



1. POLICY STATEMENT

The management of Unitrans is highly committed to implementing and maintaining the highest standard of corporate governance, fiduciary duty, responsibility and ethical behaviour.

A zero-tolerance policy is Unitrans' answer to fraud, corruption, theft and any actions in contravention to the Code of Ethics. It will not be tolerated under any circumstances. Appropriate disciplinary action may be taken against any employee or external party involved if found guilty of committing fraud, corruption, theft or acts in contravention to the Code of Ethics. All efforts will be made to recover assets misappropriated or losses suffered. In the event of criminal misconduct, Unitrans will refer the matters to the appropriate law enforcement and/or regulatory agencies for investigation and prosecution.

In terms of the Code of Ethics all employees have a responsibility to report any wrongdoing or improper conduct as soon as they become aware of it. In this regard, Unitrans will take all necessary steps to ensure that employees who disclose such information are protected from reprisals and occupational detriment in line with the provisions of the Protected Disclosure Act No 26 of 2000 (the "PDA").

2. OBJECTIVES

- To make all employees aware of the KAPREF hotline that is available 24 hours a day, 365 days a year, to report any possible fraud, corruption, theft and unethical behaviour within the organisation.
- To create awareness around the responsibility of each individual towards the detection, prevention and reporting of possible fraud, corruption, theft and activities in contravention to the Code of Ethics in the organisation. The responsibility includes, but not limited to:
 - Hold ourselves and each other accountable;
 - Display of fraud posters;
 - Employee induction and agreement to Unitrans Code of Ethics;
 - Internal reporting / disclosure of related events;
 - Investigate incidents and implement corrective action; and
 - Responsibility to report incidents to SAPS.

3. SCOPE

This policy applies at every level of Unitrans, across all its Divisions and extends to all Directors and employees (including full-time, part-time, casual and contractual staff) as well as all business partners, including suppliers, independent contractors and any other person who in any manner assists or assisted in carrying on or conducting the business of the Group. This includes Unitrans Supply Chain Solutions (Pty) Ltd, Unitrans Africa (Pty) Ltd and Unitrans Passenger (Pty) Ltd as well as all of their entities, hereafter referred to as "Unitrans".

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In terms of corporate governance, this policy will be extended to all stakeholders who conduct business with Unitrans. This includes third party agents, representatives, consultants, contractors, suppliers, vendors, subcontractors, customers, partners and agents, etc.

The policy covers disclosures of any suspected wrongdoing and unethical behaviour or practices, including but not limited to:

- Civil or criminal offences;
- Failure to comply with statutory obligations / requirements;
- Financial misconduct;
- Health and safety risks;
- Environmental damage;
- Unfair discrimination of any kind;
- Fraud, including corruption and bribery;
- Abuse or misuse of Group assets;
- Failure to comply with policies; and
- Attempts to suppress or conceal any information relating to any of the aforementioned.

The policy **does not apply to personal grievances**, which are dealt with under the Grievances Policies and Procedures, which deal with grievances, disciplinary measures and unfair labour practices.

4. PRINCIPLES

4.1 PUBLICITY

A programme of publicity is in place involving the following:

- KAPREF hotline posters displayed on notice boards at all work places.
- KAPREF awareness notice available to all employees on the intranet.
- Contract Managers / Department Manager to ensure the KAPREF posters are displayed throughout the premises.

It is the responsibility of the Unitrans CEO to ensure that this policy is communicated to all employees. It is the responsibility of all Unitrans employees, across all its operations and subsidiaries, to read and understand the policy and adhere to its provisions.

4.2 RECORDING, INVESTIGATION AND REPORTING

Unitrans has established various reporting mechanisms at all levels across the business through which employees may report Improperities by employees, directors, clients, suppliers and other 3rd parties with whom the company has a relationship.

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Two formal sources to report incidents are the KAPREF hotline and Alternative Disclosure (AD). All incidents follow the same process:

The KAPREF hotline:

- The Hotline is intended for matters involving fraud, corruption, theft and acts in contravention to the Code of Ethics.
- The hotline is administered by an external company (Deloitte), and the caller remains anonymous.
- All incidents reported through the ethics line shall be forwarded to the:
 - Ethics Panel (KAP CEO, KAP CFO, KAP Executive: Treasury & Legal, KAP Group Compliance Manager, KAP Legal Services Manager and any other person nominated from time to time by the KAP CEO) ;
 - Unitrans CEO, Unitrans Head: Risk and Compliance, Unitrans Head: Operational Risk Management; and
 - Any other person designated by the Ethics Panel.
 - Should any of the individuals on the Ethics Panel be implicated in an incident, the information shall not be forwarded to that individual and the individual shall not have any involvement regarding the incident.
- Each allegation must be investigated. The Head: Risk and Compliance will decide on who will conduct the investigation, based on the sensitivity and content of the allegation.

Alternative Disclosure (AD):

- Any instances of fraud, corruption, theft and acts in contravention to the Code of Ethics in the organisation, identified by management, should be reported to the Head: Risk and Compliance by means of the AD form.
- All thefts conducted by third-parties must also be included in the fraud and ethics register (such as tyre theft, etc), as well as petty cash shortages in excess of R100, break-ins, hi-jacking of vehicles, recruitment scams, etc.
 - It is management’s responsibility to report these instances, immediately after it becomes known.
 - All theft MUST be reported to SAPS within a reasonable timeframe and the case number to be documented in the AD form.
 - The AD is reported to KAP Group Compliance Manager, who provides a reference number to the case.

Reporting

- The allegations/incidents received are recorded in a register which is maintained and updated by the Risk and Compliance Department.
- The Investigation Report and Executive Summary is sent to the KAP Group Compliance Manager once an investigation is complete. Incidents may only be closed

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by the Ethics Panel once it is satisfied with the outcome of the investigation and actions taken.

- The Unitrans CEO shall ensure that proper and appropriate disclosure of disciplinary steps is made where appropriate to serve as a deterrent and to encourage ethical business conduct.
- Investigation results are communicated to various Board and Board Committees (such as the Unitrans Audit and Risk Committee).
- The Ethics Panel must advise Unitrans Internal and External Auditors of any concerns that could affect the Group’s financial status.

5. RESPONSIBILITIES

The Risk and Compliance Department is responsible for the development and amendment of this policy, and alignment to the KAP policy.

6. POLICY VIOLATION

Non-compliance to this policy may result in disciplinary action being taken and possible termination of employment, if found guilty of the violation.

7. RELATED POLICIES

- Unitrans Code of Ethics
- Unitrans Conflict of Interest Policy
- Unitrans Supplier Code of Conduct

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