

Cartrack Holdings Limited
Registration number: 2005/036316/06
(“Cartrack” or “the Company”)

Code of Ethics

Ethics is about moral sensitivity, moral analysis and moral decision-making. Legal conduct (as opposed to illegal conduct) is about meeting minimum legal requirements whereas ethical behaviour involves personal and individual ethical judgement.

Cartrack’s most important resource is its employees, through whose skills, energy and commitment to excellence the Company conducts business on a daily basis with its clients, suppliers and communities as well as with the state and other authorities.

It is our duty to ensure that our personal integrity, respect for human dignity and the rights of others, honesty and commitment to what is right, fair, reasonable, legal and just is reflected in all our business relationships.

All employees are responsible for ensuring compliance with the standards of ethical business conduct set by Cartrack and may request guidance or raise questions if they are concerned that the standards are not being adhered to.

Intra-company relationships

1. Respect for the individual and diversity
 - We treat people with fairness, courtesy and sensitivity and value different perspectives and ideas.
 - We respect all individuals without regard to gender, race, ethnicity, sexual orientation, physical or mental disability, age, pregnancy, religion or national origin.
2. Living our values
 - We perform our duties with honesty, integrity and to the best of our ability and are guided by the principles set forth in our vision and values.
 - We do not allow anyone to be misled, we communicate openly and honestly, and demonstrate a sense of purpose and a commitment to achieving the best result, even under difficult circumstances.
3. Avoiding conflicts of interest
 - We avoid any situation that may create or appear to create a conflict between personal interests and the interests of the Company and treat the assets and property of the Company, our fellow employees, clients and suppliers with the same respect as our personal property.
 - We do not waste the Company’s resources or time.
4. Working towards a positive environment
 - We seek to be creative, take initiatives and seek new ways to solve problems and generate opportunities.
 - We are accountable for our actions.
 - We are part of the Cartrack team to leverage the diverse talents and expertise available.
 - We seek to collaborate and cooperate for the greater good of the team.
5. Respecting each other’s privacy

- Access to employee personnel records and the information contained therein is limited to those with a need to know for a legitimate business purpose only.
 - The Company will not interfere in the personal lives of employees unless their conduct impairs their work performance or adversely affects the work environment or reputation of the Company.
6. Safeguarding company property and information
 - We use the Company assets according to Company policies and procedures, comply with security programs to help prevent unauthorised use or theft and abide by contractual agreements governing their use.
 - We protect from disclosure all non-public information pertaining to the Company.
 7. Maintaining accurate books and records and report results with integrity
 - We execute transactions only in accordance with management's general or specific authorisations.
 - False or misleading entries in any books or records for any reason is prohibited as well as any undisclosed and unrecorded transactions in contravention of normal policy and procedure.
 8. Maintain a positive work environment
 - We maintain a work environment that encourages open communication regarding business ethics issues and concerns, and that promotes compliance with such ethics.

Relationships with our clients

1. Adhering to laws and regulations
 - We conduct all business with integrity and in accordance with internal standards, applicable external regulations and any applicable contractual obligations.
2. Providing quality products and services
 - We strive to provide products and services that meet or exceed our clients' expectations.
3. Seeking business openly and honestly
 - Bribes, kickbacks or any other form of improper payment, direct or indirect, to anyone in order to obtain a contract or some other commercial benefit is strictly prohibited and no employee may accept any such payments from anyone.
 - Reasonable business entertainment is permitted as long as what is offered is consistent with usual business practice, cannot be construed as a bribe or payoff, does not violate any law and would not embarrass the Company or individual if disclosed publicly.
 - We respect the policies of clients and suppliers in this regard.
 - All statements made in support of our products and services should be true, clear and precise and should not create or seek to create a misleading impression.
 - We will compete aggressively, but within the law.
 - If there is any doubt as to whether a solicitation or offer is consistent with normal business practice, we assume that it is not until confirmed otherwise by our immediate supervisor and/or a member of Management.
4. Following accurate procedures
 - We all have the responsibility to follow Company procedures and adhere to policies and systems and the way the Company normally conducts its business.

- All activities and actions should be accompanied by an audit trail or method of discovery to ensure continuity and certainty to both internal and external third parties.
5. Safeguarding the property of others
 - We safeguard the tangible and intellectual property of others and will comply with all contractual requirements governing the use of such property.
 - We will not accept or retain classified materials to which we are not entitled or for which there is no need.

Relationships with suppliers

1. Seeking long-term relationships
 - We strive to build long-term relationships with our suppliers and award business based on their ability to meet our needs and commitments, their reputations for service, integrity and compliance, high standards for quality, delivery and their prices.
 - We will provide the same information and instructions to each competing supplier for a proposed service/purchase.
 - We will not reproduce software that is licensed to us by a supplier unless expressly permitted to do so by license.
2. Not getting influenced by gifts
 - We will not be influenced by gifts or favours of any kind by our suppliers or potential suppliers.
 - Employees are expected to exercise reasonable judgment and discretion in accepting any gratuity or gift offered.
 - Unsolicited promotional materials of a general advertising nature such as imprinted pens, memo pads and calendars may be accepted as long as what is given is accepted without any express or implied understanding that the recipient is in any way obligated.
 - Any gifts, other than promotional gifts, are reported in accordance with specific procedure.
 - Under no circumstances is a gift accepted from a supplier or potential supplier during, or in connection with, contract negotiations.
 - Hospitality offered in the normal course of business that is not excessive or unusual in nature, such as an occasional meal or entertainment, paid for by the supplier is permitted and, where practical, should be reciprocated.
 - No gifts, gratuities or business courtesies are solicited for the benefit of an employee, family member or friend.

Relationships with the community

1. We strive to protect the environment and adhere to all applicable health, safety and environmental laws.
2. We embrace the National Agenda and are committed to transformation, employment equity and the achievement of a balanced and integrated economic and social community.
3. We do not make improper political contributions, directly or indirectly, in support of any party or candidate.

Implementation and monitoring

The commitment and dedication of each individual in the employ of Cartrack is required to make the application of this Code a success. It is not intended to be a collection of grand ideals to gather dust in a file – it is intended to be a way of life; it is not the preferred way in which to conduct our business – it is the only way. Continually ask yourself whether you are being true to this Code and when in doubt, ask yourself whether you would be proud of your actions to be made known to your family and close friends.

Be aware of what goes on around you and report any unacceptable behaviour to your immediate superior, who will treat it in the utmost confidence. Also refer to the Whistle Blowing Policy. In the event of matters of grave concern, members of Management, the Company Secretary, CFO or CEO will always be available.

Schedule 1

Gifts and Entertainment Register

All gifts and entertainment given or received must be recorded in the Gifts and Entertainment Register, except those specifically exempt (see attached Schedule 2).

Accepting gifts

Cartrack recognises that it is customary for some of its suppliers, customers and other business associates to occasionally give small gifts to those with whom they do business. It is important, however, that these gifts do not affect an employee's business judgment, or give the appearance that judgment may be affected. Accordingly, Cartrack and its employees must be very careful when it comes to accepting gifts. As a general rule, Cartrack employees may accept gifts provided that it:

- does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices or improved terms of sale;
- would not embarrass Cartrack or the gift giver if disclosed publicly;
- is reported to and approved by the recipient's first and second level reporting managers and disclosed in the Gifts Register (even if promotional in nature);
- does not exceed any specific limits established by the Company; and
- would not prevent the recipient from awarding Cartrack's business to one of the gift giver's competitors.

The following gifts are ***never appropriate***:

- cash, or cash equivalent (such as gift cards or gift certificates);
- gifts that are prohibited by local law;
- gifts given as a bribe, payoff or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage);
- gifts the recipient knows are prohibited by the gift giver's organisation;
- gifts given in the form of services or other non-cash benefits (e.g., the promise of introduction to an influential person); and
- gifts that could not be given in return to Cartrack under similar circumstances.

The cumulative annual value of all gifts an employee may receive from any one gift giver cannot exceed R1000 unless disclosed in the Gifts Register and specifically approved by the applicable senior manager.

Employees should talk to their supervisor when in doubt as to whether a gift is appropriate.

Accepting Entertainment

Business entertainment (e.g., meals, tickets to the theatre or a sporting event) can play an important role in strengthening working relationships among business associates. Accordingly, Cartrack employees may accept business entertainment offered for legitimate business purposes, such as building goodwill and enhancing relationships with customers or suppliers, provided that it complies with these guidelines. Specifically, accepting entertainment from Cartrack suppliers, customers or other business associates outside Cartrack is permitted only if such entertainment:

- is infrequent;
- is reasonably related to a legitimate business purpose (e.g., accompanying a customer or supplier to a local theatre/sporting event or attending a business meal);
- is not given as a bribe, payoff or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage);

- does not create the appearance (or an implied obligation) that the gift giver is entitled to preferential treatment, an award of business, better prices or improved terms of purchase;
- is in good taste and occurs at a business appropriate venue;
- is reasonable and appropriate in the context of the business occasion;
- would not influence, or appear to influence, the employee's ability to act in the best interest of Cartrack; and
- complies with any specific limits established by local management.

The following is ***never appropriate***:

- entertainment that can be viewed as excessive in the context of the business occasion;
- "adult" entertainment or any sort of event involving nudity or lewd behaviour;
- entertainment that the recipient knows the gift giver is not permitted to give; and
- entertainment that is otherwise prohibited by local management.

Providing gifts

Occasionally, offering gifts to third parties may be appropriate to strengthen relationships or comply with local customs. Accordingly, Cartrack permits such gifts, provided they comply with these guidelines. Specifically, Cartrack employees may offer gifts to suppliers, customers or other business associates outside Cartrack for legitimate business purposes, such as building goodwill and strengthening working relationships, provided the gift:

- is approved by the gift giver's first and second level reporting managers and accurately recorded on the Gifts Register;
- would not embarrass Cartrack or the recipient if disclosed publicly; and
- does not exceed any specific limits established by local management.

Guidelines:

- Do not give gifts frequently to the same individual or group;
- Set aggregate gift limits per group or individual;
- Give gifts that are perishable, such as plants, or consumable, such as food items, and that an entire office can share instead of just one individual;
- Give gifts with a corporate logo that promote Cartrack but do not have retail value;
- Build business relationships through recreational activities instead of lavish private dinners;
- Give something proverbially useless, like a coffee table book;
- Never give cash or cash equivalents, such as gift cards;
- Present gifts openly and in front of a group of people;
- Give gifts for official, rather than personal, use;
- Make sure that any gift would comply with both local law and the internal policies at the recipient's company;
- Clear gifts through your management and declare on the Gifts Register.

The cumulative annual value of all gifts an employee may provide to any one recipient cannot exceed any specific limits established by management. Employees are expected to exercise good judgment in offering gifts to suppliers, customers or other business associates outside Cartrack. Employees should talk to their manager when in doubt as to whether an event, location or expenditure is appropriate.

Providing Entertainment (Non-Government Officials)

Business entertainment (e.g., meals, tickets to the theatre or a sporting event) can play an important role in strengthening working relationships among business associates. Accordingly, Cartrack permits business entertainment when done for legitimate business

purposes, such as building goodwill and enhancing relationships with customers or suppliers, provided that it complies with these guidelines. Specifically, entertaining suppliers, customers or other business associates outside Cartrack is permitted only if such entertainment:

- complies with Cartrack's Expense Policy;
- is not a bribe, payoff or kickback (e.g., provided in order to obtain or retain business, or to secure an improper advantage);
- does not create the appearance that Cartrack is entitled to preferential treatment;
- is in good taste and occurs at a business appropriate venue;
- is reasonable and appropriate in the context of the business occasion; and
- complies with any specific limits established by local management.

The following is ***never appropriate***:

- entertainment that can be viewed as excessive by an objective third party;
- "adult" entertainment or any sort of event involving nudity or lewd behavior;
- entertainment the host knows the recipient is not permitted to accept; and
- entertainment that is otherwise prohibited by local management.

Employees should talk to their manager when in doubt as to whether an event, location or expenditure is appropriate.

Gift Giving/ Entertaining (Government Officials)

Cartrack employees should be especially careful when offering gifts or entertainment to government officials. Because legislation in most countries prohibit giving anything of value to government officials in order to obtain or retain business or to secure some other improper advantage, it is important to be sure that gifts or entertainment offered to these individuals cannot be construed as bribes. Government officials are also often prohibited by law from accepting gifts, so offering a gift may put the official in an awkward position.

Who is a "Government Official?"

The term "government official" is a broad one. It includes all employees, at any level, of a government department or agency, whether executive, legislative or judicial. Officers and employees of companies under government ownership or control are also considered "government officials." Thus, the term includes not only individuals such as elected officials, customs and tax inspectors and government procurement officials, but also the employees of state-owned enterprises.

Providing/ Receiving Travel and/or Accommodation

Unlike gifts and entertainment, travel and accommodation expenses are rarely "nominal". As a result, any offer to pay for travel and/or accommodation costs must be reviewed and authorised on a case-by-case basis and therefore requires prior approval by executive management. In reviewing a travel/accommodation request, executive management shall determine whether:

- the primary purpose of the travel/accommodation is business-related;
- the class of travel/accommodation is objectively appropriate and reasonable;
- the proposed expenditure complies with local laws and customs;
- the itinerary minimises side trips and avoids tourist or vacation destinations; and
- the purpose of the trip does not objectively appear to be provided to obtain or retain business or to secure an improper advantage.

Prior Approval

Prior written approval is required for:

- Travel or accommodation offered or received (Executive Management); and
- Gifts or entertainment offered to, or accepted from Government Officials (Line Manager AND a director/ Senior Manager).

Reporting

The Gifts Register is accessible from the Intranet. Employees should complete all the information required and send it via email to:

gifts@cartrack.com

Compliance

Compliance with all Company policies is mandatory. Non-compliance is subject to disciplinary action.

Schedule 2

Gifts that are generally permitted and not required to be declared

- Branded pens of a relatively low value (below R250)
- Branded Memo pads
- Branded T-Shirts, Golf shirts, Caps, Sports towels, umbrellas, coffee mugs – Note: NO expensive clothing, shoes, Golf bags etc.

APPENDIX A - Examples

Accepting Gifts & Entertainment

The following examples are designed to help employees and managers make informed decisions about the appropriateness of accepting or declining gifts, entertainment or travel.

Example 1

An employee wins a “closest to the pin” contest during a supplier golf outing and receives a set of golf clubs. Not wanting to offend the host, the employee publicly accepts the clubs.

Right: The employee discusses the matter with her manager and they decide that because of the value of the clubs it would be appropriate to return them to the supplier.

Wrong: In the scenario above, the employee retains the clubs and gives them to a family member.

Example 2

After a meeting and tour of a client’s business, he is invited to a dinner at a local restaurant.

Wrong: The client insists on being taken out for a night on the town, including the local men’s clubs.

Example 3

An important customer is celebrating a significant business milestone. A Cartrack account manager presents the customer with a special bottle of wine and a card signed by Cartrack management.

Right: The gift was approved by the relevant manager and entered into the Gifts Register.

Wrong: Instead of wine, the account manager offers the customer a gift card

APPENDIX B – FAQ

How does an employee know if a gift is prohibited by the gift giver's organisation?

It is not necessary to research the issue, but gifts should not be accepted when it is clear that the gift is prohibited by the gift giver's organisation. If it is not practical to decline the gift at the time of receipt, accept the gift and then promptly discuss how to respond with your manager.

Is a favour considered a gift?

The answer can vary. Accepting a favour from a supplier, customer or other business associate outside Cartrack might compromise, or appear to compromise, an employee's judgment or create an actual or apparent conflict between an employee's personal interest and his loyalty to Cartrack. Discuss questionable favours and how to respond with your manager.