subjected to, amongst other things, occupational detriment (as defined in section 1(vi) of the PDA).

- 8.2 An Affected Person who suspects or reports suspected Corrupt Activities must be afforded the opportunity to remain anonymous should he so require.

- 8.3 AVI recognises that Affected Persons will be concerned about potential victimisation, accusations and even threats to their personal safety as a consequence of disclosing actual or suspected Corrupt Activities. Affected Persons may consequently make disclosures in accordance with clause 28.

- 8.4 Disclosures made by Affected Persons which are false and made with malicious intentions should be discouraged by managers. Where such malicious or false disclosures are discovered, the person who made the disclosure may be subjected to,



**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

amongst other things, disciplinary action. Such disclosures are not protected by the PDA.

**8 BEST INTERESTS OF COMPANY: CONFLICTS OF INTEREST; OUTSIDE ACTIVITIES, EMPLOYMENT AND DIRECTORSHIPS; RELATIONSHIPS WITH CUSTOMERS AND SUPPLIERS**

8.1 AVI requires Affected Persons to perform their duties conscientiously, honestly and in the best interests of AVI and therefore not for personal gain. It is each person's fiduciary duty to act in the best interests of AVI. In addition, they are required to foster the highest possible standards of professional competence and to optimise the use of resources for which they are responsible.

8.2 Affected persons must not use their positions, or knowledge gained through their employment with AVI, for private or personal advantage or in a manner that conflicts their personal interests with those of AVI.

**8.3 Conflicts of Interest**

8.3.1 All Affected Persons are obliged to formally declare, in writing, any actual, perceived or potential Conflicts of Interest:

8.3.1.1 in advance; or

8.3.1.2 immediately, as and when it arises,

to the person to whom they report, who must in turn immediately bring it to the attention of a relevant executive.

8.3.2 If Affected Persons feel that a course of action which they have pursued, are pursuing, or are contemplating pursuing, may cause a Conflict of Interests or a perceived Conflict of Interests, they must immediately, in writing, make all facts known to the person to whom they report, who must in turn immediately bring it to the attention of one of the subsidiary or business unit executives.

8.3.3 Examples of potential Conflicts of Interests may include but not be limited to the following:

8.3.3.1 Hiring friends or relatives to provide goods or services AVI may need, without full, prior disclosure;

8.3.3.2 Starting a company that provides services similar to your full-time employer;

8.3.3.3 Failing to disclose that you are related to a job candidate that AVI is considering hiring;

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

- 8.3.3.4 Making arrangements to work for a supplier or customer at a future date while continuing to do business with them as an AVI employee;
- 8.3.3.5 Offering paid services on your time off to an AVI supplier or customer;
- 8.3.3.6 Working part-time at a company that sells competing products or services to AVI;
- 8.3.3.7 Failing to investigate a subordinate or colleagues behaviour because they are a friend;
- 8.3.3.8 Dating or having a romantic relationship with a supervisor or subordinate, without making a full disclosure to your employer;
- 8.3.3.9 Making a purchase or business choice to boost a business in which you have a stake;
- 8.3.3.10 Owning part of a business that sells goods or services to AVI;
- 8.3.3.11 Reporting to a supervisor who is also a close friend or family member;
- 8.3.3.12 Doing business or work for a competitor;
- 8.3.3.13 Accepting a gift or other gratuity from a supplier or customer;
- 8.3.3.14 Accepting consulting fees and providing advice to another company for personal gain; and/or
- 8.3.3.15 Taking advantage of a business opportunity that AVI may have pursued.

**8.4 Outside Activities, Employment and Directorships**

- 8.4.1 Employees may not, without making full disclosure and obtaining permission from the relevant human resources executive, or other person so designated in their contract of employment, take up extraneous employment in any other business or undertaking other than that of AVI. As a guiding principle, it is AVI's preference that Employees do not have additional employment.
- 8.4.2 Permission for any such extraneous employment will only be granted provided that –
  - 8.4.2.1 the activity is in no way detrimental to the interests of the AVI Group of companies;
  - 8.4.2.2 the activity will not be performed during the Employee's core working hours; and
  - 8.4.2.3 the Employee's efficiency will in no way be impaired by the proposed activity.

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

8.4.3 Employees, particularly directors, executives and senior management, who hold, or have been invited to hold, outside directorships or other offices, or who acquire any business interest or participate in any activity outside AVI, should take particular care to ensure compliance with all provisions of this Code. Before an Employee can take up a position of directorship outside of the AVI Group or any other position of employment, prior written approval must be obtained from the CEO. Any fees that are or will be payable to the Employee for such directorship or other office must be declared to the CEO at the time of seeking approval for the holding of such directorship or other office/position to enable the CEO to give direction in regard to such fees.

**8.5 Relationships with Customers and Suppliers**

8.5.1 AVI recognises that Affected Persons' ordinary interactions with customers and suppliers may create opportunities for unethical and/or dishonest persons to act in their personal interests and therefore contrary to the interests of AVI. For example, without limitation, these interactions create an opportunity for dishonest persons to gain from instances of corruption and bribery.

8.5.2 Affected Persons must ensure that they are independent from any business organisation having a contractual relationship with AVI or providing goods or services to AVI.

8.5.3 All Affected Persons have a responsibility to:-

8.5.3.1 treat all customers and suppliers with respect;

8.5.3.2 treat customers and suppliers fairly in all aspects of business transactions by applying fair, legally sound, equitable, consistent and transparent procurement processes in accordance with the relevant laws;

8.5.3.3 ensure that AVI's business dealings are free from coercion;

8.5.3.4 foster long term stability in customer and supplier relationships; and

8.5.3.5 focus on maintaining or improving AVI's efficiency, reducing and minimising AVI's costs and improving the quality of AVI's products and services.

**9 LEVELS OF AUTHORITY**

9.1 Only Affected Persons specifically authorised to do so may conclude agreements or create legal relationships or in any way bind AVI, or any entity within the AVI Group.

9.2 In the event of any Affected Person being uncertain as to the levels of their authority, they should discuss the matter with an appropriate executive.

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

- 9.3 It is the responsibility of Affected Persons to ensure that all third parties with whom they do business on behalf of AVI, including customers and suppliers, are made aware of the extent of such affected person's levels of authority to ensure that the third parties only enter into agreements or other legal relationships after having been fully informed.
- 9.4 Preferably, Affected Persons should obtain written confirmation of their levels of authority from the appropriate executive.

**10 PROHIBITED PRACTICES RELATING TO COMPETITION**

- 10.1 Affected Persons must ensure that their conduct complies with the Competition Act, 1998, and Rules, as well as the AVI Competition Compliance Policy. Any contravention of the Act and Policy is strictly prohibited and shall be investigated by the relevant AVI representatives and the appropriate remedies followed, to the extent permitted by law. Affected Persons are deemed to have familiarised themselves with the Competition Commission Guidelines on the Exchange of Competitively Sensitive Information with Competitors at – <https://portal.avi.co.za/Legal/Legislation/Forms/AllItems.aspx>.

**11 GIFTS, HOSPITALITY AND FAVOURS**

- 11.1 Affected persons may act contrary to AVI's interests where they are offered gifts, hospitality, other favours, preferential treatment, or any other form of gratification (as defined in section 1 of the Prevention and Combating of Corrupt Activities Act), whether for such Affected Person or another person.
- 11.2 Affected Persons may not accept gifts, hospitality, favours, preferential treatment, or any other form of gratification - whether for themselves or another person - from AVI's stakeholders, in particular customers or suppliers (of goods or services) of the AVI Group.
- 11.3 Affected persons may never accept money or a redeemable voucher from a customer or supplier.
- 11.4 Affected persons are obliged to disclose all gifts, hospitality and favours offered. Disclosure must be in writing to a business unit or subsidiary Executive.
- 11.5 Where gifts are delivered to an Affected Person, the Affected Person must return such gift to the donor with an appropriate explanation of AVI's policy in this regard. Should the gifts be perishable, they should be donated to charity and the appropriate explanation on the AVI policy as well as the action taken communicated to the donor.
- 11.6 Where it would be culturally insensitive and/or inappropriate to return gifts, such items should be donated to charity and the donor diplomatically advised of the action taken and the reasons for such action.

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

- 11.7 Affected persons are obliged to report any incident relating to this clause 11 of the Code. Any gift or sponsorship, which may be construed as, amongst other things, a bribe, will be treated as such by AVI.
- 11.8 Affected Persons may from time to time be invited to attend and/or participate in supplier- and/or customer-hosted conferences intended in general to deal with the supplier's business outlook and future needs. Affected Persons must obtain permission in writing from a relevant executive in order to attend such conferences. Attendance at such conferences will always be at the expense of the affected AVI Group company. Attendance at such conferences without express prior written permission will constitute misconduct and a breach of this Code. Affected Persons attending such conferences must pay particular attention to the provisions of clauses 10, 16, and 17.
- 11.9 Similarly, Affected Persons must take care to ensure that when they host customers, suppliers, or any other business associates, they do so for legitimate business purposes only and in a manner which would not be considered overly lavish or not in keeping with the spirit of this Code.
- 11.10 The above provisions apply to all Affected Persons at all times, even if the employee is on leave at the time the offer is made.

**12 PERSONAL INVESTMENTS AND INSIDER TRADING**

- 12.1 As a publicly listed company the Listings Requirements of the JSE Limited, and the provisions of the Financial Markets Act apply to AVI.
- 12.2 AVI respects the right of all Affected Persons to make personal investment decisions as they see fit provided that these decisions do not contravene the provisions of the Code, any applicable legislation, or policy or procedure established at the various operations of AVI. In particular the AVI Closed Period Policy should be carefully considered and adhered to. This Policy is available for reading on or downloading from the AVI Intranet. Any queries regarding this Policy should be addressed to the AVI Company Secretary.
- 12.3 Affected persons should ensure that no investment decision made for their own account could reasonably be expected to adversely influence their judgement or decisions in the performance of their duties on behalf of AVI.
- 12.4 Any director of AVI or any of its subsidiaries, the Company Secretary or any other person who is a member of the executive committee or other similar body of AVI or any of its subsidiaries or any family trust, family company or similar organisation which has such employee or any member of his or her immediate family as a trustee, beneficiary or shareholder, is prohibited from dealing in the listed securities of AVI during the closed periods defined in the AVI Closed Period Policy.
- 12.5 Prior to dealing in AVI shares:-

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

- 12.5.1 Non-executive directors must notify the AVI chairman; and
- 12.5.2 Executive directors and senior Affected Persons must receive written clearance from the CEO.
- 12.6 The Financial Markets Act defines inside information as “specific or precise information, which has not been made public and which – (a) is obtained or learned as an insider; and (b) if it is were made public would be likely to have a material effect on the price or value of any security listed on a regulated market”.
- 12.7 AVI is a company with securities listed on the JSE Limited and is governed by the provisions of the Act.
- 12.8 In terms of the Act any person who has inside information is an insider and is subject to the provisions of the Act.
- 12.9 Any insider who knows that he or she has inside information and who deals, directly or indirectly, for themselves or any other person in the securities listed on a regulated market to which the inside information relates or which are likely to be affected by it, commits an offence in terms of the Act.
- 12.10 All Affected Persons may become insiders by virtue of their access to inside information and must ensure that they do not infringe the provisions of the Act. If any affected person is in doubt as to their obligations and responsibilities regarding compliance with this issue they should discuss this with an appropriate subsidiary or business unit executive or contact the Company Secretary to obtain information and guidance.

**13 REMUNERATION**

- 13.1 AVI remunerates Affected Persons based upon formal remuneration scales and rates for salaries, wages, benefits, and other regular remuneration. No employee may receive commissions or other remuneration related to the sale of products or assets of AVI, except as specifically provided in terms of his/her terms of employment.
- 13.2 Affected persons may not receive any money or item of value other than regular remuneration and incentives, either directly or indirectly, for negotiating, procuring, recommending or aiding in any transaction made on behalf of AVI, nor have any direct or indirect financial interest in such a transaction.
- 13.3 All payments to Affected Persons for regular remuneration and incentives must be made through the relevant company payroll system and no cash payments may be made.

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

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**14 POLITICAL AND UNION SUPPORT**

- 14.1 AVI is an apolitical enterprise and its funds, goods, or services may not be used as contributions to political parties and/or their candidates and/or unions and/or union officials, and AVI facilities may not be made available to political candidates and/or union officials or their campaigns (other than as specifically provided for in formal recognition agreements between AVI Group companies and unions).
- 14.2 AVI encourages the personal participation of Affected Persons in the democratic process and respects their right to absolute privacy with regard to personal political and/or union activity, membership of political parties and/or unions, and the right to freedom of association. AVI will not attempt to influence any such activity provided there is no disruption to work-place activities and it does not contribute to industrial unrest.
- 14.3 AVI also however, has a duty to create and maintain a neutral work environment. Uncontrolled political and/or union activity in the workplace could lead to unnecessary tension.
- 14.4 AVI therefore does not allow the wearing by employees of clothing bearing political and/or union slogans or political party and/or union regalia, such as t-shirts or caps, in the workplace owing to the potentially provocative nature of such clothing. Affected Persons will be refused access to an AVI worksite in the event that they arrive in clothing branded with political and/or union slogans or in political party and/or union regalia.
- 14.5 Notwithstanding the provisions of clause 14.4, union officials (excluding employee shop stewards or other employee union representatives) engaged on legitimate union business in accordance with the provision of a recognition agreement between AVI Group companies and the union, may wear clothing branded with union slogans and/or union regalia whilst on AVI worksites.

**15 COMPANY FUNDS AND PROPERTY**

- 15.1 All Affected Persons who have access to AVI's funds and property in any form must follow prescribed procedures for recording, handling, and protecting such.
- 15.2 Affected persons must at all times, ensure that AVI's funds and property are used only for legitimate company business purposes. Where an employee's position requires business funds to be spent, it is the individual's responsibility to use good judgement on behalf of the business and to ensure that appropriate value is received by the business for such expenditure.
- 15.3 Affected persons may not open or operate unauthorised bank accounts for the deposit of the funds of any entity within the AVI Group.
- 15.4 If Affected Persons become aware of any evidence that the funds or property of any

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

entity in the AVI Group may have been misappropriated and/or used fraudulently or improperly, they should immediately and confidentially advise AVI as set out in clause 28 of the Code.

- 15.5 Affected persons have access to one or more forms of electronic media and services being computers, e-mail, telephones, voicemail, fax machines, external electronic bulletin boards, wire services, on-line services, the Internet, the World Wide Web, etc. ("electronic media and services"). Electronic media and services provided by AVI are company property, and their purpose is to facilitate company business. They are not to be used for knowingly transmitting, retrieving or storing any communications which are, inter alia:-
- 15.5.1 discriminatory or harassing;
  - 15.5.2 derogatory to any individual or group;
  - 15.5.3 obscene or pornographic;
  - 15.5.4 defamatory or threatening in nature;
  - 15.5.5 so called "chain letters";
  - 15.5.6 unlawful in nature;
  - 15.5.7 contrary to Company policy; or
  - 15.5.8 contrary to AVI's interests.
- 15.6 Subject to the provisions of the relevant AVI IT policies, with which all Affected Persons are deemed to have familiarised themselves, limited, occasional or incidental use of electronic media for personal, non-business purposes is acceptable; however, Affected Persons must demonstrate a sense of responsibility and must not abuse the privilege.
- 15.7 Notwithstanding any other provisions of this Code or any Group IP policy, Affected Persons are not be permitted to use AVI electronic media for streaming services, including but not limited to, Netflix, Disney+, Amazon Prime, or YouTube, unless for appropriately authorised AVI business purposes only.
- 15.8 AVI will routinely monitor usage patterns for both voice and data communications, as well as electronic media usage. It reserves its right to review any electronic files and messages to ensure that electronic media and services are not excessively used for personal purposes and that their use is in compliance with the law and the Code.
- 15.9 Affected persons must familiarise themselves with the content of the Group IT policies and ensure that they comply with the procedures and standards contained therein.



**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

**16 CONFIDENTIAL, PROPRIETARY, COMPETITIVELY SENSITIVE AND PRICE SENSITIVE INFORMATION**

- 16.1 Confidential, proprietary and competitively sensitive information is any information or knowledge that belongs to AVI, the disclosure of which information could disadvantage AVI's competitiveness or harm its financial well-being or any other protectable interests ("Confidential Information").
- 16.2 Price sensitive information means, in terms of the JSE Listing Requirements, unpublished information that, if it were made public, would be reasonably likely to have an effect on the price of AVI's securities ("Price Sensitive Information").
- 16.3 When a legitimate business need arises to disclose Confidential Information or Price Sensitive Information outside AVI, Affected Persons must ensure that a confidentiality and non-disclosure agreement (in accordance with the AVI Confidentiality and Non-Disclosure Agreement to be found at <https://portal.avi.co.za/Employees/AVIBU%20Policies/Forms/AllItems.aspx>) is entered into with the other party. AVI Legal should be approached for assistance in this regard.
- 16.4 AVI documents should not include any material that can be interpreted or characterised as suggesting that AVI is planning or even considering any course of conduct that is exclusionary in terms of current competition law, predatory, anticompetitive, contrary to law, or otherwise contrary to AVI's commitment to ethical, and lawful competition and practices. All Affected Persons who create documents (including notes and e-mail messages) should use with great care words that have special legal significance in matters of anti-competitiveness and regulatory contexts.
- 16.5 Confidential Information and Price Sensitive Information includes but is not limited to information relating to:
- 16.5.1 AVI's business, financial, marketing and service plans;
  - 16.5.2 product information;
  - 16.5.3 research and development activities and results, inventions and patent applications;
  - 16.5.4 customer and employee records;
  - 16.5.5 electronic network and communication infrastructure;
  - 16.5.6 manufacturing and service processes or know-how, including recipes; and
  - 16.5.7 any information that could reasonably affect the listed AVI share price; including acquisitions, disposals and mergers.

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

- 16.6 In the absence of a clear rule, Affected Persons must assume that all information received is to be held in confidence.
- 16.7 Affected Persons are responsible for ensuring that Confidential Information and Price Sensitive Information is protected from theft, unauthorised disclosure or inappropriate use and for compliance with security procedures for computer systems, whether working in or away from the office, including ensuring that laptops and other mobile devices are locked at all times when the Affected Person is not using them and are made inaccessible to third parties.
- 16.8 Affected persons are urged to use common sense to prevent the inadvertent disclosure of Confidential Information and Price Sensitive Information when answering questions from outsiders or using internal information systems. Affected persons must guard against being overheard when discussing Confidential Information and Price Sensitive Information in public places such as restaurants, aeroplanes, elevators, etc. and when using cellular telephones. In addition, Affected Persons should not discuss AVI Confidential Information and Price Sensitive Information with family or friends.
- 16.9 In all contact with competitors Affected Persons must avoid discussing AVI Confidential Information and Price Sensitive Information and must take note of the provisions of the Competition Act, 1998, as well as the Competition Commission Guidelines on the Exchange of Competitively Sensitive Information between Competitors, to be found at –
- <https://portal.avi.co.za/Legal/Legislation/Forms/AllItems.aspx>.
- 16.10 Affected Persons are deemed to be familiar with all AVI policies dealing with Confidential Information.
- 16.11 Affected Persons may not send Confidential Information or Price Sensitive Information to their personal or private email addresses for any purpose other than legitimate and authorised AVI business purposes and with appropriate authorisation.
- 16.12 Affected Persons may not use AVI documents as “templates” for the creation by themselves or third parties of their own versions of such documents or for other, unauthorised, purposes. All AVI documents, in whatever format, constitute Confidential Information and are not to be shared outside of AVI unless in terms of specific requirements and parameters of an Affected Person’s function and duties and on the basis that all sharing of such Confidential Information is for legitimate and authorised AVI purposes.
- 16.13 Confidentiality provisions in contracts of employment must be read together with this Code and neither the Code nor the provisions of any contract of employment constitute a limitation on the provisions of the other.

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

**17 COMMUNICATIONS AND DEALINGS WITH THIRD PARTIES**

- 17.1 Disclosure of Price Sensitive Information about AVI, which is not in the public domain, is likely to be considered as insider information.
- 17.2 AVI is committed to fair disclosure of material information to all its stakeholders, while avoiding selective disclosure.
- 17.3 AVI will communicate with the investment community and its shareholders through the CEO or CFO.
- 17.4 No employee is authorised to formally communicate material information, non-public, or financial information about AVI without authorisation from the CEO or CFO. Material information can include but not be limited to:-
- 17.4.1 financial news;
  - 17.4.2 business and product news;
  - 17.4.3 management news;
  - 17.4.4 labour news;
  - 17.4.5 litigation claims; and
  - 17.4.6 shareholding changes.
- 17.5 All media interviews are to be managed or coordinated by the CFO. All relationships with the media are to be handled in a professional manner and no employee is permitted to deal directly with the media without consultation with or the support of the CFO. Affected persons who are approached by the media should refer them to the CFO.
- 17.6 All communications and dealings with third parties are subject to the provisions of the AVI Policy on Communications and Dealings with Third Parties, with which Affected Persons are deemed to have familiarised themselves.

**18 INTELLECTUAL PROPERTY**

- 18.1 Any intellectual property rights in inventions, improvements to inventions, copyrights, patents, designs, formulae, trademarks, domain names, trade secrets, confidential information, or other intellectual property which may arise out of employment with AVI and/or use of AVI facilities will automatically become the exclusive property of AVI without exception and the ownership thereof will vest in AVI.
- 18.2 Affected Persons may in turn not reproduce, distribute or alter copyrighted materials

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

from literature, computer software, visual or audio recordings without the permission of the copyright owners or their authorised agents. All computer software used in connection with AVI's business must be properly licensed and used only in accordance with that license. Violations or suspected violations of computer security measures, controls or software/licensing agreements must be reported to AVIITSS.

- 18.4 Affected Persons are subject to the provisions of the AVI Intellectual Property Policy, with which all Affected Persons are deemed to have familiarised themselves.

**19 COMPANY RECORDS**

- 19.1 Company records include, amongst others, accounting records, bank records, business records, employee records, historical records, insurance records, legal records, payroll records, personal information, recruitment records and brand records. In the context of this Code "Records" shall mean all business records of the AVI Group, including written, printed and recorded materials, as well as electronic records (e.g. e-mails, outlook calendars, and documents saved electronically).

- 19.2 Accurate and reliable Records of many kinds are necessary to meet AVI's legal and financial obligations and to manage its affairs.

- 19.3 AVI's Records should reflect all business transactions in an accurate and timely manner. Undisclosed or unrecorded revenues, expenses, assets or liabilities are not permissible, and Affected Persons responsible for accounting and Record-keeping functions are expected to be diligent in enforcing proper practices.

- 19.4 Records should be retained according to legal requirements, with which all Affected Persons are deemed to have familiarised themselves.

**20 DISCRIMINATION, VIOLENCE, AND HARASSMENT**

- 20.1 AVI is committed to the provision of a work environment that is free from discrimination, being any act or omission, including a policy, law, rule, practice, condition or situation which directly or indirectly imposes burdens, obligations or disadvantage on; or withholds benefits, opportunities or advantages from, any person on the basis of race, colour, religion, nationality, gender, sex, pregnancy, age, conscience, belief, culture, language, birth, disability, marital status, ethnic or social origin, sexual orientation, HIV and AIDS status, or any other ground where discrimination based on that other ground causes or perpetuates systemic disadvantage; undermines human dignity; or adversely affects the equal enjoyment of a person's rights and freedoms in a serious manner comparable to discrimination on a ground in terms of section 6(1) of the Employment Equity Act; complies with appropriate human rights legislation; and does not permit conduct that creates an intimidating or offensive work environment.

- 20.2 AVI prohibits all forms of Violence and Harassment, including but not limited to bullying, cyber bullying, intimidation, mobbing, online violence, psychological

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

violence and harassment, sexual gender-based violence and harassment, and victimisation, . All Affected Persons are responsible for ensuring that the workplace is free from all forms of Violence and Harassment.

- 20.3 Employees are deemed to have familiarised themselves with, and are required to comply with, inter alia, the provisions of the AVI policy on the Prevention and Elimination of Harassment in the Workplace, which can be found at –

[https://portal.avi.co.za/Employees/SitePages/Policies\(1\).aspx](https://portal.avi.co.za/Employees/SitePages/Policies(1).aspx).

**21 POPI ACT**

- 21.1 AVI is committed to keeping personal information regarding Affected Persons truly private and confidential.
- 21.2 The collection, receipt, recording, organisation, collation, storage, updating or modification, retrieval, alteration, consultation, use, dissemination, merging, linking, restriction, degradation, erasure or destruction of personal information ("processing") will all be done strictly in accordance with the provisions of the POPI Act, and as more fully set out in the AVI Policy on the Protection of Personal Information and any specific practices and protocols that may apply.
- 21.3 Only such information as is necessary for a specific, explicitly defined, and lawful purpose may be collected and processed..
- 21.4 Personal information must be collected directly from the person concerned, alternatively from authorised public records.

**22 USE OF CCTV IN THE WORKPLACE**

- 22.1 AVI installs and operates closed-circuit television cameras and surveillance infrastructure in its workplaces in accordance with the provisions of the Policy on the use of Closed-Circuit Television in the Workplace.
- 22.2 Affected Persons are deemed to have familiarised themselves with the provisions of this policy, particularly insofar as it deals with the scope of each parties' rights and obligations in respect of the use of CCTV in the workplace in order to balance AVI's rights against the rights of its Employees and other third parties.

**23 LEGAL PROCEEDINGS**

- 23.1 Affected persons who are required to consult with any third party or who are subpoenaed to give evidence in any legal proceedings regarding any matter involving or related to AVI's business, should refer the matter to their Executive. The Executive must consult with AVI Legal.
- 23.2 Any employee who is not properly mandated to represent AVI in any legal

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

proceedings and who testifies or provides information on evidence without first referring the matter to his/her Executive, and without consulting with AVI Legal, will be subjected to disciplinary action. This misconduct may be serious enough to warrant dismissal, to the extent permitted by law.

**24 LABOUR RELATIONS**

24.1 AVI is committed to compliance with all relevant employment and labour laws and regulations in the jurisdictions in which AVI operates, as well as other relevant principles, including (where relevant and ratified by South Africa) the International Labour Organisation (“ILO”) and United Nation conventions. These include but are not limited to the following -

**24.1.1 Freedom of association and the right to collective bargaining –**

Every employee has the right to form, join and organize trade unions of their choice and to bargain collectively with the company as set out more fully in Chapters II and III of the Labour Relations Act and as read with relevant ILO conventions, including those on Freedom of Association, Protection of the Right to Organise and Collective Bargaining. AVI will respect these rights and shall not interfere with the exercise thereof. Elected employee representatives will not be subject to discrimination, harassment, intimidation or retaliation for reason of their being members of a trade union or participating in trade union activities.

**24.1.2 Compensation and Working Hours –**

Salaries and wages paid to employees will meet or exceed legislated minimum standards. Working hours, overtime, shift allowances, salary deductions and other remuneration and working hours’ related matters will fully comply with the provisions of relevant legislation, including but not limited to the Basic Conditions of Employment Act, the Skills Development Levies Act, the Income Tax Act, relevant Sectoral Determinations, etc. as read with relevant ILO conventions, including those on Wages and Working Time.

**24.1.3 Prohibition of Child Labour –**

A child is defined in the Basic Conditions of Employment Act as “a person who is under 18 years of age” and any child labour is absolutely prohibited in AVI.

**24.1.4 Prohibition of Forced and Compulsory Labour and Disciplinary Measures -**

Forced labour is defined in the ILO convention number 29 as “all work or service which is exacted from any person under the menace of any penalty and for which the said person has not offered himself voluntarily”. All forced labour is absolutely prohibited in AVI.

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

**25 HEALTH AND SAFETY**

25.1 AVI is committed to ensuring a safe and healthy work environment for all Affected Persons. To this end all AVI companies must comply with all applicable legislation relating to occupational health and safety as well as environmental management and conservation as pertains to the industries in which the AVI subsidiaries and business units operate.

**26 SUBSTANCE ABUSE**

26.1 AVI is committed to a drug and alcohol-free workplace and adopts a zero tolerance policy. The use, possession, distribution or sale of drugs and/or alcohol whilst on AVI premises, in its vehicles or whilst conducting AVI business, is strictly prohibited.

26.2 For purposes of this policy the words “drug” or “drugs” means chemical substances, such as narcotics or hallucinogens, which affect the central nervous system, impairing the ability to function normally and causing changes in behaviour and often addiction. These include legal and illegal drugs, including but not limited to Dagga/Cannabis.

26.3 The use, possession, distribution, or sale of drugs or alcohol, while on AVI premises, in its vehicles or while conducting AVI business, is prohibited.

26.5 Affected Persons are subject to the provisions of any AVI policy on drugs and alcohol, with which policies Affected Persons are deemed to have familiarised themselves.

**27 DURATION OF THE CODE**

27.1 Certain provisions of the Code endure after an Affected Person’s employment terminates. These provisions relate in particular to:-

27.1.1 Proprietary and Competitively Sensitive Information (clause 16);

27.1.2 Intellectual Property (clause 18);

27.2 Should an Affected Person breach these parts of the Code after the termination of employment with AVI, AVI may enforce compliance through civil and/or criminal action.

**28 CONTRAVENTION OF THE CODE**

28.1 AVI will regard any contravention of the Code or any generally accepted standards of workplace conduct and behaviour as a serious matter which will be dealt with immediately. Any suspected or alleged contravention under investigation will be treated with utmost confidentiality.

28.2 If Affected Persons feel that their own actions have, or may have, contravened the

**AVI LIMITED**  
**GROUP CODE OF CONDUCT AND ETHICS**  
**JULY 2011**  
**(As amended March 2023)**

---

Code, they should advise their immediate supervisor, line manager or an appropriate executive.

- 28.3 If Affected Persons suspect that a contravention of the Code has been committed by another person in the employ or management of the AVI Group, they should promptly and confidentially report this, in writing, to their immediate superior, line manager or an appropriate executive or, if they feel for any reason unable to report it to any of the aforesaid persons, then to any organisation contracted by AVI for the purpose of receiving and following up such information, such as the Report It anonymous reporting hotline on 0800 126 126 or via the intranet based incident reporting system to ReportIt@AVI.
- 28.4 The Code is a material term of all Affected Persons' employment contracts and contravention of the Code is a serious matter which may result in disciplinary action and, to the extent permitted by law, may result in the termination of such person's employment. Certain breaches of the Code may also result in civil or criminal proceedings.

**29 REVIEW**

- 27.1 This Code will be reviewed by AVI Legal from time to time. Changes and/or updates to the Code will be published on the AVI Intranet at - [https://portal.avi.co.za/Employees/SitePages/Policies\(1\).aspx](https://portal.avi.co.za/Employees/SitePages/Policies(1).aspx).
- 27.2 Employees are required to familiarise themselves with changes and/or updates to the Code as published from time to time. Ignorance of the Code or any changes and/or updates thereto will be no excuse for contravening the provisions thereof.