



POLICY ON ANTI – CORRUPTION, BRIBERY AND COMPETITION AND CONFLICT OF INTEREST

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1. INTRODUCTION

JR Mackays Diesel & Motor Engineering, is committed to conducting business with high ethical integrity.

We have zero tolerance of corruption, including bribery, conflicts of interest, fraud, embezzlement, unlawful kickbacks, extortion and nepotism/cronyism, and we work actively to combat corruption.

We also respect competition laws which prohibit anti-competitive agreements and abuse of market power.

2. Purpose of the Policy

JR Mackays and all its direct and indirect customers and employees is committed to conducting business transparently, honestly, with integrity and to the highest ethical standards, and this commitment is embodied in, among other things, JR Mackays Code of Conduct policy and this Policy.

This Anti-Bribery and Anti-Corruption Policy reiterates JR Mackays zero tolerance commitment to comply with and to conduct its business in accordance with applicable anti-bribery and anti-corruption laws, and to cause its affiliates, directors, employees, contractors and third party service providers to behave accordingly.

In furtherance of this commitment, JR Mackays will abide by the Prevention and Combating of Corrupt Activities Act, 12 of 2004("PCCA").

This Policy supplements JR Mackays code of conduct Policy, its other policies and all applicable laws and is not intended to replace applicable laws.

The purpose of this Policy is to set out JR Mackays responsibilities, and the responsibilities of those working for or with JR Mackays in observing and upholding JR Mackays position on bribery and corruption.

This Policy may be amended at any time.

3. Scope

This Policy applies to the directors, employees (whether permanent, fixed-term or temporary) of JR Mackays, wherever located, and reflects the standards to which JR Mackays expects its business associates, contractors, consultants, third party service providers or any other person associated with or acting on behalf of JR Mackays (collectively referred to as "Representatives" in this Policy).



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4. What is corruption

- 4.1 The PCCA broadly defines corruption (as a general offence), as being:
Any person who directly or indirectly, accepts or agrees or offers to accept or give, any form of gratification from any other person, whether for the benefit of themselves or for the benefit of another person in order to act personally or by influencing another person to act, in a manner that amounts to the illegal, dishonest, unauthorized, incomplete, or biased; misuse or selling of information or material acquired in the course of the exercise, carrying out or performance, of any powers duties or functions that amounts to the abuse of a position of authority a breach of trust; or the violation of a legal duty or a set of rules; that is designed to achieve an unjustified result, or any other unauthorized or improper inducement to do or not to do anything, is guilty of the offence of corruption.
- 4.2 The PCCA also creates a number of specific offences, including corruption relating to tenders, contracts and public officials,
- 4.3 The PCCA impacts all natural and juristic persons in South Africa as well as South Africans operating outside of the country. The following specific activities regarding identified functions and roles where corrupt activities could impact are also highlighted in the PCCA:
 - 4.3.1 public officers;
 - 4.3.2 foreign public officials;
 - 4.3.3 agents (i.e any authorized representative who acts on behalf of his or her principal);
 - 4.3.4 members of legislative authorities;
 - 4.3.5 judicial officers;
 - 4.3.6 parties to an employment relationship;
 - 4.3.7 witnesses and evidential material in certain proceedings;
 - 4.3.8 relating to contracts;
 - 4.3.9 procuring and withdrawal of tenders;
 - 4.3.10 auctions
 - 4.3.11 gambling games or games of chance;
 - 4.3.12 offences related to possible conflict of interest.

5. Contravention of the policy

- 5.1 JR Mackays regards any contravention of the policy as a serious matter. At the same time, any suspected or alleged contravention under investigation must be treated with utmost confidentiality.
- 5.2 If employees or representatives believe that their own actions have, or may have contravened the policy, they should immediately inform their workshop manager or director
- 5.3 If employees or representatives suspect that another employee of JR Mackays has contravened the policy they should report this promptly and confidentially, preferable in writing, to the Human Resources Director.



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6. Anti - Corruption

- To comply with local laws and international anti-corruption conventions and shall not engage in, or cause JR Mackays to engage in, any form of corrupt practices.
- Not make any illegal contribution, directly or indirectly, to any third parties or public officials.
- Establish processes to prevent corruption, for example, by implementing an anti-corruption policy and by providing relevant training and awareness to their employees.
- Avoid all direct potential conflict of interest while engaged with JR Mackays
- Be aware that no JR Mackays employee may offer or provide, directly or indirectly, any undue advantage to the supplier in exchange for personal gain of any kind.
- Be aware that JR Mackays will not accept any benefit intended for a JR Mackays employee to facilitate the customer's business with JR Mackays

7. Competition Law

Respect and comply with applicable competition laws and regulations, and establish systems to prevent competition law infringements, such as price fixing, market sharing or bidding rigging, for example, by implementing a competition law policy and by providing adequate competition law compliance training to our staff.





CONFLICT OF INTEREST

1. Purpose and Scope

This Conflict of Interest Policy is designed to assist a responsible person in identifying situations that could present potential conflict of interest and to provide JR Mackays with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a "responsible person" has or may have a conflict of interest with respect to the said transaction.

This policy is intended to comply with the procedures prescribed in the Companies Act 61, 1973 as amended.

2. Definitions

Term	Meaning
"JR Mackays"	J.R Mackays Diesel & Motor Engineering (Pty) Ltd
"Conflict of interest"	Any circumstances described in paragraph 3 & 4 of the policy
"Responsible person"	Any person serving as an officer of the Board of Directors and any employee who has the authority to commit to JR Mackays
"Family Member"	A spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a responsible person
"Material Financial Interest"	A financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a responsible person's or family member's judgement with respect to transactions to which the entity is a party. This includes all forms of compensation; and
"Contract or transaction"	Any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant and the establishment of any other type of pecuniary relationship.

3. Conflict of interest defined

- 3.1 A potential conflict could arise whenever the responsible person has an interest in, or connection with, an organization with which JR Mackays transacted or might transact business (or with individuals associated with such an organization) or has an interest in an unrelated business that does not necessarily transacted or intend transacting business with JR Mackays, and where that interest is of such a nature that it might influence the independent judgement of the Responsible Person or detract the Responsible Person from devoting his/her full time efforts during business hours towards the business of JR Mackays,
- 3.2 It should be understood that the conflict of interest referred to throughout this policy may be direct or indirect (the interest might be that of the Responsible Person, that of

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- another person such as a relative or friend of the Responsible Person, or that of an organization in which the Responsible Person or such other person has an interest),
- 3.3 It is not possible to enumerate all situations which could constitute a conflict. The fact of each situation will determine whether the interest in question is such as to bring it within the area of potential conflict.
- 3.4 Such facts would include the amount of business involved, the extent to which the Responsible Person could influence JR Mackays's decisions with respect to the transaction, and whether the interest is of such a nature that it might affect the objectivity or the business judgement of the Responsible Person,
- 3.5 In determining whether a conflict is involved, there is no substitute for sound judgement based upon the particular facts involved in each case.

Types of transactions in which conflicts may arise

- 3.6 Common types of transactions where a Conflict of Interest may arise include, for example, the selection and use of consultants or other professional advisers, the selection or supervision of contractors, suppliers, or vendors, the sale of products, the purchase of materials, supplies and equipment, the investment and borrowing of funds and an interest in a business unrelated to the business of JR Mackays.
- 3.7 Compensation arrangements and employment contracts directly affecting the Responsible Person involve obvious conflicts. In addition, when an opportunity, commonly referred to as a "corporate opportunity" to acquire property or to seize some financial or business advantage comes to the attention of a Responsible Person or as a result of his/her relationship to JR Mackays in a way that would permit its personal realization, and is relevant to JR Mackays's present or prospective purposes of goals, the Responsible Person must first present the opportunity to JR Mackays,

For purposes of this Policy, the following circumstances will be deemed to create Conflict of Interest:

3.8 Outside interest

- 3.8.1 A contract or transaction between JR Mackays and a Responsible Person or family member of a responsible person,
- 3.8.2 A contract or transaction between JR Mackays and an entity in which a Responsible Person or family member has a material financial interest or of which such a person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative,
- 3.8.3 A Responsible Person having an interest in a business, even though that business is unrelated to the business of JR Mackays and such business does not necessarily transact business with JR Mackays

3.9 Outside activities

- 3.9.1 A Responsible Person competing with JR Mackays in the rendering of services or in any other Contract or transaction with a third party,
- 3.9.2 A Responsible Person having a material financial Interest in or serving as a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to an entity or





individual that competes with JR Mackays in the provision of services or in any other Contract or Transaction with a third party.

3.10 Gifts, gratuities and entertainment

- 3.10.1 A Responsible Person or a family member may not accept from a third party any advertising gift to the value of more than R 350-00 or any similar benefit where gift or benefit result out of the course of the Responsible Person's duties towards or relationship with JR Mackays,
- 3.10.2 Gifts of cash or cash equivalents from a third party to a responsible Person of any amount are not permitted,
- 3.10.3 If a Responsible Person is offered any cash or gift to the value of more than R 350-00 or similar benefit from a third party, he/she should immediately report it to his/her respective direct supervisor or the Managing Director for approval following the line of protocol applicable to him/her,
- 3.10.4 The giving or receipt of common courtesies, occasional meals or reasonable entertainment appropriate to the business relationship and associated with business discussions are regarded as consistent with sound business practice. Unusual items, however, must be reviewed and approved in advance by the Board of Directors (Refer to item 3.10.6)
- 3.10.5 A Responsible Person may not accept gifts, entertainment or other favours from any individual or entity that:
- 3.10.5.1 does or is seeking to do business with, or is a competitor of JR Mackays
 - 3.10.5.2 has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from JR Mackays, under circumstances where it might be inferred that such action was intended to influence or possibly influence the Responsible Person in the performance of his/her duties
- 3.10.6 Acceptable gifts and entertainment generally fall into the following category:

An offer, gift, entertainment or anything of value may not be accepted or given if it is:

- Illegal or would result in a violation of law;
- Cash or cash equivalent (such as gift certificates, loans, stock, or stock options);
- A quid pro quo or part of an agreement requiring anything in return for the gift
- Sexually oriented, or otherwise violates JR Mackay's commitment to mutual respect;
- In violation of JR Mackay's standard of the recipient's organization.

Gifts, gratuities or entertainment to government officials may never be offered or provided without prior written approval of JR Mackay's Board of Directors

3.11 Loans

Company's discretion loans will be made by JR Mackays to any of its employees or Directors.

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4. Procedures

- 4.1 Prior to Board action on a Contract or transaction (whether directly or indirectly) involving a Conflict of Interest, a Director having a Conflict of Interest must, before the meeting of the Board at which the question of confirming or entering into the contract or transaction is first taken into consideration, disclose all facts material to the Conflict of Interest.
- 4.2 The Chairman will report the disclosure at the meeting and the disclosure will be reflected in the minutes of the meeting,
- 4.3 Each Director present at the meeting must state in writing that he/she has read the declaration provided by the Director having the Conflict of Interest,
- 4.4 If for any reason it is not possible for the Director to make any such declaration at or before a particular meeting, he/she may make it at the first meeting of Directors held thereafter at which it is possible for him/her to do so and will in that event state the reason in writing why it was not possible to make the disclosure at such particular meeting,
- 4.5 A Director who plans not to attend a meeting at which he/she has reason to believe that the Board will act on a matter in which the person has a Conflict of Interest, will disclose to the Chairman of the meeting all facts material to the Conflict of Interest,

The Chairman will report the disclosure at the meeting and the disclosure will be reflected in the minutes of the meeting.

- 4.6 A person who has Conflict of Interest will not participate in nor be permitted to hear the Board's discussion of the matter except to disclose material facts and to respond to questions. Such person will not attempt to exert his/her personal influence
- 4.7 A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting:
 - 4.7.1 will not be counted in determining the presence of a quorum for the purpose of the vote;
 - 4.7.2 may not vote on the Contract or Transaction;
 - 4.7.3 and will not be present in the meeting room when the matter is discussed and a vote is taken

Such person's ineligibility to vote will be reflected in the minutes,

- 4.8 Responsible Persons who are not members of the Board of Directors of JR Mackays, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of the Board action, will disclose to the Chairman or his/her designee any Conflict of Interest that such Responsible Persons has with respect to a Contract or Transaction. Such disclosure will be made as soon as the Conflict of Interest becomes known to the Responsible Person. The Responsible Person will refrain from any action that may affect JR Mackay's participation in such Contract or Transaction.
- 4.9 In the event of it not being entirely clear that a Conflict of Interest exists, the Responsible Person with the potential conflict will disclose the circumstances to the Chairman or his/her designee, who will determine whether there exists a Conflict of Interest that is subject to this policy.



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5. Confidentiality

Each Responsible Person will exercise care not to disclose confidential information acquired in connection with such status or information, the disclosure of which might be adverse to the interest of JR Mackays.

Furthermore, a Responsible Person will not disclose or use information relating to the business of JR Mackays for the personal profit or advantage of the Responsible Person or a Family Member.

6. Acceptance of Policy

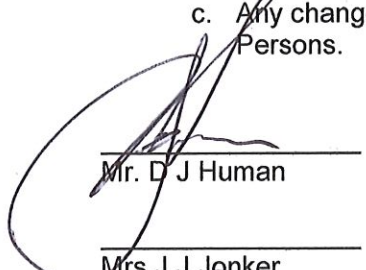
Each new Responsible Person will be required to review a copy of this Policy and to acknowledge in writing that he/she has reviewed the Policy, understands the content and agrees to be bound by it.

7. Annual Disclosure

- Each Responsible Person will at least annually, or as determined by JR Mackays, and as and when changes occur, complete a declaration for (as issued and amended by JR Mackays from time to time) identifying any relationships, positions or circumstances in which the Responsible Person is involved that he/she believes could contribute to or result in a Conflict of Interest,
- Such relationships, positions or circumstances might include service as a director of or consultant to an outside company, ownership of a business that might provide goods or services to JR Mackays or an interest in an unrelated business that does not necessarily transact business with JR Mackays,
- Any such information regarding the business interests of a Responsible Person or a Family Member will be treated as confidential and will generally be made available only to the Chairman and any members appointed to address Conflict of Interest, except to the extent that additional disclosure is necessary in connection with the implementation of this Policy.

8. Review of Policy

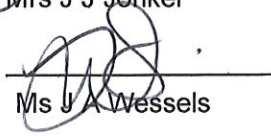
- This Policy will be reviewed at least annually by the Board of Directors,
- All Responsible Persons will be informed during the induction process of the company and acknowledgement done in writing that he/she has reviewed the Policy, understand the content and agrees to be bound by it,
- Any changes to the Policy will be communicated immediately to all Responsible Persons.


Mr. D J Human

13/06/2022
Date

Mrs J J Jonker

Date


Ms J A Wessels

13/06/2022
Date

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DECLARATION

CONFLICT OF INTEREST

JR MACKAYS CODE OF ETHICS STIPULATES AS FOLLOWS:

“3. Conflict of Interest

Employees are expected to perform their duties conscientiously, honestly and in accordance with the best interest of JR Mackays. Employees must not use their position, or knowledge gained through their employment with the company, for private or personal advantage, or in such a manner that a conflict or an appearance of conflict arises between the company's interest and their personal interest. A conflict could arise where an employee, member of an employee's family, or a business with which the employee or family is associated, obtain a gain, advantage or profit by virtue of the employee's position with the company or knowledge gained through that position.

If employees feel that a course of action which they have pursued, are pursuing or are contemplating pursuing, may involve them in a conflict of interest situation or a perceived conflict of interest situation, they should immediately make all facts known to the person to whom they report.”

Employees will be required to complete and keep current this declaration of interest in other business organisations or business organisations where such employee may be a director, partner, member and/or co-owner, or in which the employee has a financial interest.





DECLARATION

I understand and undertake that I will devote my full-time efforts during working hours towards the business of JR Mackays, and not engage in any activities which will conflict or prejudice these efforts.

I hereby declare that my immediate family and/or I have personal interest(s) in the following legal entity(ies) and/or organization(s), and/or entity(ies) and/or organization(s) which are business partners of JR Mackays

Name of business	Type of business	% financial interest	Function in business (director, co-owner, member, partner)	Person/entity holding the interest (e.g myself/ family member)	Is the entity or organization a business partner of the company?

I hereby certify that I am aware that JR Mackays has the right to at any time refuse the holding of such interest(s), which I will then immediately relinquish and I further undertake to inform JR Mackays immediately should the above declared information change at any time.

I specifically undertake that I will not allow such interest(s) to influence my obligation of good faith towards the company.

I will further guard against any conflict of interest that may arise between the best interests of the company and the interest of the legal entity/organization in which I am holding an interest. In the event of such conflict I will declare such conflict immediately to my direct foreman and will further remove myself from any decision-making process which could have a bearing on this conflict of interest.

Signed at _____ on this ____ day of _____ 20__.

Signature : _____ Name printed : _____

Employee No : _____ Filed by HR : _____