



CLICKS GROUP
LIMITED

REG. NO. 1996/000645/06

CODE OF CONDUCT

1. Introduction

As a Group, we value the maintenance of the highest ethical standards in carrying out our business activities and to this end, we are committed to ensuring that our Group values are sustained in all our operations and our engagements with our customers, suppliers, employees, and other stakeholders.

Underpinning the Group's ethical business philosophy is the principle that all employees have a duty to act in the utmost good faith at all times by modelling their behaviour, to the Group's values in all their day-to-day interactions. Accordingly, this code of conduct sets out guiding principles to be adhered to by all employees throughout the Group in order to ensure ethical performance, conduct and relationships with one another, our customers, suppliers, intermediaries, shareholders and investors.

2. Group Values

The foundation of every employment contract is mutual trust. Our Group values embed this fundamental principle:

- Integrity through honesty and openness
- Understanding, through respect and dialogue
- Discipline in our approach
- Goal-driven delivery
- Passionate about our customers

3. Standards

We uphold the following standards in all our business activities and our engagements:

- **Compliance**
Compliance with all legislative and regulatory frameworks in conducting business for or on behalf of the Group.
- **Use of company resources**
Company resources (financial or non-financial) will be used for legitimate business activities of the Group.
- **Governance**
Control and governance frameworks will be introduced to deter fraud, corruption, and unethical business practices.
- **Integrity**
Integrity in dealing with customers, suppliers or intermediaries is imperative for the building of sustainable, long-term business relationships.
- **Environmental responsibility**
We value the environment and seek ways to manage our buildings and land, our waste and our energy and water usage efficiently.

- **Workplace safety**

We promote an inclusive, safe work environment within which every employee has a duty to safeguard themselves, their colleagues, and the public from injury.

- **Conflict of interest**

All our employees avoid conflicts of interest between their direct or indirect personal interests and the best interest of the Group when engaging in business dealings for or on behalf of the Group. This includes situations in which family members are directors or owners of businesses who provide goods and services to the Group.

- **Insider trading**

Employees shall neither directly or indirectly nor beneficially nor non-beneficially deal in any securities of the Company when such employee is in possession of insider information not yet in the public domain and which could influence an investor's decision to buy, sell or hold securities in the Company.

4. Employee Obligations

All employees of the Group must uphold the Group values and standards. In addition, without being an exhaustive list, employees must specifically:

- Declare all interests on the prescribed **Conflict of Interest** system, on joining the Group, annually and periodically, as and when necessary, in line with the applicable policy. Such interests could include directorships, significant shareholding, employment of family members, use of family members as suppliers or vendors or service providers.
- Declare all gifts (financial or non-financial) in the prescribed **Gift declaration system** in accordance with the applicable policy.
- Not disclose or communicate any confidential information acquired in the course of employment to any unauthorised person.
- Obtain written permission from your direct line manager, line executive and HR Executive of your business unit before accepting any other remunerative employment, engaging in any private business, using company resources or using office equipment for such work, as these activities could compromise your work performance.
- Refrain from party political activities in the workplace.
- Deal fairly, professionally, and equitably with other employees irrespective of race, gender, ethnic or social origin, color, sexual orientation, age, disability, religion, political persuasion, conscience, belief, culture or language.
- Execute duties in a professional and competent manner and, in so doing, treat all company material, property and assets with proper care and respect.
- Obtain the written clearance from the Company Secretary prior to dealing in any securities of the company – whether directly or indirectly.

- Report breaches of this Code of Conduct to the “Tip-Offs Anonymous” which will be investigated by the Group Internal Audit department.
- Every line manager is responsible for and tasked with initiating, investigating, and reporting all reports of breaches of this Code of Conduct and ensuring that appropriate disciplinary action is instigated.

5. Scope

This Code of Conduct applies to:

All permanent and fixed-term contract (full-time, part-time, and hourly paid) employees and officials of the Clicks Group, its subsidiaries and business units within South Africa (including, but not limited to, all sub-contractors, consultants, service providers or outsourced employees), or any other person who represents the Clicks Group from time to time.

Strict adherence to this Code of Conduct is a condition of the employment contract between every employee and the Group.

6. Non-Compliance

Any employee or relevant person who is involved in or assists with committing a corrupt act and fails to comply with internal policies, procedures and any other regulatory requirements, whether knowingly, negligently or recklessly, will be subject to disciplinary procedures.

7. Revision

The policy is subject to review every three years and approval by the Group Executive.