



The Way We Do Business

This document is intended to be a guideline to assist all employees of Datatec Group and its subsidiaries and affiliates (the "Company") in striving to act with honesty and integrity in all matters. It is not designed to definitively answer all questions, rather to provide guidance.

As a member of the Datatec Group Team:

- You must endeavour to act with **Honesty** and **Integrity** in all matters relating to the Company;
- You will be held accountable by the Company for your actions on the Company's behalf;
- You should feel free to seek guidance, when you are in doubt about how to proceed on the Company's behalf.

Dear Datatec Group Associate:

This document is intended to outline our objectives and philosophy concerning ethics. Our basic foundation for this subject is simple; Datatec Group employees should endeavour to hold themselves to high ethical and legal standards of conduct at all times and in all dealings when acting on behalf of the company.

The Datatec Group **Code of Conduct** provides guidance as to how we manage our business activities. It is firmly rooted in the ten principles of the UN Global Compact which helps to direct our actions in our global context. We all want to be part of an organisation with the highest ethical standards and avoid any situations where that is not the driving force. We need focused attention to this core principle every day.

Please read this document carefully and be sure that your colleagues and co-workers are advised of its principles. We should only be doing business with partners who share our ethical principles so please ensure the suppliers and customers you deal with are equally committed to the ethical approach set out in our Code.

If any situation arises where actions or decisions are made and you believe them to be against what is outlined in this Code, please communicate this situation to the appropriate person as set out at the end of the Code. This subject is crucial to our long-term success and is one I feel strongly about.

Thank you for your attention and to your continuous vigilance in helping me support the principles detailed in this document.

Sincerely,

Jens Montanana
CEO

October 2015

Code of Conduct Framework

Datatec's value drivers

- Enhance and protect Datatec shareholder value.
- Provide a best in class portfolio of actively managed businesses in the international ICT networking sector
- Be an employer of choice, attracting, developing and retaining the best and key talents
- Deliver long-term, sustainable, above average returns through investing, operating and value realisation within the businesses
- Be ethical, honest and socially responsible corporate citizens to all stakeholders

The framework for this **Code of Conduct** is contained in this document.

The Ten Principles of the UN Global Compact

The UN Global Compact's ten principles in the areas of human rights, labour, the environment and anti-corruption enjoy universal consensus and are derived from:

- [The Universal Declaration of Human Rights](#)
- [The International Labour Organization's Declaration on Fundamental Principles and Rights at Work](#)
- [The Rio Declaration on Environment and Development](#)
- [The United Nations Convention Against Corruption](#)

The UN Global Compact asks companies to embrace, support and enact, within their sphere of influence, a set of core values in the areas of human rights, labour standards, the environment and anti-corruption:

Human Rights

- [Principle 1](#): Businesses should support and respect the protection of internationally proclaimed human rights; and
- [Principle 2](#): make sure that they are not complicit in human rights abuses.

Labour

- [Principle 3](#): Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
- [Principle 4](#): the elimination of all forms of forced and compulsory labour;
- [Principle 5](#): the effective abolition of child labour; and
- [Principle 6](#): the elimination of discrimination in respect of employment and occupation.

Environment

- [Principle 7](#): Businesses should support a precautionary approach to environmental challenges;
- [Principle 8](#): undertake initiatives to promote greater environmental responsibility; and
- [Principle 9](#): encourage the development and diffusion of environmentally friendly technologies.

Anti-Corruption

- [Principle 10](#): Businesses should work against corruption in all its forms, including extortion and bribery.

Our Core Company Principles

Datatec Group is committed to maintaining and perpetuating the highest standards of ethics and business conduct. These principles flow through all of our dealings including our relationships with our employees, customers, suppliers, shareholders, competitors, and the communities in which we operate.

The ten principles of the UN Global Compact (set out at the start of this Code) form the basis of our ethical standards and business conduct. The Board of Datatec unequivocally supports the UN Global Compact principles and endorses this Code as a means of applying those principles to Datatec's business to illustrate our commitment to unquestionable organisational integrity.

The Code of Conduct sets our values and standards that guide us in the conduct of our businesses. Although we operate in various geographic areas, our values and code of conduct have universal applications. This Code must be applied to every division we manage and should be an integral part of our daily actions.

Datatec Group Employees

We will treat each other with respect and fairness at all times. We are dedicated to maintaining uniform equal opportunity employment practices. We will respect each other's privacy and treat each other with dignity and respect regardless of age, race, colour, sex, sexual orientation, religion, or nationality. We are committed to providing a safe and healthy work environment for all employees.

Datatec Group Customers

We are committed to providing high quality, competitive pricing and honest transactions. All dealings with our customers will be done lawfully and ethically.

Datatec Group Suppliers

We will deal honestly and fairly with our suppliers. We will source product without unlawful discrimination, in a manner supportive of mutually beneficial, long-term relationships.

Datatec Group Competitors

We will compete aggressively, but fairly, for business and will base our efforts on the qualities of our value proposition.

Datatec Group Communities

We desire to be responsible corporate community members. Our policies will be designed to comply with international, national and local laws. We will strive to contribute to our communities through the encouragement of employee involvement and corporate benevolence.

Datatec Group Shareholders

We are committed to actions that are intended to provide a superior return on investment for our shareholders. We aim to protect and increase the value of their holdings by seeking to optimize the utilization of our assets.

Our Code of Conduct Guidelines

Introduction

Our Code of Conduct guides our decisions and actions. The Code of Conduct is an articulation of essential values and represents a structure for decision-making. We ultimately rely upon individual actions of our employees around the world regarding our integrity, reputation and profitability. Each individual is personally accountable for compliance with our Code.

Our standards apply equally to our business partners so we will strive to engage consultants who comply with the standards of conduct required by our Code of Conduct and to deal with customers and suppliers who share the attitude and standards enshrined in our Code.

Datatec Group maintains the highest standards of ethics and business conduct and this principle should flow through all of our dealings, including our relationships with our customers, suppliers, vendors, employees, shareholders, competitors, and the communities in which we operate. Although we work in various geographic areas, this Code of Conduct has universal application.

The Standards must be interpreted and applied within the framework of the laws and traditions of the jurisdictions in which we operate, as well as taking into consideration Datatec Group policies and good common sense. We must be conscious of avoiding circumstances and actions that give the appearance of an impropriety or wrongdoing.

Standards of Conduct

I. Employees

A. Equal Employment Opportunity

Datatec Group is an equal opportunity employer. The Company does not discriminate against any employee or any applicant for employment because of race, creed, colour, national origin, sex (including pregnancy), age, marital status, disability, citizenship status, sexual orientation, age, religion or any other reason prohibited by applicable laws. We act in a non-discriminatory manner, not only to comply with laws against discrimination, but also because we believe that it is good business practice. This policy applies to all terms and conditions of employment including, but not limited to, recruitment, employment, work assignments, promotions, compensation, leaves of absence, education/training, discipline and, when necessary, termination.

Datatec is committed to the transformation process called Broad Based Black Economic Empowerment ("BBBEE") which is a central part of the South African government's economic transformation strategy designed to minimise barriers to employment equity. BBBEE has a number of components which aim to increase the numbers of previously disadvantaged individuals ("PDI") that manage, own and control the country's economy, and decrease racially based income inequalities. Since most of our business interests exist outside South Africa, employment equity plans are established on an individual entity basis.

B. Employee Accountability

Our employees will be held accountable for their actions and are expected to act openly, honestly and with integrity. Employees will be expected to comply with the law.

C. Drug and Alcohol Abuse

The implementation of this policy is a result of Datatec Group's belief that the impairment of any employee, due to his/her use of substances, is likely to result in the risk of injury to employees, the impaired employee or to third parties. "Impairment" or "being impaired" means that an employee's normal physical or mental abilities or faculties have been detrimentally affected by the use of substances.

The employee who begins work while impaired or who becomes impaired while at work is in direct violation of company policy and may be subject to disciplinary action. Disciplinary action can include suspension, dismissal, or any other penalty appropriate under the circumstances. Likewise, the use, possession, transfer, or sale of any substance on company premises, storage area, or job site is prohibited and violations may be subject to disciplinary action. When an employee is involved in the use, possession, transfer, or sale of a substance in violation of criminal laws, the Company may notify appropriate authorities.

Employees who are taking prescription drugs that may impair their ability to work are under a duty to report this to their manager, supervisor or Human Resources. This information is necessary to ensure the protection of the employee and for safety purposes in case of an adverse reaction to the drug while at work, or so the employee is not falsely accused of taking an illegal substance. Datatec Group is aware that substance abuse is a complex health problem that has both a physical and emotional impact on the employee, his or her family and social relationships. A substance abuser is a person who uses substances, as defined above, for non-medical reasons and this use detrimentally affects job performance or interferes with normal social adjustments at work.

Datatec Group recognises that individuals sometimes use substances such as alcohol and drugs to an extent that their abilities and senses are impaired. Our position regarding substance abuse is the same whether alcohol, legal and illegal drugs, prescription drugs, or controlled substances are involved.

The Company is committed to safeguarding the confidentiality of employee information and respecting employee privacy, especially where matters regarding medical and personal information are involved. As long as the information is not needed for legitimate purposes, the Company shall maintain employee records in confidence. The only exception to this policy is when the employee signs a release for the transfer of such information to designated persons or agencies.

D. Health, Safety and Workplace Environment

Datatec Group is committed to ensuring that all company facilities operate under the core goal of providing its employees a workplace free from recognised safety and health hazards, discrimination, harassment or personal behaviour not beneficial to a productive work environment. Employees and local management are responsible for ensuring that the company complies with all provisions of local health and safety laws.

E. IT Governance

The use of IT systems by a Datatec Group employee in any manner which is inconsistent with this Code of Conduct is not permitted.

Datatec Group entities shall ensure they promote an ethical IT governance culture and awareness of a common IT language. The privacy of employees, customers, suppliers and other stakeholders shall be respected by the maintenance of strong data protection procedures in accordance with the jurisdictions in which the Group operates.

II. Customers and Suppliers

A. Bribery and corruption

Datatec Group employees must understand the Company's zero tolerance approach to bribery and corruption and their duty not only to avoid becoming involved in corruption themselves but also to report suspected wrongdoing in this area. The following activities are specifically prohibited:

- Seeking or accepting gifts or any form of compensation from suppliers, customers or others doing business or seeking to do business with the Company;
- Offering gifts or rewards to customers, suppliers, public officials or others to gain any commercial, contractual or regulatory advantage.

This does not prohibit offering or accepting customary gifts or hospitality provided that in all the circumstances the gift or hospitality is reasonable and justifiable and will not affect a decision in relation to the Company's dealing with the other party. Care needs to be taken to avoid any perception of or actual influence of commercial, contractual or regulatory advantage through any form of sponsorship or charitable donations. Specific guidance on the avoidance of bribery and corruption and the levels of gifts or hospitality which are acceptable is given in the Anti-Bribery Policy of Datatec and its subsidiary groups.

B. Conflicts of Interest

Datatec Group employees must deal with suppliers, customers and others doing business with the Company in a manner that avoids even the appearance of conflict between personal interests and those of the Company. The following activities are specifically prohibited:

- Acting as a broker, finder or intermediary for the benefit of a third party in transactions involving the company;
- The use of third party confidential or non-public information that may be acquired in the course of employment related activities.

If an employee becomes aware of a conflict of interest in any aspect of their work they must disclose it to their line manager. All such declarations of interest must be recorded in the minutes of meetings (such as subsidiary board meetings).

C. Sales Practices

It is our responsibility to assess our customers' needs and offer quality products and services at competitive terms and prices. We will sell products and services honestly and will not pursue any sale that requires us to act unlawfully or in violation of these standards.

D. Vendors and Suppliers

It is Datatec Group policy to purchase all equipment, supplies and services on the basis of our professionalism and reputation. Our suppliers, vendors and subcontractors will be treated with fairness and integrity and without unlawful discrimination. We advise our employees that section II-A above, should be followed in their interactions with vendors and suppliers.

E. Confidential Information

Employees shall not, at any time, whether during or after employee's employment by the Company, directly or indirectly, by any means or devices whatsoever, divulge, use, or permit the use of, any information encountered or coming within his/her knowledge with regard to or

arising out of his/her employment by the Company ("Information ") except as required in the course of employee's employment with the Company. Information includes without limitation: all drawings, specifications, plans, and other materials prepared in connection with employee's job with the Company, whether in paper or electronic form, and all information relating to the Company's business, its customers and their business affairs, vendors, suppliers, methods, techniques, finances, processes, apparatus and trade secrets but does not include information generally known to the public.

F. Consultants and Agents

When it is required that we engage an individual or a firm as consultants to provide services to or represent a member of Datatec Group, we must avoid any conflict of interest between the Company and the person or organisation to be employed. We strive to engage consultants that comply with the standards of conduct required by our Code of Conduct or any applicable laws or regulations.

G. Trade Sanctions

No Datatec Group entity shall undertake any transaction which contravenes trade sanctions administered by:

- HM Treasury (UK);
- The European Union;
- The United States Treasury Department's Office of Foreign Assets Control; and
- The United Nations (UN) or any other body affiliated with the UN.

All Datatec Group employees who are or are likely to be involved in any transaction that involves trade sanctions must familiarise themselves with Datatec's policy regarding trade sanctions, which includes countries affected by sanctions programs. The policy regarding trade sanctions is available from Datatec's Chief Risk Officer.

III. Worldwide Communities

A. Political Contributions

Datatec Group policy is not to make any political donations, including to Politically Exposed Persons. Notwithstanding the aforementioned, charitable donations to Politically Exposed Persons may be made subject to Datatec Board approval. For any other charitable donations not involving a Politically Exposed Person, Datatec Group employees should refer to the Matrix of Authorities for the appropriate approval limits.

For the purposes of this Code of Conduct, the term "Politically Exposed Persons" means individuals who have been entrusted domestically or by a foreign country with prominent public functions, for example heads of state, senior politicians, senior government officials, judicial or military officials, senior executives of state owned corporations, important political party officials.

B. Bribery and corruption

As noted under II A above we have a zero tolerance policy towards bribery and corruption. It follows that no employee of the Company may make, authorise or agree to make any contributions, payments or gifts to any Politically Exposed Person, government official, employee or agent or to any official contracting party in violation of the Foreign Corrupt

Practices Act of the USA, the Bribery Act of the UK or similar legislation in other jurisdictions. Employees must avoid offering, authorizing or promising anything of value to a government official that could be construed as a bribe to promote the Company's business interests or a facilitation payment (a small, unofficial payment made to secure or expedite a routine government action by a government official). Third parties such as consultants or sales agents employed by the Company are similarly prohibited from making improper payments to any Politically Exposed Person or similar government official. Further guidance on the avoidance of bribery and corruption and the specific rules in relation to government officials is given in the Anti-Bribery Policy of Datatec and its subsidiary groups.

C. Export Control

The Company will comply fully with applicable export laws of jurisdictions in which we operate worldwide.

D. Community

Datatec Group shall work to support the organisations and activities of the worldwide communities we share. As a company, Datatec Group supports worthwhile civic and charitable causes and we encourage our employees to do the same.

IV. Competitors

A. Competitive Information

In the highly competitive global marketplace, information about our competitors is a necessary element of business. We will endeavour to obtain such competitive information through legal and ethical means and it will not be accepted if it is believed that the information was received unlawfully.

B. Marketing

Datatec Group competes on the basis of the merits of our offerings. When comparing our offerings to those of our competitors, we will avoid disparaging a competitor through inaccurate statements.

V. Shareholders, Assets and Company Records

A. Return on Equity

We will act in a manner that recognises our commitment to uphold our shareholders' best interests. Datatec Group seeks to earn a profit in an ethical manner, to make investments in the Company's future and to strive to provide an appropriate return on our shareholders' equity.

B. Protection of Assets

Every Datatec Group employee is responsible for the proper use, conservation and protection of corporate assets, including its property, warehouses and equipment. The management of each Datatec Group entity is responsible for establishing and communicating to employees the policies and procedures necessary to meet these responsibilities.

Datatec Group employees often have access to the confidential information of the Company, such as business information and technical information, including computer programs, marketing information, customer lists and other related information. All employees have the responsibility to use and protect these assets in accordance with applicable Datatec Group confidentiality agreements and the guidelines contained in Datatec Group policies regarding Information Protection.

C. Accuracy of Company Records

We require honest and accurate recording and reporting of information in order to make responsible business decisions. This includes such data as quality, safety, personnel records, as well as all financial records. Datatec Group business transactions worldwide must be properly authorized and must accurately reflect transactions and events, and conform to required accounting principles and Datatec Group's financial policy. Budget proposals and economic evaluations must justly represent all information relevant to the decision being requested or recommended. Secret and unrecorded cash funds or other assets are forbidden under any circumstances. Company books and records must be kept in accordance with generally accepted accounting principles and the established guidelines of the Group Finance Department. The retention or proper disposal of Company records shall be in accordance with established Datatec Group financial policies and applicable statutory and legal requirements.

D. Shareholder Communication

Datatec Group will act in accordance with all laws and stock market regulations governing the public disclosure of business information. Specifically any price-sensitive information must be released in a stock market announcement before it is released anywhere else. All public statements, whether oral or written, must be clear, truthful and accurate. No one may disclose any confidential information regarding the company without prior proper authorization.

Compliance

Datatec Group employees must strive to comply with the Standards of Conduct and the policies put in to practice by the company. Any questions of validity or interpretation should be brought to the attention of senior management. Failure to comply with these Standards and associated Datatec Group policies may result in appropriate disciplinary action.

Datatec Social & Ethics Committee

Datatec has established a committee of the Board, the Social & Ethics Committee, whose role includes monitoring the application and effectiveness of this Code around the Group.

Reporting Violations

It is each employee's responsibility to identify and report violations or suspected violations of the Code of Conduct. Employees should initially report such violations to their line manager but there are situations in which this may not be possible.

We have therefore established three confidential processes for reporting violations.

First, if you have questions or concerns regarding the interpretation or application of the Code of Conduct you may contact the Human Resources Manager (_____) on _____ or the Legal Counsel (_____) on _____ to discuss your concerns.

Secondly, if you wish to report a matter of concern bypassing the management of [subsidiary] you may contact the Datatec Company Secretary directly who will handle the matter in confidence in accordance with Datatec's policy for handling complaints.

Thirdly if you wish to report a violation or suspected violation completely independently of [subsidiary] or Datatec you should contact a confidential "**Whistle Blowing Hotline**" by dialling **+27 31 3080680**. The call will be taken by an independent agency in complete confidence with the caller remaining anonymous if they wish. The agency will in turn notify the Datatec Audit, Risk and Compliance Committee and Social & Ethics Committee of the reported violation. These committees have an approved policy for handling all complaints received.

Retaliation against any employee for reporting matters relevant to compliance with the Code of Conduct is strictly prohibited.