



Global Whistle-Blowing Policy

Policy #	Group- 002	Effective Date	1 February 2019	Email	brucel@barloworld.com
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1.	Glossary of Terms
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Throughout this document, unless otherwise stated, the capitalized words in the first column below have the meanings stated opposite them in the second column. Defined terms used as plurals will retain the meanings stated below, unless the contrary is clear from the context.

- “Associated Person”** any natural or juristic person, who is not an employee of the Group, and who (disregarding any bribe under consideration) performs services for or on behalf of the Group.
- “BGIAS”** Barloworld Group Internal Audit Services.
- “Disclosure of Impropriety”** within the framework of this policy refers to the disclosure by an employee of Improper Conduct.
- “Effective Date”** the date of last signature authorising the adoption of this Policy.
- “Group”** Barloworld Limited or any of its subsidiary companies. This includes all business divisions of any subsidiary company.

**“Impropriety” or
“Improper
Conduct”**

- (a) an actual or suspected criminal offence relating to fraud, bribery corruption or theft;
- (b) conduct that is committed by a person who has failed, is failing, or is likely to fail to comply with such person’s legal obligations;
- (c) improper behaviour which has taken, is taking or is likely to take place (e.g. financial or non-financial mismanagement, including fraud, bribery or corruption, or unethical behaviour);
- (d) a threat or a potential threat to the security and/or safety of the personal information of the Group employees, clients or suppliers;
- (e) conduct that results in the health or safety of an individual being, or likely to be seriously threatened;
- (f) conduct that harms or is seriously likely to harm the natural environment;
- (g) conduct that unfairly discriminates against an employee, as defined in the laws of the country in which such employee is employed; or
- (h) any matter referred to above that has been, or is being concealed deliberately.

**“Occupational
Detriment”**

means when an employee is as a result of a specific Protected Disclosure of Impropriety:

- a) subjected to disciplinary action;
- b) dismissed, suspended, harassed or intimidated, or demoted;
- c) transferred involuntarily;
- d) refused a transfer or promotion;
- e) subjected to conditions of employment or retirement that were changed to his/her disadvantage;
- f) refused a reference, or given an adverse reference;
- g) denied an appointment to any service or position;
- h) threatened with any of the above actions; or
- i) otherwise adversely affected in respect of his/her service or position, including employment opportunities and work security;

by any company within the Group or an employee of any company within the Group.

“Policy”

means this Global Whistle-blowing Policy.

**“Protected
Disclosure”**

means disclosure made in terms of section 6.1 of this Policy.

“Whistle-blower”

means an employee of the Group or an Associated Person (who is also a natural person), who has utilised a Whistle-blowing Facility;

“Whistle-blowing Facility”

means the independent reporting facilities set out in annexure A to this Policy.

2.	Background
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The Group is committed to maintaining the highest standards of honesty, integrity and ethical conduct and has adopted this Policy in conjunction with all other policies adopted by the Group. The Group maintains Whistle-blowing Facilities where Whistle-blowers can anonymously disclose Impropropriety or Improper Conduct related to the Group’s business.

3.	Scope of Policy
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This Policy –

- (i) is applicable to all employees of the companies within the Group and business divisions or an Associated Person;
- (ii) is applicable to all Whistle-blowers.

4.	The Policy
4.1	This Policy applies to Protected Disclosures made after the commencement of this Policy, irrespective of whether or not the Impropropriety or Improper Conduct has taken place before or after the Effective Date.
4.2	The Group does not tolerate any Impropropriety or Improper Conduct impacting or having the potential to impact the Group and supports the fundamental principles of sound corporate governance and a workplace culture within which the rights and freedom of individuals are respected.
4.3	The Group supports the responsible disclosure of information related to Impropropriety and Improper Conduct. Such disclosures are supported and encouraged in accordance with this Policy and other policies irrespective of whether the disclosure may prejudice the Group, its management, shareholders, service providers, employees, Associated Persons or their business interests.
4.4	The Group does not tolerate any form of Occupational Detriment.
4.5	All allegations of Impropropriety will be investigated and followed up.

- 4.6 Employees who commit Improper Conduct will be subject to disciplinary action, including possible termination of employment.
- 4.7 Subject to any legal requirement, the Group will not pursue any complaint lodged by an employee in terms of this policy, should it be established that same employee is in the course of disciplinary proceedings. Once the disciplinary proceedings have been completed, the Group will assess whether or not it is appropriate for an investigation in terms of this policy to commence.”
- 4.8 Where possible and practicable, the Group will pursue full recovery of all losses resulting from Improper Conduct.
- 4.9 The audit committee of the Group undertakes to:
 - Review arrangements made by companies in the Group to enable employees to confidentially report Improper Conduct that may have a direct or an indirect effect on integrated reporting; and
 - Inform the external auditors of all material Improprieties disclosed during the course of the relevant financial year.

5. The Purpose of the Policy

- 5.1 The purpose of the Policy is to:
 - Encourage employees to disclose Impropriety;
 - Assist in establishing a culture of disclosure within which employees can responsibly disclose information about Improper Conduct in the workplace in order to prevent such behaviour;
 - Make provision for procedures in terms of which an employee can responsibly disclose information on Improper Conduct by other employees within the Group or Associated Persons;
 - Provide support to the relevant employee if a Protected Disclosure leads to Occupational Detriment
 - Facilitate the protection of Whistle-blowers from being subjected to Occupational Detriment.

6. Reporting Procedures and Resolution of Reported Incidents

- 6.1 **Protected Disclosures**

The following are Protected Disclosures in terms of this Policy:

 - A) Disclosures made in good faith to:**
 - the management of the Group or any Group company (any person in a supervisory position) in accordance with the existing grievance procedure in the particular company within which the Whistle-blower is engaged; or

- where a Whistle-blower reasonably believes that the grievance procedure is not the appropriate medium, the office of BGIAS.
- to the Group's independent external Whistle-blower Facilities, particulars of which are included in Annexure A; and

B) Under the following circumstances:

- when the Whistle-blower honestly and reasonably believes that the disclosed information and any allegations contained therein are substantially true;
- when such Whistle-blower does not disclose the information solely for personal gain (excluding any reward payable in terms of legislation); and
- when such Whistle-blower does not disclose the information solely for a malicious cause.

6.2 What information needs to be communicated

Comprehensive information (including whether or not an allegation of Impropriety concerns a matter which is already the subject of a disciplinary action) will be required in order to effectively investigate Improper Conduct. Information on aspects such as who, what, when, where, how and, should the answer be available, why, must be provided.

Whistle-blowers must provide supporting information, since allegations based upon rumours without any corroborative evidence may affect the reputations of innocent persons.

6.3 Disciplinary action

If malicious and/or false allegations are deliberately made by an employee of a Group company, that employee will be subject to disciplinary action which may include dismissal and may be subject to other legal liability.

The Group is committed to prompt and impartial handling of all allegations of Improper Conduct. It is the responsibility of the managers to ensure that **all** allegations of Impropriety disclosed to them are reported immediately to the Head of Internal Audit and the Head of Risk.

6.4 Confidentiality

All information received as part of a Protected Disclosure will only be disclosed to the extent necessary for the purposes of investigating the allegations or as required by law. The Group reserves the right to pass on any information to the proper law enforcement agency in order that such entity may determine whether criminal charges are warranted.

Depending on the nature of the disclosed Impropriety and the availability and expertise of internal resources, the Head of Risk will report to the Audit Committee on material disclosures made in terms of this Policy which, after due investigation has been made, have been found to be substantially true and on the subsequent actions taken.

If the investigation indicates that significant Improper Conduct has occurred, the Head of Risk has the responsibility to notify the Audit Committee on a timely basis of such activities. Relevant senior divisional management are also responsible for including details of any such allegations of Impropriety in their bi-annual reporting of defalcations to the divisional Audit Committees.

6.5 Administration

The custodian of this Policy is the Group Financial Director who is supported in its implementation by all managers of the Group.

The General Counsel, supported by all other managers of the Group, is responsible for the administration and revision of this Policy. This Policy will be reviewed annually and appropriate changes will be made should these be required.

7. Applicable Legislation

This Policy should be amended to ensure compliance with all applicable legislation in each country in which Barloworld operates.

APPENDIX A:

Barloworld Ethics Line – administered by an Independent Service Provider

Within South Africa	<ul style="list-style-type: none">▪ Free Calls: 0800 203 242 0800 003 248 0800 004 825 0800 004 832 0800 121 282▪ SMS (Text messaging) (SA Only) Text: "Please Call Me" to 32840▪ Fax: (031) 560 7394▪ Free Fax: 0800 00 77 88▪ Internet website: www.tip-offs.com (Online Reporting)▪ E-mail: pi@toanon.co.za barloworld@ethics-line.com Barloworld-equipment@ethics-line.com bec@tip-offs.com bmr@ethics-line.com avis@ethics-line.com▪ Free Post (SA only): KZN 138, Umhlanga Rocks, 4320
Outside South Africa	<ul style="list-style-type: none">▪ Tel: (031) 560 7380/1/2▪ E-mail: pi@toanon.co.za barloworld@ethics-line.com Barloworld-equipment@ethics-line.com bec@tip-offs.com bmr@ethics-line.com avis@ethics-line.com▪ Internet website: www.tip-offs.com (Online Reporting)▪ Postal Address: P.O. Box 774, Umhlanga Rocks, 4320

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Botswana

- Free Call:
0800 600 644
7111 9496
- E-mail:
pi@toanon.co.za
barloworld@ethics-line.com
Barloworld-equipment@ethics-line.com
Barloworld-logistics@ethics-line.com
bec@tip-offs.com
bmr@ethics-line.com
avis@ethics-line.com
- Internet website: www.tip-offs.com (Online Reporting)
- Postal Address: P.O. Box 774, Umhlanga Rocks, 4320

Namibia

- Free Call:
0800 001 126
- E-mail:
pi@toanon.co.za
barloworld@ethics-line.com
Barloworld-equipment@ethics-line.com
Barloworld-logistics@ethics-line.com
bec@tip-offs.com
bmr@ethics-line.com
avis@ethics-line.com
- Internet website: www.tip-offs.com (Online Reporting)
- Postal Address: P.O. Box 774, Umhlanga Rocks, 4320

Barloworld Ethics Line – administered by an Independent Service Provider

<p>Vostochnaya Technica Russia</p>	<ul style="list-style-type: none">▪ Free Call: 810 800 253 31012▪ Email: vost-tech@ethics – line.com▪ Internet website: www.tip-offs.com (Online Reporting)▪ Postal Address: P.O. Box 774, Umhlanga Rocks, 4320
<p>Dubai (UAE)</p>	<ul style="list-style-type: none">▪ Free Call: 8000 177 230▪ Email: pi@toanon.co.za barloworld@ethics-line.com Barloworld-equipment@ethics-line.com Barloworld-logistics@ethics-line.com bec@tip-offs.com bmr@ethics-line.com avis@ethics-line.com▪ Internet website: www.tip-offs.com (Online Reporting)▪ Postal Address: P.O. Box 774, Umhlanga Rocks, 4320

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Angola	<ul style="list-style-type: none"> ▪ International Dialling: 0027 31 571 5364 ▪ Email: <ul style="list-style-type: none"> pi@toanon.co.za barloworld@ethics-line.com Barloworld-equipment@ethics-line.com Barloworld-logistics@ethics-line.com bec@tip-offs.com bmr@ethics-line.com avis@ethics-line.com ▪ Internet website: www.tip-offs.com (Online Reporting) ▪ Postal Address: P.O .Box 774, Umhlanga Rocks, 4320
Botswana – Logistics	
DRC	
Lesotho	
Malawi	
Mozambique	
Namibia	
Swaziland	
United Kingdom	
Zambia	

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