



SPUR CORPORATION LIMITED CODE OF CONDUCT AND ETHICS

JULY 2022

1. INTRODUCTION

Spur Corporation Ltd (“the Company”), its subsidiary companies, directors, officers, agents and employees adhere to the principles set out in this Code of Conduct and Ethics (“the Code”).

All directors, officers, employees (“Employees”) and agents of the Company shall at all times and in all dealings for and on behalf of the Company strive to comply with this Code and the spirit hereof.

The purpose of the Code is to ensure that all Employees of the Company are aware of the need for self-respect, mutual respect and integrity in all their dealings with one another and wherever and whenever they are representing the Company.

All Employees will be cognisant of the Company’s general policies, in conjunction with the Constitution of the country and the applicable laws of the country.

The Code sets out the basic guidelines in how the Company conducts its affairs. However it is not intended to serve as a finite and exhaustive set of principles. Where necessary the Company may issue further operating procedures and/or policies relating to the matters discussed in this Code.

2. ETHICAL BEHAVIOUR

The Company will strive to ensure that everyone is treated with fairness and respect. The Company will strive to ensure that its interaction with its stakeholders, including its employees, customers, franchisees, suppliers and the communities is based on integrity, fairness, consistency, dignity and respect.

The Company will at all times subscribe to good corporate governance and will avoid conflicts that may arise or may appear to arise between personal interests and those of the Company.

The Company rejects all forms of dishonesty and will not tolerate dishonest acts including fraud or misrepresentation.

Unethical behaviour will not be tolerated; nor will the breaking of laws, rules and regulations go undisciplined. Each Employee has the right to report unethical behaviour without fear of reprisal and we will not allow any retaliation against a director, employee or manager who acts in good faith in reporting any violation or suspected violation of this Code.

Suppliers are required to ensure a sustainable and ethical supply of goods and services to the Company and subscribe to the ethical sourcing guidelines required by the Company.

3. COMPANY VALUES

At all times, all Employees should be aware that they are the brand ambassadors of the Company and should not do anything to compromise the values and ethics of the Company's brands. This Code forms an integral part of Company's values and should be adhered to at all times by all Employees and agents acting on behalf of the Company even when acting in their personal capacity outside of their working hours.

In terms of this Code, all Employees of the Company will behave ethically and honestly at all times, putting the interests of the Company above their own personal interests.

We will not allow unfair discrimination and we are committed to equitable employment practices.

At all times the decisions and behaviour of the Company's Employees should be guided by the Company's values of:

- **People First:** *We support our people with compassion and acceptance because we believe we are better together.*
- **United by Purpose:** *We prioritise inclusivity, mutual respect and open communication as the foundation for living out our shared purpose with integrity.*
- **Embrace Innovation:** *We challenge ourselves to exceed expectations through bold innovation and a consistent passion for quality.*
- **Empower Excellence:** *We create opportunities to empower the best in our people through generous teaching, constructive feedback and inspirational leadership.*

4. COMMUNICATION WITH STAKEHOLDERS

Our communications with our stakeholders will be timeous, honest, fair and in accordance with the Company's Communications Policy.

The Company holds the view that relevant information, subject to what is generally considered to be good practice, should be regularly shared with its Employees to maintain and promote transparency in our relationships and our dealings with each other.

5. COMPLIANCE WITH LAWS AND REGULATIONS

Employees and agents acting on behalf of the Company must respect and follow the laws and regulations of the authorities and the countries in which the Company operates and conducts business in both their professional and private capacities.

No exceptions will be countenanced, and the good reputation of the Company is paramount in all our dealings, both internal and external.

6. PERSONAL BENEFITS AND GIFTS

The Company and its Employees will at all times subscribe to good corporate governance and will avoid conflicts that may arise or may appear to arise between our personal interests and those of the Company.

All Employees must avoid inappropriate conduct, including accepting personal benefits (e.g. gifts, hospitality, personal favours and preferential treatment), which could be perceived to influence their judgement in relation to business transactions, including but not limited to the placing of orders and contracts.

Employees are not permitted to accept any gratuity from any person, supplier or entity who is currently doing business with the Company or who may potentially do business with the Company in future unless approved in accordance with this Code and/or any other procedures or policies stipulated by the Company.

Gratuities include: cash or any other financial instrument, any tangible item, service, discount (other than a normal trade discount that would apply to any person from the general public), event tickets and any item of a similar nature whether a monetary value can be attributed to the item or not.

This does not apply where such benefit is available to all or the majority of staff (for example. food samples made available in the kitchen for staff to eat or discounted finance offered by a financial institution).

In certain instances approval maybe be granted, at the full and final discretion of those person(s) authorised to approve the gratuity in accordance with this Code and/or any other procedures or policies stipulated by the Company on the condition that the gratuity could in no way be expected to influence the recipient's integrity or decision making ability and that accepting such gratuity would not prejudice or cause detriment to the Company or any person/entity associated with the Company.

All gratuities are to be recorded in the register of gratuities maintained by the Company Secretary. Such register is to include details of the gratuity, the value attributed to the gratuity and the relevant approvers of the transaction.

The onus is on the recipient of the gratuity to retain evidence of the requisite approvals.

Approvals are based on the value of the gratuities individually or in aggregate over a 12 month process, such values will be determined from time to time by the Executive Directors and shall be circulated by the CEO/Company Secretary annually. No Director who is conflicted in terms of this Code may participate in an approval affecting them and is to abstain from this process. Bribes (of whatever nature or in whatever form) are not acceptable and are contrary to the spirit and ethos of the Company. It is expected that no Employee shall either offer nor accept a bribe. Employees are encouraged to report any such incidences through the appropriate reporting mechanism (as set out elsewhere in this Code).

If an Employee has any doubts about any opportunity or situation arising concerning personal benefits or opportunities, it is advisable that he/she immediately consults a senior executive of the Company in this regard.

7. OTHER BUSINESS INTERESTS/PERSONAL INVESTMENTS

The Company appreciates and accepts that Employees will make personal investment decisions; however such investment decisions should not conflict with the provisions and spirit of this Code, applicable legislation or any other policies, procedures and/or guidelines established by the Company.

Personal investments should not take priority over an Employee's duties and obligations towards the Company. Employees are expected to devote the whole of their time and attention during normal business hours to their work with the Company and should not allow their outside activities to interfere with their work functions and responsibilities or their ability to carry out their duties effectively.

Employees should not make use of or exploit any of the Company brand names to further their own private interests.

The Code must be read in conjunction with the **Spur Corporation Employee Interests In Group Franchises Policy**, in terms of which a strict moratorium has been implemented on any new employee interest in franchises. Therefore no employee (or a related party) is able to invest any interest in any Spur Corp franchise. The Spur Corporation Employee Interests in Group Franchise Policy also applies to existing employees who hold interests in Spur Group (including related entities) franchised restaurants, and those Franchise Agreements shall not be renewed upon their expiry, where an employee holds an interest therein at the expiry date.

Employees, including executive directors, may not have any interest whatsoever, directly or indirectly, in a competing restaurant business, franchise or chain that is considered (at the discretion of the Board) to operate in a similar market to the Company. This restriction excludes those instances where Employees hold bona fide investments in any shares, stocks, debentures, debenture stock or other securities of any companies which are quoted and dealt with on any recognised Stock Exchange and which may hold investments in companies considered to be a competitor to the Company; provided that such holding (which shall include any interest in any such holding held by a relative of the Employee), does not exceed 5% (Five per centum) of the total shares, stock, debentures, debenture stock or other securities in issue of the class in question.

8. CONFLICT OF INTERESTS

Directors, employees, associates, consultants, suppliers and agents to the Company are obliged to act in the best interests of the Company and its stakeholders and are not permitted to exploit any business dealings or potential business dealings of whatever nature for personal gain and should make proper disclosure of any potential conflict of interests and related party.

For the purposes of this Code, the provisions, policies and guidelines relating to personal benefits and conflicts of interest is extended to any relative of the employee or any personal friend.

Where a conflict of interest does arise (or appears to arise), Employees are required to provide a full disclosure of the circumstances giving rise to such a conflict to the Executive Directors, or Company Secretary, of the Company. Any such conflicted person will be precluded from participating in the decision-making process to which such conflict relates.

Where, at the discretion the Executive Directors, the personal gain is not material to the individual or the Company and consequently is determined not to prejudice the Company or any person/entity associated with the Company (including franchisees), and that personal gain is fully disclosed, this Code allows such personal gain to be accepted subject to the limits and approvals set out by the Company.

9. RELATIONSHIPS WITH SUPPLIERS

The Company is committed to transacting only with vendors who provide the best quality products and services at the best possible price to ensure that maximum benefit is realised for the Company's shareholders, franchisees and other stakeholders.

No Employee is permitted to use their influence or relationship with the Company to secure business for any supplier in which the Employee has any direct or indirect interest (financial or otherwise). Any such interest, whether in the form of shareholding, profit share, royalties/kickbacks etc, is to be disclosed to the Company Secretary who shall escalate the matter for further consideration by the Executive Directors. It is entirely within the discretion of the Executive Directors to approve a supplier, by majority vote, wherein an Employee or agent of the Company has an interest, provided that it can be concluded that the supplier in question is indeed the supplier that is providing the best quality product/service at the best possible price. The Employee who has an interest in the supplier is not permitted to represent the Company in any capacity with any dealings with the supplier.

Even if the Employee is not directly involved in any decision, as soon as the employee becomes aware of any potential dealings between a supplier that he/she has an interest in and the Company, that interest is to be disclosed and approval is required per the above.

10. COMMITMENT TO A FAIR AND HEALTHY WORK ENVIRONMENT

The Company is committed to ensuring that the work place is and remains a fair and healthy environment in which its employees and associates can prosper free from harassment and discrimination of any form.

The Company subscribes to the goals of transformation and the redressing of past inequalities and abides by the requirements of any applicable legislation to that effect. The Company is committed to encouraging the employment and advancement of previously disadvantaged individuals. Employees with potential for advancement within our Company will be identified, mentored and encouraged to expand their knowledge and competencies.

11. UNFAIR DISCRIMINATION AND HARASSMENT

The Company endeavours to promote an environment of mutual respect for one another's person, integrity, dignity and privacy. All Employees have a right to fair treatment in our working environment. In furtherance of this endeavour the Company will not tolerate any form of unfair discrimination including on the basis of race, gender, religion, sexual orientation, place of origin, citizenship, creed, political persuasion, marital status, age, family status or disability.

Sexual harassment is a form of unfair discrimination.

Employees are encouraged to report any incidents of harassment or unfair discrimination that they become aware of either to their line managers or through the appropriate reporting mechanisms set out below.

12. SUBSTANCE ABUSE

The abuse of or dealing in substances including but not limited to alcohol, illegal drugs and prescription drugs is not permitted during working hours or while representing the company and will not be tolerated. The consumption of alcohol on the premises may only be permitted with the approval of the Chief Executive Officer.

Employees are not permitted to arrive at work under the influence of any illicit substances and further action will be taken against any such employee who fails to abide by this Code. Employees should further be aware that the abuse of or dealing in illicit substances in their personal time could result in disciplinary action being taken against the employee.

13. WHISTLE BLOWING AND PROTECTED DISCLOSURES

The Company encourages Employees who become aware of any dubious activities by fellow employees of the Company to report such activities via the appropriate reporting mechanisms (as set out further in this Code).

The Company undertakes to ensure that any Employee who has made a disclosure which could be viewed as whistleblowing and/or a protected disclosure will receive the protection afforded by the applicable legislation, including the Companies Act 71 of 2008 and the Protected Disclosures Act 26 of 2000.

14. CONFIDENTIALITY

Employees and agents of the Company are required to, at all times, uphold the privacy and confidentiality of information and be cautious of and take care not to disseminate information would could be considered to be confidential.

15. COMPANY RECORDS AND PROTECTION OF PERSONAL INFORMATION

The Company retains certain documentation, records and other forms of information relating to employee, associates and suppliers of the Company, amongst other reasons, to comply with legislative requirements, for business and operational reasons and to maintain evidence for possible future litigation, mediation, arbitration and disciplinary hearings. The Company undertakes to retain, manage and dispose of personal information in accordance with the terms of the Protection of Personal Information Act 4 of 2013 and the regulations issued thereunder ("POPI").

It is vital for the Company to ensure that necessary records and documents of the Company are adequately protected and maintained and to ensure that records that are no longer needed by the Company or are of no value are discarded and/or destroyed at the proper time and in accordance with POPI. Employees are guided in their responsibilities through operating procedures issued by the Chief Information Officer of the Company, or his/her designated representative.

16. SOCIAL AND ENVIRONMENTAL RESPONSIBILITY

The Company is committed to addressing the triple bottom line of the Company and its franchisees which includes environmental protection and social and economic development, encouraging the effective resource management and related monitoring systems and aiming to make a lasting difference in the lives of the Company's Employees, franchisees, communities and environment.

The Company is committed to introducing environmentally sustainability measures in both the Company and within its franchisees and Employees and franchisees are to take heed of the environmental sustainability manuals and guidelines issued by the Company.

17. CONTRAVENTION OF THE CODE AND REPORTING MECHANISMS

If an Employee suspects that a fellow associate or Employee has contravened this Code of Conduct and Ethics they should report this in writing to their Functional Managers.

Alternatively, Employees can report contraventions of this Code anonymously to Whistle Blowers via the following channels:

1. Call the toll-free on 0800 447 464;
2. Email: spurcorp@whistleblowing.co.za;
3. Telegram: Whistle Blowers Ethics Hotline;
4. Sms: 33490; and
5. www.whistleblowers.co.za; or
6. Mobile application.

The hotline is available 24 hours a day, 7 days a week and is managed by an independent and impartial third party.

A contravention of this Code is considered to be a serious offence by an Employee and could result in disciplinary action including the termination of employment. Certain infringements could further result in civil or criminal proceedings being instituted.

18. ACCEPTANCE OF THIS CODE

I,(Full Name and Surname)
Hereby acknowledge that: I have read, understood and accept the Code; I will adhere to the rules and regulations as contained herein; and I will, if required, complete an annual declaration form in respect of the matters referred to in this Code.

Signed:

On the (Day) of (Month) (Year)