

CODE OF ETHICS AND CONDUCT (“this Code”) TFM Industries (Pty) Ltd (“COMPANY”)

The Company places a high premium on integrity and ethical standards. This Code sets out the principles and standards which the Board, management and employees of the Company have to adhere to when dealing with each other, shareholders, other stakeholders and the broader community in ensuring that the Company remains competitive in the long term.

1 Rules of Conduct

- (a) The Board and senior executives are committed to conducting themselves with integrity and honesty in accordance with this Code.
- (b) Directors, management and employees shall deal with the Company's customers, suppliers, competitors and each other with honesty, fairness and integrity and observe the rule and spirit of the legal and regulatory environment in which the Company operates and shall strive to cultivate harmonious and productive dealings by showing courtesy, tolerance and mutual consideration in dealings with others.

2 Responsibility to Shareholders

The Company aims to comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

3 Respect for the Law

The Company aims to comply with all local legislative and common law requirements. Any transgression from the applicable legal rules is to be reported to the Managing Director as soon as a person becomes aware of such a transgression.

4 Conflicts of Interest

Directors, management and employees must not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company. Where a real or apparent conflict of interest arises, the matter should be brought to the attention of:

- (a) the Chair in the case of a Board member;
 - (b) the Managing Director in the case of a member of management,
 - (c) a supervisor or manager in the case of an employee,
- so that it may be considered and dealt with in an appropriate manner for all concerned.

5 Protection of Assets and Information

Directors, management and employees must protect the assets of the Company to ensure availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company and that no property, information or position belonging to the Company or opportunity arising from these are used for personal gain or to compete with the Company.

6 Confidential Information

Directors, management and employees must respect confidentiality of all information of a confidential nature which is acquired in the course of the Company's business and not disclose or make improper use of such confidential information to any person unless specific authorisation is given by the Managing Director or his appointed agent for disclosure or disclosure is legally mandated.

7 Employment Practices

The Company will use its best endeavours to ensure socially responsible employment practices. The Company will:

- (a) not engage in restriction of movement, excessive recruitment fees, confiscation of identity documents and/or passports, withholding of wages, abusive working conditions, debt bondage and violence, exploitation or abuse of any kind;
- (b) not employ child labour (less than 15 years of age);
- (c) respect and comply with applicable employment laws and collective bargaining agreements on working hours, leave, wages, benefits

8 Responsibility to the Community: Social and Environmental

- (a) The Company will recognise, consider and respect environmental issues and other community concerns which arise in relation to the Company's activities and comply with all applicable legal requirements.
- (b) The Company shall endeavour to commit resources towards socio-economic and enterprise development and will manage these contributions in accordance with the BBBEE Code of Good Practice. No socio economic or enterprise development grant will be used for bribery or corrupt practices.

9 Responsibility to the Individual: Privacy and Confidentiality

The Company recognises and respects the rights of individuals and will comply with the applicable legal rules regarding privacy, and the use of privileged or confidential information.

10 Obligations Relative to Fair Trading and Dealing

- (a) The Company will deal with others in a way that is fair and will not engage in deceptive or corrupt practices.
- (b) Giving and receiving gifts and entertainment must always be for a bona fide business purpose, modest and occasional. The Company and its employees will not offer nor receive anything of inappropriate value, nature and frequency for the purpose of exerting undue influence in order to obtain, retain or direct business to the Company or any of its subsidiaries or affiliates. All gifts offered or received must be reported in the Gifts/Entertainment Register (the “Register”) for evaluation and consequence management by the management committee. No gift should exceed the level of common business courtesy associated with general commercial practice.
- (c) Bribes are prohibited.
- (d) The Company is committed to complying with laws pertaining to fair pricing, fair competition and consumer protection. The Company is committed to complying fully with international trade laws, including anti-bribery, export control, and customs.

11 Lobbying and membership of trade associations

- (a) As a responsible corporate citizen, the Company may from time to time need to engage in debates or share its views on policy matters which relate to the Company's business and activities and public policy issues. This will generally not include political lobbying and shall never be used with corrupt intentions or to exert undue influence. Lobbying may only be done by authorized officials.
- (b) The Company participates in trade associations for a variety of reasons, including networking, building industry skills and monitoring of industry policies and trends. Company participation in trade associations, including membership on a trade association board, does not mean that the Company agrees with every position a trade association takes on an issue.

Reporting and Non-retaliation

- 12 (a) Any suspected or actual violation of this Policy should immediately be reported to the employee's line-manager, management committee member, chairman of the Board or chairman of the Social and Ethics Committee, or via a note posted in the Report mail box in each plant.
- (b) Any employee reporting a violation will not suffer any form of retaliation, reprisal or detriment from the Company for raising a concern or reporting in good faith a violation of this Policy.

Quality

- 13 (a) The Company is committed to quality and quality improvement processes are essential to its growth and prosperity. The Company provides quality design, manufacture, assembly, conversion and modification services and endeavours to provide the customer with goods and services to the agreed requirement in accordance with the specifications.
- (b) The directors, management and employees are responsible for quality control through the Quality Management System seeking improvement by constant review, with suppliers and sub-contractors being encouraged to co-operate. The Company is committed to achieving customer satisfaction by the use of quality procedures which will be operated to meet or exceed the requirements of ISO 9001. The company provides training and has established systems to assist all personnel to achieve the standards required. The Quality Manager is responsible for monitoring the quality system and reports regularly to the Managing Director on the system's implementation, status and effectiveness.