



ANNEXURE A

DISCLOSURE POLICY

1. BENEFITS, GIFTS, AND HONORARIA

A "benefit" is anything reasonably regarded as pecuniary gain or pecuniary advantage, including benefit to any other person in whose welfare an employee has a direct and substantial interest.

1.1 Gift

- Employees who receive a gift (e.g., product, customer outing or a commemoration of a business transaction) that might not be appropriate under these guidelines, but is impractical or offensive to refuse, may accept the gift and then promptly report it to their supervisor. The employee and Management can then discuss the appropriate response.
- *Felix Unite Group employees must never ask for gifts, gratuities or other items that benefit them personally, regardless of value.* Employees are expected to exercise good judgment in accepting gifts from suppliers, customers or other business associates. Employees must disclose all and any gifts received and should talk to Management when in doubt as to whether a gift is appropriate.
- All and any gift must be declared to Management ,failure to do so will lead to disciplinary action.

1.2 Bribery:

- No Felix Unite Group employee may solicit, offer, or accept any benefit in exchange for his or her decision, opinion, recommendation, vote, or other exercise of official power or discretion.
- All Felix Unite Group employees shall endeavour to avoid situations giving a reasonable apprehension of personal benefit or conflict of interest.
- In the event that a Felix Unite Group employee becomes involved in a situation where he or she has a conflict of interest, or there is the potential for a conflict of interest, he or she is obliged to inform his or her immediate manager.

1.3 Prohibited Benefits:

- Felix Unite Group employees who exercise discretion in connection with contracts, purchases, payments, claims, and other pecuniary transactions may not solicit, accept, or agree to accept any benefit from any person the employee knows is interested in or is likely to become interested in any contract, purchase, payment, claim, or transaction involving the employee's discretion. This prohibition does not apply to items having a value of less than R50, not including cash or negotiable instruments.

1.4 Awards:

- Felix Unite Group employees may accept plaques and similar recognition awards, including achievement and recognition awards from the Felix Unite Group.

1.5 Honoraria:

- Felix Unite Group employees may not solicit, accept, or agree to accept an honorarium in consideration for services they would not have been asked to provide but for their official position or duties. This prohibition includes a request for or acceptance of a payment made to a third party if made in exchange for such services.

2. *Outside employment or Consultation:*

- Full-time Felix Unite Group employees are expected to devote their time and talents on a full-time basis to their assigned duties and responsibilities. Outside employment may be only be allowed if authorised by company Managing Director & Group Managing Director and provided that the following conditions are met:
 - It does not interfere with the quality of performance of the employee;
 - It is reasonable in amount of time taken for outside employment and its related activities;
 - It does not bring an employee into conflict with the interests of the Felix Unite Group;
 - It is approved in advance by the appropriate Felix Unite Group official.

Note: Any request for employment which is permanent or semi-permanent in character (such as consulting service with a specific firm on an annual basis) or any employment which will be considered other than temporary must be submitted by the appropriate Felix Unite Group officer or to the CEO for final approval.

3. Disclosure of Interest:

3.1. Disclosure of Interest Where Exercise Discretion

- All managers and staff who exercise discretion in connection with Felix Unite Group investments, tendering procedures, the granting of contracts, license applications; services, purchases, payments, claims, other pecuniary transactions of government and any other activities requiring the exercise of Felix Unite Group official discretion, shall file annually with the CEO a report disclosing the following information regarding themselves, their spouses, and their dependent children (if the reporting individual had actual control over that activity for the preceding calendar year):
 - The names of all corporations, both for-profit and not-for-profit, for which the person serves as a member of the governing board in the capacity of a director, advisory director, trustee, or otherwise.
 - The names of all corporations of which the person serves as an executive officer.
 - The name of any partnership, limited partnership, proprietorship, or other business association of which the person is a partner, joint venturer, or owner.
 - The amount of any compensation received for services related to the above, including any benefits, direct or indirect (reported by range of amounts).
 - All business entities in which the person holds a controlling interest or is the principal shareholder.
 - All business entities in which the person owns a 10% or more interest, whether voting or nonvoting, in shares, stock, or otherwise, or of 10% or more of the profits, proceeds, or capital gains.
 - Whether the person is employed by any business entity (including self-employment), and the name of the employing entity.
 - Knowledge concerning whether any of the business entities described in 1 through 7, above, have any relationship to the Felix Unite Group, and a brief description of such relationship.

3.2. Disclosure Of Interest Where Property Is To Be Acquired:

- All managers and employees who exercise discretion or influence regarding purchases of property, whether in the form of investments, goods, are required to disclose any legal or equitable interest in property that is to be acquired with public funds.
 - Such disclosure shall be made by filing an affidavit detailing the interest with the CEO.

- Such filing must be completed within 10 days before the date on which the property is to be acquired by purchased.

4. Nepotism

- All Felix Unite Group managers and employees who exercise appointive power are prohibited from appointing, voting for, or confirming the appointment of any person related to such employee within the third degree by consanguinity (blood) or within the second degree by affinity (marriage) when the salary or compensation for such person is to be paid from public funds.
- Relatives within the third degree by consanguinity include an employee's parent, child, grandparent, sibling, grandchild, great-grandparent, uncle, aunt, nephew, niece, and great-grandchild.
- Relatives within the second degree by affinity include the employee's spouse; the spouse's parents, grandparents, and siblings; the employee's son- or daughter-in-law; and, the employee's grandchild's spouse.
- If the related person continues in such a position, the appointive employee may not participate in any deliberation or voting on the appointment, reappointment, confirmation of the appointment or reappointment, employment, reemployment, change in status, compensation, or dismissal of the related individual if that action applies only to that individual and is not taken regarding a bona fide class or category of employees.
- Departments or comparable administrative units may employ individuals who are related as spouse, as parent-child, or as sibling provided such employment does not cause one such relative to
 - have responsibility for the direct or indirect supervision of the other relative, or
 - have authority over the salary received or other terms and conditions of employment of the other relative.
- Employment under either of these latter two conditions may be authorised only by the CEO. These conditions apply to the continuation of employment as well as the initial appointment.