



**POLICY: CODE OF ETHICS AND BUSINESS CONDUCT**

**POLICY NR.:GRP/SEC/SEC/008**

**VERSION 01**

**Title: ACCÉNUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT**

**Document Status**

*Published*

**Page 1 of 12**

## 1. Policy Statement

It is the policy of **ACCÉNUATE LIMITED** that Company Policies are to be developed, formatted, approved, issued and maintained in a consistent manner, with the engagement of appropriate Company stakeholders, and be made widely available to relevant stakeholders in order to enhance compliance and advancement of the Company's mission.

## 2. Introduction

Accénuate Limited's Code of Ethics and Business Conduct policy is to maintain ethical standards in the conduct of the Company's business and in relations with whomever the Company associate with. This conduct will be applied to all Company associates, these include directors, shareholders, investors, associates and suppliers, as well as governments, the public and the media. Accénuate's integrity and reputation for ethical practices are among the Company's most valued assets and are essential aspects of our sustained profitability.

## 3. Involvement

This Code applies to all members of the Boards of Directors and to all employees of Accénuate. Each is personally responsible and accountable for compliance with this Code as a condition of employment.

Social values, laws and customs may differ throughout the continent and detailed interpretation of some of the Code's provisions may vary from country to country. The Code's underlying principles and basic rules will be applicable in all the jurisdictions in which the Company operates. The underlying principles and basic rules of the Code will be read in conjunction with the customs and statutes of the relevant jurisdictions.

Accénuate is committed to supporting efforts to develop industry-wide principles and practices aimed at creating a level playing field based on integrity, fairness and ethical conduct.

## 4. Objective

All directors, employees and consultants, share certain responsibilities regarding this Code, and each one is accountable for his or her actions. The following principles apply:

- conducting business in compliance with applicable laws and avoiding situations where personal interests are, or may appear to be, in conflict with the interests of Accénuate and those of our partners and investors;
- safeguarding and using proprietary information, assets and resources and those entrusted to the Company by other organizations, in a respectful manner; and
- maintaining the confidentiality of non-public information and condemning the use of such information for personal gain.



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**POLICY NR.:GRP/SEC/SEC/008**

**VERSION 01**

**Title: ACCÉNTUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT**

**Document Status**

*Published*

**Page 2 of 12**

Underlying these basic responsibilities is the belief that the Company must maintain respect for the dignity of the individual and ensure that everyone is treated fairly.

## **5. Purpose**

Accéntuate's operations are subject to many complex and changing laws, which may vary considerably from jurisdiction to jurisdiction. Ignorance of the laws does not excuse actions that contravene such laws.

When uncertain about the application or interpretation of a law or regulation, employees must consult their Line Manager, who can seek help from the relevant authorities. Difficulties can usually be avoided or minimized if this is done at the start of business dealings, rather than later on in the process.

## **6. Accéntuate Employees**

Accéntuate is committed to providing and maintaining a work environment that is free from discrimination and harassment, and one that protects the health, safety and dignity of all employees. The Company offers salary levels, compensation practices and benefits packages that are competitive with leading companies in its sector.

### **6.1. Discrimination and Harassment**

The Company initiate appropriate measures to prevent acts or behaviours in the work environment that are of a discriminatory or harassing nature and work to promptly resolve issues in a respectful manner. The Company enforce a workplace that is free from discrimination and harassment, and encourage individuals to come forward with complaints of discrimination and/or harassment without fear of reprisal or of the inappropriate disclosure of information.

### **6.2. Communication**

The Company continually strives to provide their employees with up-to-date information on business results, and employee achievements. The Company also encourages employees to openly express opinions, suggestions or concerns they may have regarding the Company and its operations.

### **6.3. Human Rights**

The Company is an equitable employer that operates within a framework that promotes respect for human rights and fundamental freedoms and conforms to applicable labour legislation.



**POLICY: CODE OF ETHICS AND BUSINESS CONDUCT**

**POLICY NR.:GRP/SEC/SEC/008**

**VERSION 01**

**Title: ACCÉNTUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT**

**Document Status**

*Published*

**Page 3 of 12**

#### **6.4. Employee Privacy**

The Company is committed to respecting the privacy of its employees. However, if an employee's conduct impairs his or her work performance, or affects the reputation or legitimate business interests of the Company, it will be a business concern. The Company expects their employees and representatives to be conscious of the Company's reputation as well as their own, and to conduct themselves with the same high degree of integrity during and outside working hours.

#### **6.5. Health and Safety**

The Company requires the employees to follow safety laws and regulations applicable to the workplace. The Company also encourages all employees to report accidents, environmental concerns and dangerous or potentially dangerous situations and to behave in a responsible manner that reflects the Company's health and safety philosophy and policy at all times.

### **7. External parties**

#### **7.1. Investment Protection**

Accéntuate uses sound management practices aimed at maintaining the highest standards of legal and ethical conduct within all their business dealings. The Company provides a superior return on shareholder investments by judicious use of resources.

The Company is dedicated to maintaining effective communication with shareholders and to providing them with the information required to evaluate the Company's management practices and the value of investment. The Company encourages their shareholders to take an interest in Accéntuate's affairs and to develop informed opinions on business issues.

#### **7.2. Suppliers, Vendors, Subcontractors and Associates**

Accéntuate is committed in building long-lasting business relationships based on fair competition deals. The Company deals fairly with its suppliers, vendors, subcontractors and associates, and encourages fair competition, without discrimination or deception.

The "Conflicts of Interest and Related Matters" section of this Code shall guide employees who deal with suppliers or potential suppliers.

#### **7.3. Accéntuate's Clients**

Accéntuate makes every effort to understand its clients' and customers' requirements and concerns and to respond to them, efficiently, fairly and equitably.

The Company provides quality products and services that comply with safety, health and environmental protection standards, at competitive terms and prices. The Company promotes



**POLICY: CODE OF ETHICS AND BUSINESS CONDUCT**

**POLICY NR.:GRP/SEC/SEC/008**

**VERSION 01**

**Title: ACCÉNTUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT**

**Document Status**

*Published*

**Page 4 of 12**

their products and services honestly, based on merits, and does not pursue transactions that require it act unlawfully or in violation of these standards.

#### **7.4. Accéntuate's Competitors**

Accéntuate follows sound and fair competitive practices. To maintain the Company's competitive edge, the Company must understand their competitors' strategies and benchmark effectively against them. The Company uses all legitimate resources in collecting information about their competitors.

#### **7.5. Accéntuate's Communities**

Accéntuate supports organisations and activities in communities where the Company works and operates. The Company abides by applicable national and local laws, and strives to improve the well-being of communities by encouraging employee participation in local initiatives and by supporting worthwhile charitable causes.

#### **7.6. Accéntuate's Environment**

Accéntuate adopts practices aligned with applicable laws and regulations to protect the environment and provides additional protection when the Company believes it is necessary. In regions where laws and standards may be incomplete, the Company applies international practices to ensure the Company achieve their environmental objectives. This includes working with industry associations, government agencies, and academic and public groups to develop a consensus on desirable and attainable environmental standards and regulations.

#### **7.7. Insider Information and Proprietary Information**

Employees, Directors and consultants shall not, without proper authority, divulge any confidential or proprietary information of or about the Company to anyone not employed by Accéntuate or to another colleague who has no need for such information. Disclosure of financial information, for example, can be harmful and may create legal problems.

The type of information to which this section refers includes significant new deals, disposals and earnings figures, or new financing, acquisitions, or major new contracts or other financial matters.

Employees, Directors and consultants of Accéntuate are responsible for safeguarding this non-public information and respecting any proprietary and confidentiality conditions that may exist.

#### **7.8. Compliance with Sound Accounting Practices**

The Company's employees have a responsibility to ensure that Accéntuate's books and records accurately reflect the Company's transactions, assets and liabilities. The Company



**POLICY: CODE OF ETHICS AND BUSINESS CONDUCT**

**POLICY NR.:GRP/SEC/SEC/008**

**VERSION 01**

**Title: ACCÉNTUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT**

**Document Status**

*Published*

**Page 5 of 12**

shall adhere to a proper application of accepted accounting standards and practices, rules, regulations and controls. These commitments include the following:

- business records, expense reports, invoices, vouchers, payrolls, employee records and other reports are prepared with care and honesty and in a timely fashion;
- all transactions are conducted at the level of authority required by Accéntuate policies and procedures and in compliance with applicable rules and regulations;
- no transaction, asset, liability or other financial information is concealed from management or from Accéntuate’s internal and external auditors;
- all efforts are made to resolve all issues and concerns raised in internal and external audit reports;
- any known inaccuracies, misrepresentations or omissions are disclosed to our customers and suppliers and promptly corrected through credits, refunds or other mutually acceptable means;
- all documents signed are, to the best of our knowledge, accurate and truthful;
- false or misleading entries and unrecorded bank accounts, for any purpose, whether regarding sales, purchases or other Company activity, are strictly prohibited;
- no secret or unrecorded cash funds or other assets are established or maintained for any purpose;
- unusual financial arrangements with a customer or a supplier (such as over-invoicing or under-invoicing) are prohibited;
- access to sensitive or confidential information is restricted to ensure that it is not accidentally or intentionally disclosed, modified, misused or destroyed; and
- use of the Company funds or assets for any unlawful or improper purpose is strictly prohibited, and those responsible for the accounting and record-keeping functions are expected to be vigilant in ensuring enforcement of this prohibition.

The above list is by no means exhaustive. Suspected breaches of the Company’s accounting practices and record maintenance and internal controls that appear to be in violation will be investigated.

## **7.9. Conflict of Interest and Related Matters**

Employees should avoid situations that may involve a conflict between their personal interests and Accéntuate’s interests. In dealing with current and potential investors, suppliers, partners,



**POLICY: CODE OF ETHICS AND BUSINESS CONDUCT**

**POLICY NR.:GRP/SEC/SEC/008**

**VERSION 01**

**Title: ACCÉNTUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT**

**Document Status**

*Published*

**Page 6 of 12**

contractors and competitors, employees should act in Accéntuate's best interests. Each employee should immediately inform management of situations which may involve a conflict of interest. These include:

- Ownership by an employee, or a family member, of a significant financial interest in an outside enterprise, which does or seeks to do business with or is a competitor of Accéntuate;
- Serving as a director, officer, partner, and consultant or in any other key role in an outside organisation, which does or seeks to do business with or is a competitor of Accéntuate;
- Acting as a broker, promoter or other intermediary for the benefit of a third party in transactions involving Accéntuate or its interests;
- Accepting any gifts, commissions or payments other than those stipulated in this Code;
- Using or disclosing, to the prejudice of Accéntuate or for personal gain, any information on decisions, tenders, bids, plans or other matters concerning Accéntuate as stipulated in this Code; and
- Any other arrangement or circumstance, including family or other personal relationships, which might dissuade the employee from acting in Accéntuate's best interests.

*Refer to the Declaration and Conflict of Interest Policy (ACE/SEC/BRD/005) for more information.*

## **8. External Business Activity**

Employees considering or already engaged in any outside business or income-producing activity should be aware of the following possible points of conflict:

- While employed with Accéntuate, employees are expected to primarily devote their efforts to their employment at Accéntuate;
- Employees may not participate in outside business or financial activities that compete or potentially compete with Accéntuate;
- Employees may not participate in an outside business that supplies services or has business dealings with Accéntuate where there is the possibility of preferential treatment being received by virtue of the employee's position;
- Employees should not conduct business on behalf of Accéntuate with a member of their family, or a business organisation with which they or a member of their family have an association, which could be perceived as significant in terms of potential conflict of interest, unless such business dealings have been disclosed to Accéntuate prior to any arrangement, and a specific non-objection decision has been given;



**POLICY: CODE OF ETHICS AND BUSINESS CONDUCT**

**POLICY NR.:GRP/SEC/SEC/008**

**VERSION 01**

**Title: ACCÉNTUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT**

**Document Status**

*Published*

**Page 7 of 12**

- While employed with Accéntuate, employees should not serve as a director, partner, consultant, or in a managerial position with, or be employed in a technical capacity by, an unaffiliated business organisation, whether or not that organization does significant business with or is a competitor of Accéntuate, without advising their Human Resources of such plans before starting the activity. Where the potential for conflict of interest exists, prior specific approval of Accéntuate should be obtained; and
- Accéntuate employees participating in an outside business activity may not use Accéntuate's time or facilities (i.e. photocopying, stationery, etc.) for the benefit of such business.

In addition, employees are reminded that, if the subject matter of the outside business activity relates in any way to their work for Accéntuate or if it arises from confidential information acquired in the course of employment with Accéntuate, then all inventions, products, processes and ideas that the employee has developed may belong to Accéntuate. An employee may be required to sign documents showing ownership by Accéntuate.

Responsibility for avoiding conflicts of interest or the perception of conflicts of interest arising from outside activities lies with the individual employee. If in doubt, employees must discuss the situation with the Chief Executive Officer or their Human Resources representative. It is expected that employees will act in the best interests of Accéntuate.

## **9. Consultants, Representatives and Agents**

When it is necessary to engage the services of an individual or a firm to consult for or otherwise represent Accéntuate, consideration must be given to avoiding conflicts of interest between Accéntuate and the person or firm to be employed. Consultants, representatives and agents of Accéntuate must not act on Accéntuate's behalf in any way that is inconsistent with this Code or the applicable laws or regulations.

### **9.1. Competition Laws**

The global activities of Accéntuate are subject to the competition laws of various countries. In general, competition laws prohibit agreements or actions that may restrain trade or reduce competition. Violations include agreements among competitors to fix or control prices; to boycott specified suppliers or customers; to allocate products, territories or markets; or to limit the production or sale of products. Care must be exercised to ensure that dealings with representatives of other companies are not viewed as a violation of competition law.

Employees should ensure that the competition laws of other countries are respected at all times. Because of the complexity of competition laws, the advice of Legal should be sought on any questions about this subject.



**POLICY: CODE OF ETHICS AND BUSINESS CONDUCT**

**POLICY NR.:GRP/SEC/SEC/008**

**VERSION 01**

**Title: ACCÉNTUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT**

**Document Status**

*Published*

**Page 8 of 12**

## **9.2. Political Contributions**

Contributions to political parties or to candidates for political office by corporations are permitted in certain jurisdictions and prohibited in others. **Political Donations Policy** and Legislative requirements should be strictly adhered to. Requests for contributions addressed to employees should remain a personal decision.

## **9.3. External Communications**

Opinions or information sought by outside groups or organisations should be channelled through the Chief Executive Officer of the Company for response. Employees who give opinions to such outside interests on matters not related to the affairs of Accéntuate are reminded that their comments are strictly personal and they should therefore be cautious not to compromise Accéntuate.

The Chief Executive Officer is the official contact with any member of the media seeking an interview, an opinion, a comment or a suggestion about any subject that is likely to affect the business of Accéntuate.

## **9.4. Electronic Information Exchange**

The electronic mail system, Internet access and information technology assets are company-owned resources and are provided to users for professional purposes.

Every user must be acquainted with Accéntuate policies on electronic information exchange and on use of technology assets and comply with these policies. These policies apply to all users.

## **10. Conclusion**

This Code sets out the Company's ethical business conduct standards. It may not cover every situation encountered. Use of sound judgement is thus prescribed.

As a condition of employment, the Company expect the Chief Executive Officer, all members of the Board of Directors and employees of Accéntuate to comply with Accéntuate's Code of Ethics and Business Conduct and underlying policies and procedures. The Company encourages employees to discuss any situations of existing or potential non-compliance, involving themselves or others. When in doubt, employees have the responsibility to seek clarification from their line management. Violations of these standards are grounds for disciplinary action, up to and including dismissal and legal prosecution.



<b>POLICY: CODE OF ETHICS AND BUSINESS CONDUCT</b>		<b>POLICY NR.:GRP/SEC/SEC/008</b>	<b>VERSION 01</b>
<b>Title: ACCÉNTUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT</b>			
<b>Document Status</b>	<i>Published</i>		<b>Page 9 of 12</b>

#### 4 Document History

Version	Date	Status	Amended by	Saved as	Summary of Changes
01	29/05/2018	Approved	First draft	GRP/SEC/SEC/008	-

#### 5 Document Approval

Name	Position	Role	Reviewer Signature	Reviewer Date
Ralph Patmore	Independent Non-Executive Director	Chairman	<i>Signed</i>	29/05/2018



<b>POLICY: CODE OF ETHICS AND BUSINESS CONDUCT</b>	<b>POLICY NR.:GRP/SEC/SEC/008</b>	<b>VERSION 01</b>
<b>Title: ACCÉNTUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT</b>		
<b>Document Status</b>	<b>Published</b>	<b>Page 10 of 12</b>

### Annexure 1: Conflict of Interest Form

#### Strictly confidential – conflict of interest Personal Disclosure

#### 1. Procedure

*This form must be used to report any potential, perceived or actual personal conflict of interest - i.e. one that involves you or immediate family member(s) - that might contravene the Code of Ethics and Business Conduct (the "Code").*

- a) *You must complete all of the information in Section 1 and you must sign and date the form on page 2.*
- b) You must submit a copy of the signed form to your immediate Line Manager and to your Human Resources representative.
- c) Following the receipt of the form, your immediate Line Manager and your Human Resources representative will meet to discuss and consult with the Executive Office, as required.
- d) If further action is necessary, you will be instructed on the next steps to follow.
- e) For any questions regarding the completion of this form, please contact your Human Resources representative.

#### 2. Employee identification

<b>Employee Information</b>		
<b>Last Name:</b>	<b>First Name:</b>	
<b>Title:</b>	<b>Position Description:</b>	
<b>Employee Number:</b>	<b>Subsidiary:</b>	<b>Country:</b>

<b>Employee's Line Manager</b>	
<b>Last Name:</b>	<b>First Name:</b>

#### 3. Description of the situation

**Tick the box which best describes the conflict of interest you are disclosing:**

- You own, or one of your family members own, a significant financial interest in an outside enterprise, which does or seeks to do business with or is a competitor of Accentuate.
- You serve as a director, officer, partner, consultant or in any other key role in an outside enterprise, which does or seeks to do business with or is a competitor of Accentuate.
- You Act as a broker, finder or other intermediary for the benefit of a third party in transactions involving Accentuate or its' interests.
- You have accepted gifts, commissions or payments other than those stipulated in the Code.



**POLICY: CODE OF ETHICS AND BUSINESS CONDUCT**

**POLICY NR.:GRP/SEC/SEC/008**

**VERSION 01**

**Title: ACCÉNTUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT**

**Document Status**

*Published*

**Page 11 of 12**

- You have used or disclosed information on decisions, bids, tenders, plans or other matters concerning Accentuate in a manner which is prejudicial to the interests of Accentuate and/or for personal gain.
- You have entered into or are involved in an arrangement or circumstance, including family or other personal relationships, which might dissuade you from acting in Accentuate's best interests.
- Other, please specify:

**Describe the nature of the conflict of interest reported on the preceding page as well as any measures you may have taken to eliminate or mitigate the conflict:**

--

#### 4. Employee authorisation

I authorise my immediate Line Manager and Human Resources representative as well as any other delegate deemed relevant to the investigation to *study* all the statements contained herein and I agree to collaborate with them in this investigation. In addition, I agree to keep the Human Resources representative informed of any changes in the situation as described in this document.

I understand that the original copy of this form will be kept in my employee file.

<b>Employee's signature</b>	<b>Date</b>

#### 5. Next steps – to be completed by Human Resources Representative

- Conflict of interest disclosed; no further action necessary.**
  - Conflict of interest disclosed; FURTHER ACTION REQUIRED.**
- *Is additional information required?*
  - *Is a follow-up necessary?*
  - *Who will be following up?*
  - *What are the timelines?*



**POLICY: CODE OF ETHICS AND BUSINESS CONDUCT**

**POLICY NR.:GRP/SEC/SEC/008**

**VERSION 01**

**Title: ACCÉNTUATE LIMITED CODE OF ETHICS AND BUSINESS CONDUCT**

**Document Status**

*Published*

**Page 12 of 12**

**Next steps are detailed below:**

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**Human Resources representative**

**Last Name:**

**First Name:**

**Signature of Human Resources representative**

**Date**

**Signature of Business Head**

**Date**

**Acknowledgement of receipt**

All members of the Board of Directors and all Executives and employees of Accentuate must acknowledge receipt of this Code of Ethics and Business Conduct and their understanding of its contents.

**ACKNOWLEDGEMENT OF RECEIPT**

I, [insert name in capital letters] \_\_\_\_\_ acknowledge that I have received a copy of Accentuate's Code of Ethics and Business Conduct.

I acknowledge having read this Code and that I understand its terms and contents. I understand that any breach of this Code may result in administrative and/or disciplinary measures, up to and including dismissal and legal prosecution.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_