



AFRICAN EQUITY EMPOWERMENT INVESTMENTS LIMITED
("AEEI")

FORMERLY SEKUNJALO INVESTMENTS LIMITED

CODE OF ETHICS

MESSAGE FROM THE CHAIRMAN

The vision of African Equity Empowerment Investments Limited (AEEI) is to be leading black empowerment company. This can only be achieved if we adhere to the values of the company and commit ourselves to ethical behavior and good corporate governance. Our aspiration is to be regarded as an ethical and responsible corporate citizen by all our stakeholders. Such a reputation can only be earned through dedication and commitment or ethical practices by everyone in the organisation.

This code has been approved by the board of directors. As the leadership of the firm we realize that this code will only be effective if we are seen to be setting the right tone at the top.

I request all employees to familiarize themselves with the content of this code, to adhere to it on a daily basis and to report concerns or knowledge about misconduct to AEEI's **Hotline: +27 21 427 1469** or email info@aeei.co.za.

If you have any questions or require additional information, do not hesitate to contact the company secretary or your line manager / supervisor.

Professor Vukile Mehana

Non-executive Chairman

February 2015

OUR VALUES AND OUR STAKEHOLDERS

The AEEI Groups values should always guide all our actions. Although they are all important, some values are specifically relevant with regard to particular stakeholder groups, as indicated in the table below.

Stakeholder Group \ Values	Consumers	Customers	Employees	Shareholders	Communities	Government	Competition	Suppliers
Acting with integrity	Red	Red	Red	Red	Red	Red	Red	Red
Serving with Passion & Pride	Red	Red	Red	Red	Red	Red	Red	Red
Focus on shareholder, consumer and customers	Red	Red	Red	Red	Red	Yellow	Yellow	Green
Development and recognition of people	Red	Red	Red	Red	Red	Green	Green	Green
Accountability and commitment	Red	Red	Red	Red	Red	Red	Yellow	Green
Adaptability	Red	Red	Red	Red	Red	Red	Red	Red
Growing shareholder value through innovation and superior performance	Red	Red	Red	Red	Green	Red	Green	Green
Leading with courage	Red	Red	Red	Red	Red	Red	Green	Yellow
Caring because there is respect for one another	Red	Red	Red	Green	Green	Red	Green	Green
	Critical relevance to stakeholder group		Important relevance to stakeholder group			Limited relevance to stakeholder group		

QUICK TEST

A code of ethics is never intended to provide all answers to every conceivable question about ethical behavior. Common sense can often guide decision making, and the following “quick test” questions can be applied whenever anyone has doubts about specific behaviours.

- Is it legal? If not – don’t do it!
- Does it feel wrong? If it does – don’t do it!
- Will you try to hide it? If you will – don’t do it!
- Will you or someone else gain at the expense of the company? If the answer is yes – don’t do it!

PRACTICAL GUIDELINES

As a minimum requirement, the laws of the country should always be adhered to. But ethical behaviour should go beyond legal compliance. The practical guidelines in this section should always be consulted and – if in doubt – the company secretary or your supervisor / line manager should be approached. Where appropriate, reference is made to a more detailed HR Policy. All references to AEEI or the AEEI Group are applicable to all group companies.

ETHICAL ISSUE	PRACTICAL GUIDELINE	RELEVANT POLICY
Conflicts of interest	<p>Employees will sometimes be confronted with a conflict between their personal interests and the interests of the company. Conflicts should preferably be avoided but where they occur should be declared and managed properly. Examples of potential conflicts that should be avoided are:</p> <ul style="list-style-type: none"> • Giving or receiving gifts or entertainment of excessive value • Having a second job without proper disclosure / or authorization • Having an undisclosed financial interest (direct or indirect, e.g. through a spouse or close family member) in a supplier or business partner of the AEEI Group 	General
Bribery, corruption, theft and fraud	<p>No form of bribery, corruption, theft or fraud will be tolerated. This includes petty theft – the principle is regarded as more important than the potential loss to the Company. The Prevention and Combating of Corrupt Practices Act clearly defines the offense of corruption, and training programmes will assist employees to develop a good understanding of the legal requirements in this regard. Any activity that falls within this category is illegal and could lead to summary dismissal. In addition, AEEI will provide full cooperation with the authorities to assist criminal investigations</p>	Disciplinary Action

Fair competition	Any form of price fixing, bid rigging and market division is not only unethical but also illegal. AEEI will not tolerate any uncompetitive behavior and disciplinary action will be taken against offenders – this could lead to dismissal and AEEI will cooperate with the authorities to assist criminal investigations.	Competition Compliance Policy
ETHICAL ISSUE	PRACTICAL GUIDELINE	RELEVANT POLICY
Insider trading	A closed period for trading in AEEI shares is maintained for prescribed period to prevent any insider trading of Group shares. (These periods apply at least every six months from 28 February and 30 August respectively until the publication of the interim or annual financial results.) The definition of an insider can be found in the Insider Trading Policy.	Insider Trading Policy
Accurate record keeping	All records and supporting documents must accurately describe and reflect the nature of the underlying transactions. No undisclosed or unrecorded account, fund or asset will be established or maintained.	Employment; Payroll; Car benefit; Travel, accom & entertainment; Skills Dev; Study assistance; Disciplinary Action; Tariff list
Safety and Health	<p>AEEI is committed to maintaining high occupational health and safety standards in respect of its employees and clients. Occupational health and safety is monitored at unit and divisional level, with regular inspections performed at all premises and the results reported to senior management.</p> <p>The company has adopted a code of good practice regarding HIV/AIDS. The code aims at creating a caring, non-discriminatory work environment in which people living with HIV or AIDS are able to be open about their health status without fear of stigma or rejection. At the same time, it aims to create balance between the right and responsibilities in the workplace</p>	HIV/AIDS
Environment	AEEI strives to ensure that best practices are being applied in respect of environmental management. Systems to support and measure such behaviour have been implemented across the group. The focus is on limiting environmental risks in relation to the production processes to the minimum, and managing these effectively. Pollution prevention measures are in place, with proper monitoring and reporting take place at unit and divisional level. The diverse nature of the various businesses within the Group dictates that systems and processes for monitoring	Group Divisional Environmental Policy in process

	environmental governance are different and particular. Therefore, the respective divisional management teams are responsible for the research of best-practice processes in each particular business, as well as to ensure that these practices are implemented and monitored	
ETHICAL ISSUE	PRACTICAL GUIDELINE	RELEVANT POLICY
Diversity and Transformation	AEEI is committed to transformation and cultural diversity aligned to the principles enshrined in the South African constitution. The company views transformation as a business imperative and is committed to the implementation of employment equity. The company promotes an inclusive culture that values diversity in the workplace. We subscribe to the principles of employment equity and affirmative action in the belief that the development of its people is a moral obligation as well as an investment in the sustainability of AEEI. Recruitment, employment and remuneration will be based on suitability for the work to be performed, measured against the excellent standards to which AEEI aspires, and reward will be fair and adequate.	Employment; Skills Development
Travel, Accommodation and Entertainment	Travel, accommodation and entertainment should be consistent with the needs of the business and should be used as appropriately as possible to accomplish business objectives in a cost-efficient manner and in keeping with normal company requirements.	Travel, Accommodation and Entertainment
Company Assets	Company assets should be used to further the interests of the business. In certain cases it may be acceptable for employees to make limited use of such assets for personal purposes, e.g. the occasional personal phone call or using access to the Internet to do banking etc. Use of company assets is regulated through existing HR policies and procedures manuals and these documents should be consulted.	Cellphone; Car benefit; Electronic Communication
Sexual Harassment	AEEI regards sexual harassment is harmful to the working environment. It can also have distressing effects upon health, confidence, morale, performance and productivity of those affected by it. All employees have the right to work in a pleasant and productive environment where individual rights and the dignity of each employee are respected. This includes the right to work in an environment that is free from sexual and other forms of harassment. Furthermore, all employees share the responsibility for fostering a pleasant working atmosphere, which allows optimum performance and productivity.	At Work
Fair treatment of all employees	Human Resource policies define the relationship between the company and employees and aim to ensure fair and consistent treatment of all. This includes fairness in terms of job levels and job descriptions within different divisions and equitable spread of workloads. These policies also reflect dynamic changes taking place in the South African workplace, with increasing focus on issues such as employment equity, affirmative action and training and	Employment; Skills Development

	development.	
ETHICAL ISSUE	PRACTICAL GUIDELINE	RELEVANT POLICY
Ethical purchasing and human rights	AEEI is committed to ethical purchasing of all its products and services, and expect all its suppliers to respect basic human rights, including a requirement to oppose child labour and inhumane working conditions. Whilst there is currently no formal supply chain integrity system in place, all employees are encouraged to report concerns in this regard to the Human Resources Manager. This particular component of the AEEI Group's Code of Ethics will also be communicated to all our suppliers	Procurement Policy
Corporate Social Investment	AEEI is committed to communities in which it serves and operates – improving the quality of life and focusing on the education, development and socio-economic upliftment of the underdeveloped communities. The corporate social investment strategy invests and deploys resources in programmes that promote sustainable social and economic development education, HIV/AIDS education and community empowerment. The focus is on programmes or projects that tie in with the Group's businesses and core capabilities in order to be supported internally.	Socio-Economic Development Policy & Enterprise Development Policy.
Employee Wellness	AEEI would like to ensure that it has well motivated, healthy and committed employees who are equipped with the adequate life skills to make a meaningful contribution to the sustainability of the business and society in general. Through its Wellness Awareness Programme the company attempts to create awareness and promote healthy living through education and training and provide employees with the necessary life skills to improve their quality of life, to pro-actively reduce the risks of health related claims and level of absenteeism and to promote productivity through a more knowledgeable, healthy and empowered workforce.	Employee Wellness

ETHICAL CONDUCT AND BEHAVIOUR

The AEEI Group regards high ethical standards as non-negotiable. This code of ethical conduct has been adopted to give effect to our core values and to guide our relationships with all our shareholders, stakeholders and other relevant role-players as well as to outline our commitments to them.

AEEI's code of ethical conduct is binding on all directors, managers, employees, independent contractors, agents, service providers and business partners irrespective of their status as natural person, legal person or other entity.

The code of ethical conduct will also be applied to establish the suitability of all prospective directors, managers, employees, independent contractors, agents, service providers and business partners irrespective of their status as natural person, legal person or other entity, prior to their appointment by The AEEI Group of Companies.

WHERE TO FIND HELP

If you have any questions you can contact the Company Secretary or your line manager / supervisor.

REPORTING MISCONDUCT

An independent hotline **+27 21 427 1469** or email address: info@aeei.co.za is available 24 hours per day to receive complaints or allegations regarding unethical conduct. Employees and any other stakeholder can report anonymously and confidentially any unethical conduct by employees or service providers.

STATUS OF THIS DOCUMENT

This document was approved by the by the chairperson of the board and the chief executive officer in May 2012. It replaces all previous versions of the AEEI Code of Ethics and is due to be reviewed in 2015 or whenever deemed necessary prior to this date. Compliance with the code is a condition of employment. Non-compliance can lead to disciplinary action in term of the Disciplinary Action Policy. The AEEI Code of Ethics should be read in conjunction with the AEEI Disciplinary Code, which spells out specific examples of undesirable behavior and associated penalties.

Failure to comply or breaching the Code of Ethics could result in disciplinary action and possible criminal charges may be taken/made against any such person breaching the Code of Ethics.