




TCTA CODE OF CONDUCT



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| Approved by: | TCTA Board |
| Signed on behalf of the Board | TCTA Board Chairman  |
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Dear Colleagues

TCTA is committed to being a responsible corporate citizen and employer.

The **TCTA Code of Conduct** makes explicit what behaviour (“the way we do things”) is expected from employees in their interactions with colleagues and stakeholders. The Code gives effect on the organisation’s commitment to being a responsible corporate citizen and employer as we deliver on our mandate.

The way we do things at TCTA is underpinned by the TCTA **Values**, which are **Respect, Integrity, Unity, Growth** and **Excellence**.

All TCTA employees are required to comply with all provisions of this Code. If you have questions or concerns about what professional, business, and ethical conduct is appropriate, we urge you to discuss them with your line manager or TCTA’s Compliance and Ethics Office. Alternatively, you may reach out anonymously through the Ethics Hotline.

Please read this Code with care, as a steadfast commitment to it guides us in being **Courageous**, taking **Accountability** and building **Trust** among ourselves and with our key stakeholders.

Thank you for safeguarding the trust others have placed in us by living our values and making the right decisions.

Percy Sechemane
Chief Executive Officer

Precious Sibiyi
Board Chairperson

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1. TERMS AND DEFINITIONS

| TERM | DEFINITION |
|-----------------------------|---|
| Abuse of authority | An exercise of authority in a manner that is inconsistent with the objectives or values of TCTA or the delegated authority of that office. |
| Ethics | Refers to a set of rules that guide an individual's or a profession's behaviour" |
| Code of Conduct | A set of enforceable rules outlining acceptable behaviours and actions within an organisation. It provides specific guidelines for compliance with organisational policies. |
| Conflict of Interest | Any conflict between TCTA's interests and the direct or indirect private interests of a TCTA employee (or close relatives), which could improperly influence, or be perceived to influence, the objective and effective performance of their official duties and responsibilities |
| HCSEC | Human Capital, Social and Ethics Committee. |

2. PURPOSE

TCTA's Code of Conduct serves as a foundational document that outlines the principles, values and expected behaviours within TCTA, and a reference point for employees, non-executive directors, contractors, and service providers when facing ethical dilemmas or uncertain situations. The Code establishes ethical standards and promotes professional conduct, thereby protecting TCTA and its stakeholders by fostering a culture of trust, transparency, and ethical behaviour.

3. SCOPE

This Policy position applies to all TCTA employees, non-executive directors, contractors, and service providers/external parties working with TCTA.

4. POLICY STATEMENT

A steadfast commitment to ethical conduct enables TCTA and its employees to be **Courageous**, take **Accountability** and build **Trust** among themselves and with key stakeholders.

TCTA recognises the significance of our role and shall always seek to conduct ourselves in the most ethical and professional manner, adhering to the highest standards and acceptable practices. In this vein, TCTA has a zero-tolerance approach to unprofessional and unethical conduct. The Code must be read with TCTA's policies and procedures.

5. REGULATORY FRAMEWORK

This document is aligned with the following laws and regulations (the list is not exhaustive):

- 5.1 The Constitution of the Republic of South Africa.
- 5.2 Public Finance Management Act.
- 5.3 National Water Act.
- 5.4 South African tax laws.
- 5.5 Labour laws.
- 5.6 Project finance laws and principles.
- 5.7 Infrastructure and construction laws.
- 5.8 Environmental laws.
- 5.9 Health and Safety laws.
- 5.10 International banking laws and regulations.
- 5.11 Competition laws.
- 5.12 Fraud, anti-bribery, and corruption laws.
- 5.13 Anti-money laundering laws.
- 5.14 Intellectual property laws.
- 5.15 Human rights and equal opportunity obligations.

6. CODE OF CONDUCT

6.1. COMPLIANCE

All TCTA employees, board members and contractors must adhere to the laws and regulations governing TCTA, as well as all internal policies and procedures. Reference is made to TCTA's Compliance Universe in this regard.

All employees and directors are responsible for knowing and adhering to the laws that apply to them, regardless of where they perform work. Where the applicable laws, business rules or procedures are lenient, employees must choose the course of integrity and apply this Code or the highest standard of behaviour.

It is a condition of their business relationship that TCTA service providers also comply with all legal requirements and relevant TCTA policies.

Every TCTA employee who deals with service providers must ensure that they have sufficient knowledge of the services and products the service provider provides to reduce risk to TCTA, whether reputational, financial, or legal.

Employees must subscribe to good governance and ethical management practices. If our service providers engage in illegal or unethical actions, these must also be reported to the Compliance and Ethics Department.

All managers are required to implement internal control mechanisms in their respective areas of responsibility and ensure that legal compliance and risk management processes align with TCTA requirements. This responsibility extends to applying all policies and procedures and monitoring their implementation by following a structured approach to reporting, risk management, internal control, and auditing.

6.2. CONFLICT OF INTEREST

TCTA employees must avoid undue conflicts of interest as defined in TCTA's Conflict of Interest Policy and avoid actual, potential, and perceived conflicts of interest. Non-executive directors, contractors, and external parties must avoid situations where personal interests conflict with TCTA's interests. All personal interests must be declared annually.

6.3. USE OF RESOURCES

TCTA resources must be used responsibly and only for official purposes. Misuse of assets, funds, humans, or any other resources is strictly prohibited.

TCTA may monitor the usage of the devices supplied for business purposes, subject to applicable local and international laws and regulations.

6.4. CONFIDENTIALITY

Sensitive information/TCTA's intellectual property must always be protected. Unauthorised disclosure of TCTA's confidential information/ intellectual property is not permitted. Any disclosure of intellectual property or confidential information must be done under the TCTA's POPIA/PAIA Manual and procedure.

6.5. WORKPLACE CONDUCT

TCTA maintains a zero-tolerance policy towards discrimination, harassment, and victimisation. A safe and respectful work environment must always be maintained.

6.6. TCTA VALUES

6.6.1. RESPECT

Human Rights

Employees and non-directors must treat everyone with respect and dignity, regardless of their position, the significance of their interest in TCTA or the importance of the organisation's business interest in them. The Universal Declaration of Human Rights and the Constitution of the Republic of South Africa prohibit organisations from engaging in discrimination, harassment, forced labour, child labour, or any form of human rights abuse.

TCTA employees and non-executive directors, when engaging in any activity, must behave in a manner that is not likely to be perceived as disrespectful or undignified by another party. They are expected to refrain from unfair discrimination, abusive and offensive language, or threatening behaviour.

Workplace Conditions

TCTA has zero tolerance for and expects its employees to refrain from unfair discrimination based on race, religion, gender, age, language, culture, nationality, ethnic or social origin, trade union affiliation, political opinion, sexual orientation, or health status.

Management must administer employee policies, programmes, and practices in a non-discriminatory manner in all aspects of the employment relationship, including recruitment, hiring, work allocation, discipline, promotion, termination, wage and salary administration, and training and development.

TCTA does not tolerate any form of abusive behaviour or harassment in the workplace or any work-related environment, towards or among employees, service providers, or others. Abusive behaviour and harassment are destructive to a positive work environment and will not be tolerated. Reference is made to TCTA's Harassment Policy in this regard.

Substance Abuse

The misuse of legitimate drugs, or the use, possession, distribution or sale of illicit or controlled substances on TCTA premises, is prohibited.

TCTA does not allow any person who is under any level of intoxication from prescription or non-prescription drugs, alcohol, or any other controlled substance to work on its premises or remotely.

TCTA reserves the right, with the individual's consent, to test any person seeking to access its premises or sites who is reasonably suspected of being under the influence of alcohol or drugs and may refuse entry if intoxication is detected. Any breach of the Code of Conduct in this regard will be dealt with in accordance with TCTA's Disciplinary Policy.

Personal Information

TCTA must only collect, process, and retain personal employee data required for the efficient operation of the business or mandated by law, using only lawful methods and in line with TCTA's policies and procedures on records management. Reference is made to TCTA's Protection of Personal Information Policy in this regard.

Social Responsibility/Community Engagement

TCTA employees must strive to work collaboratively and transparently with local communities and affected parties, adhering to the principle of free, prior, and informed consent. TCTA prohibits forced and child labour.

6.6.2. INTEGRITY

Honesty

Employees and non-executive directors must conduct themselves honestly and transparently, stimulating constructive action, truly 'walk the talk' and gaining trust and credibility through fairness and mutually cooperative relationships.

Reporting and Disclosures

Employees must adhere to the honest, accurate, up-to-date, and objective recording and reporting of information, whether financial or non-financial (e.g., safety, health, environmental or operational issues).

TCTA employees and non-executive directors must comply with laws and rules that govern the fair and timely disclosure of material information and developments relating to the organisation and operations.

Bribery, Fraud, Corruption and Money-laundering

TCTA employees and non-executive directors must not engage in, condone, or tolerate any corrupt or dishonest practice, including paying, soliciting, or accepting bribes in any form.

This prohibition applies whether the action is direct or indirect, and regardless of whether the benefit is for the employee or a third party. Employees and non-executive directors are not allowed to accept any benefit that could be interpreted as an attempt to improperly influence business decisions.

Gifts and Entertainment

TCTA employees and non-executive directors may not misuse their official TCTA positions, status or TCTA's purchasing power to obtain personal benefits in terms that are not available to the public, whether directly or indirectly. Employees and non-executive directors must take active steps to avoid receiving such benefits, even if unsolicited.

TCTA employees may only accept gifts and entertainment that are reasonable and not excessive as defined in the Gifts Policy.

Social Media

The TCTA's Communications Protocol applies to all communication contexts in which an exchange of information occurs between TCTA, media institutions or their representatives and stakeholders, including the use of corporate social media platforms. The principles that apply when acting as a representative of TCTA are the same, whether addressing the media, speaking at a conference, facilitating a workshop, writing correspondence, interacting with stakeholders, or using social media.

Business dealings with service providers

Employees must always deal truthfully with service providers and funders, treat them honestly and refrain from engaging in unfair, deceptive, or misleading practices.

Business decisions

TCTA business decisions must be fair and just, based on policy, strategy, facts, and objective analysis and not on prejudices, irrational emotion, or other biased factors. Employees must consider the ethical aspects and implications of alternatives in TCTA's own long-term business and others before making business decisions.

Fair Procurement Practices

Employees must comply with the law and adhere to fair procurement and contracting practices.

Employees must respect TCTA's service providers and, as such, act legally and provide transparent and negotiated contract terms.

6.6.3. EXCELLENCE

TCTA employees must consistently give their best, deliver excellent work with agility and think innovatively and creatively to improve performance.

Employees must hold themselves accountable to all stakeholders for acting responsibly. They must choose the course of integrity by applying this Code or the highest standard of behaviour where applicable business rules, laws or procedures are lenient.

6.6.4. UNITY

Employees must also strive to create an environment that promotes free and open communication and where other employees feel comfortable discussing standards of professionalism and ethical behaviour with their line managers.

6.6.5. GROWTH

Employees must willingly share knowledge and information, be innovative and proactive in thought and action.

Employees must conduct their engagements with other government institutions in a manner consistent with TCTA's ethical standards.

7. PROTECTED DISCLOSURES

TCTA prohibits any form of retaliation, intimidation, bullying, harassment, or victimisation against an employee who, in good faith, makes a report or raises a concern regarding what is reasonably believed to be a violation of TCTA's Code of Conduct.

No employee, regardless of their position, will be discharged, demoted, suspended, threatened, harassed, intimidated, coerced, or retaliated against in any manner because of him or her making a report *in good faith* of a possible violation of the Code or assisting in the handling or investigation of allegations made in good faith.

TCTA takes all complaints of retaliation very seriously. All such complaints will be reviewed promptly and investigated, and appropriate action taken, including disciplinary action. If you believe you have been retaliated against, you should contact the Compliance and Ethics Department.

8. TYPES OF MISCONDUCT AND RELATED SANCTIONS

TCTA's Disciplinary Policy defines the conduct deemed unacceptable within the organisation, categorising various forms of misconduct. The corresponding Framework for Misconduct and Sanctions is formally set out in Annexure A of the Disciplinary Policy.

9. ROLES AND RESPONSIBILITIES

9.1. TCTA BOARD

The TCTA Board approves the Code of Conduct with the specific intent to provide leadership about organisational culture, which enables a workplace where such conduct is encouraged.

9.2. HUMAN CAPITAL, SOCIAL and ETHICS COMMITTEE

The Committee ensures that the ethics of the organisation are managed in a way that supports the establishment of an ethical culture, including:

- 9.2.1 Leadership demonstrating support for ethics throughout the organisation.
- 9.2.2 Reporting on TCTA's ethics performance in the organisation's integrated annual report; and
- 9.2.3 Evaluating the extent to which ethics has become part of TCTA's corporate culture.

9.3. EXECUTIVE COMMITTEE

- 9.3.1 Overseeing the overall implementation and adherence to the Code of Conduct.
- 9.3.2 Leading by example in terms of conduct to the extent that a healthy organisational culture is built and maintained in TCTA.

9.4. CHIEF EXECUTIVE OFFICER

- 9.4.1 Leading by example and demonstrating a commitment to the organisation's ethical values.
- 9.4.2 Allocating resources to support the implementation and management of the Code.
- 9.4.3 Addressing any significant ethical issues that arise and taking appropriate action.
- 9.4.4 Responding to breaches of ethical standards in a manner that will prevent recurrence.
- 9.4.5 Providing reporting mechanisms for safe reporting of unethical behaviour.
- 9.4.6 Articulating ethical standards in a code of ethics and supporting policies.
- 9.4.7 Ensuring that structures, systems, and processes are in place to familiarise the Board, employees, and supply chains with TCTA's ethics standards.

9.5. RISK FORUM

The Risk Forum is responsible for:

- 9.5.1 Monitoring compliance with legal and regulatory requirements related to ethics.
- 9.5.2 Reporting to the ARC through EXCO on ethical risks and compliance issues.

9.6. THE ETHICS OFFICE

The Ethics Office is responsible for:

- 9.6.1 Managing the administration of the Code of Conduct.
- 9.6.2 Providing advice and support to employees on ethical issues.
- 9.6.3 Investigating reports on unethical behaviour and recommending appropriate action be taken.
- 9.6.4 Maintaining records of ethical issues and actions taken.

9.6.5 Identifying and assessing ethical risks within the organisation.

9.6.6 Reporting to the HCSEC on the effectiveness of the Code and any significant ethical issues.

9.7. MANAGEMENT

9.7.1 Leading by example in terms of conduct, to such an extent that a healthy culture is built and maintained in TCTA.

9.7.2 Taking corrective action per the Disciplinary Policy and Procedure, with subordinates who do not adhere to the Code. Failing to act is unethical, and action will be taken against managers who ignore unprofessional and unethical conduct in their areas of responsibility.

9.7.3 Monitoring adherence to TCTA's ethics standards by all contracted stakeholders.

9.7.4 Making ethics a criterion in the selection, promotion and performance management of employees and suppliers

9.7.5 Ensuring that appropriate controls are in place to mitigate ethical risks.

9.8. EMPLOYEES

9.8.1 Adherence to this Policy is a condition of their employment.

9.8.2 Seeking clarity from the relevant manager or the Compliance and Ethics Department where an employee is uncertain about the appropriate professional, business, and ethical conduct.

9.8.3 Taking accountability for their conduct, regardless of the implications.

9.8.4 Fostering a culture of professionalism and ethical behaviour. This means actively upholding this Code by engaging fellow employees who do not adhere to its principles, doing so proactively and respectfully. If the misconduct continues, the relevant manager must be informed.

9.9. COMPLIANCE AND ETHICS DEPARTMENT

9.9.1 Reviewing, updating, and communicating the Code.

9.9.2 Ensuring that this Policy is accessible on the TCTA intranet and internet.

9.9.3 Providing guidance to employees when they seek advice on professional business and ethical conduct.

10. REPORTING

Suspected or confirmed transgressions of the Code must be reported through the following details:

Email: ethics@tcta.co.za,

Fraud Holine: 0800 026 677

Secure e-mail: tctaethics@behonest.co.za

Online and chat: www.behonest.co.za

The contact details of the TCTA Ethics Line can also be found on the TCTA intranet.

11. COMPLIANCE AND MONITORING

All provisions in this Code apply to every individual identified in the Scope section, regardless of role or contractual relationship, to the extent that each provision is relevant to their role, responsibilities, and relationship with TCTA.

Compliance with this Code is monitored through a combined assurance approach. Non-compliance or breach of this Policy and/or its related procedures will be addressed through consequence management.

12. EFFECTIVE DATE AND REVIEW

This Policy shall become effective on the first day following the approval date and shall be reviewed at least every three (3) years. Interim reviews will be conducted as required to ensure that this Policy remains consistent and aligned with the organisation's growth, commitments, and needs.