

## Code of Conduct

### TT-FOA-01

Effective Date

Standard Operating Policy – Finance,  
Operations & Administration

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### Approvals

The signatures below confirm that the reviewers agree with the content of the document and that this document is approved for implementation within Tshiamiso Trust.

Name	Position	Signature	Date
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## A LETTER FROM THE CHAIRPERSON

The Tshiamiso Trust (Trust) was established in December 2019 to ensure that eligible former and current gold mineworkers with silicosis or work-related TB (or, in case of deceased mineworkers, their dependants) are compensated.

The establishment of the Trust is the culmination of an historic R5 billion settlements between six South African mining companies – African Rainbow Minerals, Anglo American South Africa, AngloGold Ashanti, Gold Fields, Harmony and Sibanye-Stillwater (and some of their affiliates); representatives of the mineworkers; and lawyers – Richard Spoor Inc, Abrahams Kiewitz Inc, and the Legal Resources Centre, who brought the class action on behalf of those mineworkers. The settlement was approved by a full bench of the South Gauteng High Court on 26 July 2019 and became unconditional on 10 December 2019.

## OUR VISION

*Tshiamiso is a Setswana word that means “to make good” or “to correct”, and our vision is to live up to our name. In our work, we strive to have a meaningful and positive impact on the lives of the beneficiaries of the Trust – eligible gold mineworkers and, in the case of deceased gold mineworkers, their dependants.*

## OUR PURPOSE

*Our purpose is to make the intentions and terms of the historic silicosis and TB settlement agreement a reality for the people it affects. We will work to ensure that eligible claimants receive the compensation that is due to them, and will seek to leave a positive legacy, in co-operation with the Compensation Commissioner (of the statutory Compensation Commission for Occupational Diseases) and the mining industry, by improving systems and processes to give mineworkers quick and easy access to the benefits to which they are entitled.*

## OUR CORE VALUES

### • Compassion and Care



#### Compassion and Care

We will be caring and compassionate in all our dealings with those who approach the Trust.



#### Integrity

We are honest and uncompromising in living our values and will be transparent in all that we do.



#### Dignity and Respect

We treat all who come to us with dignity and respect.



#### Competence

We carry out our role effectively and efficiently in accordance with the settlement agreement and court order.

***If our Purpose is our compass, then our Code of Conduct is our road map.***

Our Code of Conduct ensures that we hold ourselves and how we do business to a high standard. The Code sets requirements for conduct and serves as a foundation for the Trust policies, procedures, and guidelines, all of which provide additional guidance on expected behaviours.

Our actions, words and behaviours do matter.



Regardless of where we live or the job we do, when we do what's right—in other words, when we act with the highest integrity—we live our Purpose values, and show we truly care for the people we serve and respect the people with whom we work.

I am proud to lead the Trust exhibiting high ethical practices, including empowering our Employees to do the right thing.

I remind you to familiarise yourself with the Trust Code of Conduct and use it as your daily guide.

In a world that is increasingly complex, we must all remain vigilant to ensure that our words and actions reflect the right behaviour.

Thank you for doing your part to carry on our Purpose values and fulfil the obligations of our Code of Conduct.

This Code of Conduct provides critical tools that will help each of us as Employees and service providers forge a positive path to better serve all our key stakeholders.

*Signature*

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Professor May Hermanus  
**Chairperson**

## 1. INTRODUCTION

### 1.1. What is the Code of Conduct?

The Code sets basic requirements for conduct and serves as a foundation for our policies, procedures, and guidelines, all of which provide additional guidance on expected behaviours.

### 1.2. Why do we have a Code?

To ensure compliance with our values and to align our conduct with the governing laws of the country.

### 1.3. Why must we follow it?

To avoid any violation of the code, internal policies, and the law.

### 1.4. Who must follow the Code?

All Trustees, Employees, stakeholders, Service Providers, and affiliates of the Trust are required to understand and comply with the Code of Conduct, policies, and laws.

Managers have an additional responsibility to serve as positive role models, to assist their subordinates to review, understand and apply the Code.

Applicable provisions of this Code should be included in the contracts of third-party suppliers, manufacturers, contractors, vendors, and distributors doing business on behalf of the Trust.

### 1.5. Where can I go for advice and guidance on our Code?

Take advantage of the breadth of capabilities, resources and expertise that exist internally within the Trust, including:

→ **MANAGERS AND SENIOR LEADERSHIP**

are available to answer questions and are generally most familiar with the Trust guidelines that apply to the business activities.

→ **HUMAN RESOURCES**

can explain and answer questions about employment policies, benefits, and workplace issues.

→ **COMPLIANCE**

can offer advice and guidance on our interactions with healthcare professionals and government officials, and on the privacy and protection of personal information of our stakeholders.

→ **WHISTLEBLOWING HOTLINE (\*\*\*\*\*.co.za)**

is available 24 hours a day, seven days a week. It is independent, secure, and confidential. In most regions, Employees can choose to remain anonymous, but are encouraged to identify themselves and to provide as much information as possible so the Trust can conduct an efficient and effective investigation of the reported issue.

### 1.6. Every Employee's responsibility

Employees have the responsibility to assist in the enforcement of the Code, to report violations and where an employee suspects that a violation has occurred, they are required to report the matter and may elect when reporting the matter to reveal their identity or remain anonymous. Should an investigation ensue because of a report received from an employee, the reporting employee will be required to co-operate with the investigation.

### 1.7. Every manager's responsibility

Managers have the responsibility to set an example and act in a manner consistent with the Code, below are important guidelines to be followed:

- Act as a role model, demonstrating ethical behaviour in the performance of your duties.
- Make objective business-related decisions.
- Review the Code at least once a year with your Employees.
- Help Employees understand the Code and Trust policies and direct them to resources to help them live the Code every day.
- Ensure Employees are aware of, and trained in, the relevant laws, regulations and policies that govern the business activities in which they engage on the Trust's behalf.
- Create an environment that fosters and enables ethical behaviour, where Employees are comfortable speaking up without fear of retaliation.
- Take seriously any concern raised by an Employees that compromises the Code and determine if the issue should be escalated. If so, escalate the matter as soon as possible.
- Take corrective or preventive action when someone violates the Code.
- Fully support any investigation.



## 2. HOW WE CONDUCT OUR BUSINESS

### 2.1. WHAT it means

The Trust has the privilege of serving the current and former mineworkers who are potentially eligible for compensation, and it has the responsibility to know and follow all applicable laws and regulations.

### 2.2. WHY it matters.

Non-compliance with laws and regulations can result in civil and criminal fines and penalties, imprisonment and other commercial and/or personal disciplinary actions.

### 2.3. HOW we do it

The Trust has comprehensive policies and procedures that help Employees comply with laws and regulations.

#### 2.3.1. **Every Employee's duty**

Employees have a duty to comply and familiarise themselves with relevant laws, regulations and policies and procedures that govern the business activities that the Trust engages in.

We aspire to the highest standards and level of integrity for each of these business activities by:

- Complying with the laws, standards and regulations that apply to our processes (such as quality regulations and standards).
- Upholding ethical, scientific, and clinical standards, and complying with all laws and regulations.
- Ensuring the safety of beneficiaries, protecting their confidentiality, and complying with data protection laws.
- Complying with the laws and regulations that cover interacting with regulators and other government officials.
- Complying with the laws relating to quality and safety and complying with all requirements for reporting adverse events and complaints.

Each Employees must speak up if he or she believes that the Trust.

is not complying with a law or regulation.

#### 2.3.2. **Anti-corruption and anti-bribery laws**

- 2.3.2.1. The Trust has a zero-tolerance policy on fraud and corruption, and as such, the Trust takes a strong stance against corruption and bribery consistent with the anti-bribery and anti-corruption laws. We demand the same from our business partners. We strictly prohibit bribes, fraudulent conduct, kickbacks, illegal payments, and any other offer of items of value that may inappropriately influence or secure an improper

advantage with a government official, healthcare professional, beneficiary, or service provider.

**2.3.2.2.** We enter a wide variety of arrangements with both public and private entities and individuals, including healthcare professionals. We also interact with government regulators, non-governmental organisations, and authorities.

**2.3.2.3.** It is our duty to follow applicable laws and ethical standards prohibiting bribery and corruption, and to avoid inappropriately influencing the beneficiaries and suppliers. Value transfers to third parties must be at fair market value for services rendered and there must be a legitimate need for the goods and services. Grants and donations may only be provided if the Trust does not receive, and is not expected to receive, anything of value in return.

**2.3.2.4.** For additional guidance in this regard, consult our **Compliance Policy**, **Conflict of Interest Policy**, **Procurement Policy**, and the **Whistleblowing Policy**.

Where and with whom we conduct business may vary, but our approach is consistent:

- We treat business partners and other stakeholders and decision-makers with respect.
- We strive to work with third parties who also value and demonstrate high ethical standards in their business practices.

### **2.3.3. Procurement and fair purchasing**

**2.3.3.1.** Public bodies are subject to legislation governing how they procure services. As a supplier of services, we are also required to comply with these laws. There must not be any inappropriate influence or transfer of value. Employees who are involved in tender processes, or who offer to provide our services under a contractual agreement to a public authority, must understand and follow the rules of public procurement. These rules can be complex but are critically important to our business.

**2.3.3.2.** The Trust purchases many items necessary to support our work, such as supplies and equipment for our offices, and catering services for our meetings. When making these and other purchases, we must act impartially toward vendors, suppliers, and other service providers. Employees are required to follow the Trust's **Procurement Policy**.

### **2.3.4. Privacy**

**2.3.4.1.** While conducting business, we collect and store personal information about Employees, business partners, healthcare professionals, beneficiaries, and others, such as addresses, birth dates and financial, medical, and other information.

- 2.3.4.2. When we collect and process personal information, we must comply with applicable laws and the Trust's privacy policies. For additional guidance, consult our Protection of Personal Information Policy and the Promotion of Access to Information Manual.
- 2.3.4.3. Personal information should be collected only for legitimate business purposes, shared only with those who are permitted access, protected in accordance with security policies and retained only for as long as necessary. We must also ensure that third parties with access to personal information are contractually obligated to protect it in accordance with applicable data security standards.

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### 3. FAIR TREATMENT OF EMPLOYEES

#### 3.1. WHAT it means

We treat each other with dignity and respect. Each of us deserves an inclusive workplace where we are fairly compensated and can do our best work.

#### 3.2. WHY it matters

Different thoughts, abilities, experiences, and individual characteristics make our work environment richer and lead to better decisions and results. When our Employees are fully engaged and empowered, we drive innovation and create solutions that benefit communities.

#### 3.3. HOW we do it

By keeping our workspaces safe and healthy and creating a sense of belonging by providing equal opportunities for all.

#### 3.4. Engaging our workforce

At the Trust, we believe in the power of people and value a diverse and inclusive culture, rooted in the ethical behaviours, respect and integrity inherent in our Purpose. An engaged, high-performing, and diverse workforce will better understand and address the challenges and needs faced by our beneficiaries and communities.

#### 3.5. Non-discrimination and preventing harassment and bullying

The Trust provides equal opportunities for employment reasonable steps are taken to accommodate qualified individuals with disabilities and individuals with needs related to religious observance or practice. Employment decisions are based on merit through the consideration of qualifications, skills, and achievements, we have zero tolerance for any discrimination based on characteristics such as age, gender, race, ethnic background, sexual orientation, gender identity, origin, or religious beliefs including harassment or bullying. These provisions are applicable to all employee interactions, beneficiaries, contractors, suppliers' stakeholders and employment applicants, and any other interactions where Employees represent the Trust.

#### 3.6. Safe and healthy work environment

- 3.6.1. At the Trust, we are committed to providing a safe and healthy workplace for Employees, contractors and visitors working within, or visiting, our facilities and premises.
- 3.6.2. All Employees and visitors are responsible for keeping the safety and health of all as a top priority and should:
  - Promptly report unsafe or hazardous conditions to supervisors and hosts.
  - Comply with all policies, standards and procedures relating to workplace health and safety.
  - Comply with all applicable workplace health and safety laws and regulations.

### 3.7. Use of social media

- 3.7.1. Social media includes any digital communication channels that allow individuals to create and share content and post comments. Employees must comply with all policies in their use of social media and related Trust content and assets.
- 3.7.2. Our policies apply to communications related to job responsibilities and to personal communications that may impact the Trust. In personal activities on social media, Employees should be respectful and recognize that their conduct may impact the way others view who we are and what we stand for.
- 3.7.3. Employees should be alert to, and comply with all reporting obligations, including adverse event reporting procedures and protecting the Trust's confidential information.
- 3.7.4. Employees should be mindful of the content created, shared, and posted, remembering that the internet is a public place. Always use good judgment when engaging in social media activity. Be aware of the difference between social communication and business communication, as most social media platforms and mobile applications are not approved for business-related communication between colleagues or between internal and external stakeholders.

## 4. FINANCIAL INTEGRITY & PROTECTING OUR ASSETS

### 4.1. WHAT it means

We keep complete and accurate financial records that represent the condition and results of the Trust. We protect the Trust's property, assets, and confidential information.

### 4.2. WHY it matters

Financial integrity helps us maintain the trust and confidence we have built with governments, communities, beneficiaries, Employees, and other stakeholders.

#### 4.3. HOW we do it

Multiple controls are in place to protect and preserve our financial integrity. Every Employees, regardless of title or function, is responsible for following the policies and procedures that involve the Trust's funds, the reporting of financial and non-financial results, and the use of Trust property and assets.

#### 4.4. Accuracy of Trust records and reports

4.4.1. The Trust must keep accurate books and records that maintain the integrity of the Trust's financial reporting, support internal decision-making, and strengthen our reputation with stakeholders. Legislation requires us to be honest and accurate in our financial records, so that they appropriately reflect our business transactions. In addition, we are required to develop and maintain an adequate system of internal accounting controls. To report financial information truthfully, completely, and in a timely fashion. Inaccurate financial reporting could undermine stakeholder confidence, impact our reputation, and subject the Trust to negative publicity and penalties.

4.4.2. Below are examples of how we build financial integrity into our work processes:

- We purchase products and services based on quality, price, and service—never based on giving or receiving payments, gifts, entertainment, or favours, or based on other relationships with suppliers.
- We record income and expenses during the appropriate accounting period in accordance with generally accepted accounting principles.
- We prohibit the use of Trust funds, assets, or information for any illegal purpose, including the purchase of privileges or special benefits through bribes, illegal political contributions, or other illicit payments.
- We disclose and record all funds and assets of the Trust in the appropriate reporting period.
- We keep accurate Trust books and records and do not make false or artificial entries for any reason.

4.4.3. Here are a few rules to keep in mind:

- ➔ Always follow the Trust's procurement policies. If you are not sure what the policies are, ask your manager.
- ➔ Be sure to have all payments or usage of Trust funds reviewed and approved, as required, by the appropriate manager.
- ➔ Clearly and accurately describe all requests for payments and provide supporting documentation; use the proceeds only for the requested and approved purpose.

#### 4.5. Use of Trust assets

The use of Trust assets is required to support our work every day, assets are placed in our care to be used only for legal, authorised, and appropriate reasons. When working with Trust information or technology tools (such as laptops, email, apps, databases, etc.), Employees should set up complex passwords that cannot be easily guessed and should never share passwords. Trust information should not be stored with unapproved internet or cloud services that may not be protected and may be accessed by unauthorized people. For additional guidance, consult our **Fraud Prevention Policy**.

#### 4.6. Intellectual property and confidential business information

The intellectual property and confidential information of the Trust are irreplaceable assets. We must secure and protect the use of these valuable assets. Intellectual property includes copyrights, patents, trademarks, brand names and logos, research and development, inventions, and trade secrets. At all times, Employees should take precautions to protect the intellectual property and confidential business information of the Trust. Employees should avoid talking about or sharing such information in public places like airports and restaurants or with anyone who is not entitled to such information. Any suspected theft of intellectual property or unauthorized disclosure of, or access to, the Trust's information should be immediately reported to one's manager.

### 5. CONFLICTS OF INTEREST

#### 5.1. WHAT it means

A conflict of interest is a situation in which a person or organisation has conflicting interests or responsibilities, financial or otherwise, and serving one interest could have an adverse impact on those other interests or responsibilities.



## 5.2. WHY it matters

The way we conduct ourselves in our dealings impacts our reputation and the trust we maintain with stakeholders. By recognizing and taking proactive steps to prevent conflicts of interest, we send a clear message about our loyalty to the Trust's integrity and our determination to do what's right.

## 5.3. HOW we do it

We make business decisions based on the best interest of the Trust and not for personal gain or benefit. We require all Employees to disclose actual or perceived conflicts of interest proactively and promptly.

## 5.4. When does “conflict of interest” occur?

- 5.4.1. A conflict of interest is a situation in which a person or organisation has conflicting interests, financial or otherwise, and serving one interest could have an adverse impact on those other interests or responsibilities.
- 5.4.2. A personal conflict of interest occurs when a personal relationship or activity could influence the judgment and ability to perform one's job in an objective way and fulfil all duties to an employer.
- 5.4.3. Even the appearance or perception of a conflict of interest can place the Trust at risk. As Employees, we should never allow divided loyalties or personal gain or benefit to prevent us from doing what is in the best interest of the Trust and the beneficiaries and the current and former mineworkers who are potentially eligible for compensation we serve.
- 5.4.4. It is not always clear whether an activity creates a conflict of interest. However, it is the responsibility of every Employees to disclose a potential conflict, either personal or organisational. For this reason, Employees are expected to discuss any potential personal conflicts—or questions about how best to handle a situation where a conflict might exist—with their manager or refer to the Conflict-of-Interest Policy. If a conflict or potential conflict exists, the discussion with one's manager should be documented. This will help protect the Employees and the Trust if the situation ever comes into question.

## 5.5. Gifts, entertainment, hospitality, travel, and other items of value

- 5.5.1. Suppliers, vendors, and others who do business with us are vital to the Trust's success. To keep our relationships with them honest and objective, we avoid conflicts of interest.
- 5.5.2. Conflicts of interest can occur when an Employees solicits or accepts gifts, payments, loans, services, or any form of compensation from suppliers, customers, competitors, or others seeking to do business with the Trust.



- 5.5.3. Employees should only accept gifts, entertainment, hospitality, travel, or other items of value from suppliers, vendors, or other contractors where they are worth less than R200 (Two Hundred Rand), are not cash or cash equivalents, and do not influence business decisions. Our Conflict-of-Interest Policy provides specific guidance on offering gifts, entertainment, hospitality and similar benefits to healthcare professionals and government officials.

## 5.6. Family members and close personal relationships

- 5.6.1. Relationships with family members and close personal friends can influence our decisions. It is important to be careful about Trust business decisions that involve close personal relationships.
- 5.6.2. To prevent conflicts of interest, Employees should:
- Avoid supervising or taking part in the hiring or promotion of a family member.
  - Avoid holding a position with access to or influence over performance appraisals, salary information or other confidential information related to a family member.
- 5.6.3. These situations should also be avoided in connection with another Employees or a prospective Employees with whom one has a close personal relationship outside the Trust. If any of these situations occur, an Employees must inform their manager of the relationship. The manager will assess the situation, consult with management as needed, and may elect to transfer one of the Employees to another available position where no conflict exists.

## 5.7. Outside board memberships

- 5.7.1. Serving on outside boards can present conflicts of interest and should be disclosed and discussed with one's manager. Before accepting memberships on any board, it is important to understand one's legal responsibilities and avoid affiliations that carry the potential for distraction and conflicts of interest.

## IN YOUR EVERYDAY BUSINESS ACTIVITIES, ASK YOURSELF:

- *Is the decision or action I am going to take in line with this code of conduct?*
- *Have I understood the risk and the possible implications of what I am doing?*
- *If necessary, have I sought advice to help me make an informed decision?*
- *Am I acting with integrity?*
- *Am I leading by example?*

- *Have I considered any potential impact on the Tshiamiso Trust's reputation?*
- *How will I feel if the action I take today is featured in the newspapers or on television tomorrow?*

## KNOW THE 3 "D's"

- DISCLOSE
- DISCUSS
- DECIDE

Disclosure is key. If you face a grey area and are not sure if an activity presents a conflict of interest, talk to your manager about your concerns.

## 6. GLOSSARY

**Beneficiary** means any person entitled to compensation in terms of the Trust Deed.

**Confidential information** refers to information of a confidential nature including the details of services; price information of the services, the terms of any agreement; information or material proprietary to, or deemed to be proprietary to a party; information designated as confidential by a party; information acquired by the other party solely by virtue of the provision of services; trade secrets of a party; all software and associated material and documentation; business plans, methodologies and all information concerning either party's past, present or future development, their business activities, products, services, customers, clients and technology.

**Person** refers to any natural person, juristic person, governmental authority, organisation, or other entity.

**Personal information** is any information about an identified or identifiable natural or legal person.

**Service provider** refers to any person providing the Trust with goods or services, including vendors and consultants.