



**Murray
& Roberts**

**GROUP
CODE OF CONDUCT**

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1. INTRODUCTION

- 1.1 The Murray & Roberts Group (which includes Murray & Roberts Limited and all subsidiary companies for the purposes of this Code) strives to achieve excellence in the pursuit of its strategic and business objectives, and as a result the Group expects that its directors, officers and employees (“members”) will act in both an ethical and a lawful manner in every aspect of carrying out the Group’s business activities.
- 1.2 Murray & Roberts has approved and adopted a core set of company Values, which it requires to be actively applied and practiced by every member of the Group. It has also developed and published a Statement of Business Principles to guide its members when acting for and on behalf of the Group in the pursuit of its strategic and business objectives. The core Values and Statement of Business Principles together form the Group’s Ethics framework, and the Group expects every one of its member to act within this framework.
- 1.3 The Group also expects every member of the Group to apply and abide by the laws of every country in which they operate. By necessary implication, the Group has therefore adopted the legal framework of every country in which it operates as its own legal framework.
- 1.4 To integrate and simplify the Group’s approach to the Ethics framework and the Legal framework referred to above, and as an overarching framework to the ethical and legal expectations the Group has for its members, Murray & Roberts has adopted this CODE OF CONDUCT – which embodies the Ethics and Legal frameworks.

2. PURPOSE

- 2.1 The Code of Conduct (“Code”) is designed to provide guidelines to the members of the Group in respect of the minimum standards expected. If any terms or guidelines of the Code conflict with those of a Platform’s or operating subsidiary’s code of conduct, then the terms and guidelines of this Code will prevail.
- 2.2 The Code is designed to:
 - (a) promote irreproachable behaviour;
 - (b) raise ethical awareness;
 - (c) provide ethical guidelines for everyday events that occur in business;
 - (d) support Murray & Roberts’ Values and Statement of Business Principles by informing employees of acceptable and unacceptable conduct and behaviour; and
 - (e) ensure that the integrity and reputation of Murray & Roberts are not compromised in any way.

- 2.3 All members of the Group are expected to be familiar with the requirements of the Code and to ensure that they comply both with the written word and with the spirit thereof. All share equally in the responsibility to uphold the Code and to take action if it is believed that it is not being followed. The Murray & Roberts Group Legal Executive should be approached if any clarity is required regarding this Code.

3. POLICY

In accordance with the Group's Ethics and Legal frameworks, Murray & Roberts and all of its subsidiaries are committed to a policy of fair dealing and integrity in the conduct of their business. This commitment, which is actively endorsed by the Murray & Roberts Board of Directors, is based on a fundamental belief that business should be conducted honestly, fairly and legally. Murray & Roberts expects all its members to share its commitment to high moral, ethical and legal standards in carrying out its business objectives and therefore to actively reject any business activity or practice which might reasonably be seen to be improper.

4. SCOPE

The Code is applicable to all directors, officers and employees of Murray & Roberts Limited and all of its subsidiaries. In the context of the Code, "employees" include all part-time employees, fixed-term employees, labour-broker employees, temporary employees, and independent contractors who consult to Murray & Roberts on a fixed contractual basis.

5. COMPLIANCE WITH LAWS AND REGULATIONS

- 5.1 Unlawful conduct, whilst always unacceptable, has the potential to cause immeasurable reputational and commercial harm to Murray & Roberts. Murray & Roberts does not condone any violation of the law or any unethical business dealings by any of its members.
- 5.2 All members of the Group must ensure that their conduct can in no way be interpreted as being in contravention of the laws and regulations that apply in the jurisdictions in which they are based and/or operate.
- 5.3 All members of the Group should ensure that they are fully conversant with all the laws and regulations that apply to the operations of the Group in which they are involved. If any member of the Group is in doubt as to their obligations and responsibilities in this regard, they should discuss this with their operating company managing director or platform chief executive officer, or contact the Murray & Roberts Group Legal Executive to obtain further information and guidance.

- 5.4 A failure on the part of any member of the Group to inform and educate themselves regarding their responsibilities and obligations in complying with applicable laws and regulations will in no way release them from their responsibilities and obligations in this regard, and will not be a defence against any claim by Murray & Roberts or any third party against such member for enforcement or damages.
- 5.5 Murray & Roberts' auditors are obliged by law and will report any unlawful act or omission by any person responsible for the management of a Murray & Roberts company which:
- (a) has caused or is likely to cause material financial loss to Murray & Roberts or its stakeholders;
 - (b) is fraudulent or amounts to theft; or
 - (c) represents a material breach of fiduciary duty owed by such person to Murray & Roberts.

6. CORRUPT ACTIVITIES

Murray & Roberts endorses the recommendations of The Organisation for Economic Co-operation and Development (OECD) regarding corruption and commits itself to work against corruption in all its forms, including extortion and bribery, as referred to in the South African Prevention and Combating of Corrupt Activities Act, 2004, as well as all applicable international legislation, such as the UK Bribery Act, 2010, and the USA Foreign Corrupt Practices Act, 1977.

7. PROHIBITED PRACTICES IN RESPECT OF COMPETITION LAWS

- 7.1 Murray & Roberts adheres to all applicable competition laws, which are designed to protect consumers, and as such Murray & Roberts prohibits:
- (a) directly or indirectly agreeing or reaching an understanding with competitors to fix a purchase or selling price or any other trading condition;
 - (b) dividing markets by allocating customers, suppliers, territories or specific types of goods or services;
 - (c) collusive tendering; or
 - (d) pursuing any other similar prohibited practice.
- 7.2 Members of the Group must at all times be sensitive to competition laws and must raise any such concerns with their operating company's managing director or platform chief executive officer.

- 7.3 Gathering information about competitors as a legitimate business planning activity must be done legally and ethically. Proprietary information about competitors must never be obtained, directly or indirectly, by improper means such as misappropriation, bribes or misrepresentation.

8. PERSONAL INVESTMENTS AND INSIDER TRADING

- 8.1 As a publicly listed company, the Listings Requirements of the JSE Limited and the provisions of the Financial Markets Act, 19 of 2012 (the "FMA"), apply to Murray & Roberts.
- 8.2 Murray & Roberts respects the right of the members of the Group to make personal investment decisions as they see fit provided that these decisions do not contravene the provisions of this Code, or any applicable legislation, policy or procedure in force in the jurisdiction in which they are based and/or operate.
- 8.3 Members of the Group should ensure that no investment decision made for their own account could influence their judgment and/or decisions in the performance of their duties on behalf of Murray & Roberts.
- 8.4 Every director and officer of every company in the Murray & Roberts Group and any immediate family, as well as a family trust, family company or similar organisation of such person, is prohibited from dealing in the listed securities of Murray & Roberts during prohibited periods.
- 8.5 Prior to dealing in Murray & Roberts shares:
- (a) non-executive directors must notify the Murray & Roberts Chairperson; and
 - (b) executive directors and officers must receive written clearance from the Murray & Roberts Chief Executive Officer.
- 8.6 The FMA defines inside information as "specific or precise information, which has not been made public and which –
- (a) is obtained or procured as an insider; and
 - (b) if it were made publicly available would be likely to have a material effect on the price or value of any security listed on a regulated market".
- 8.7 In terms of the FMA, any person who has inside information is an insider and is subject to the provisions of the FMA. Any insider who knows that he or she has inside information and who deals, directly or indirectly, for themselves or any other person in the securities listed on a regulated market to which the inside information relates or which are likely to be affected by it, commits an offence in terms of the Act.

- 8.8 Members of the Group may become insiders by virtue of their access to inside information and must ensure that they do not infringe the provisions of the FMA. If any member is in doubt as to his/her obligations and responsibilities regarding compliance with this issue, he/she should discuss this with their operating company's managing director or platform chief executive officer, or contact the Murray & Roberts Group Legal Executive to obtain further information and guidance.

9. CONFLICT OF INTEREST

- 9.1 Murray & Roberts requires its members to perform their duties conscientiously, honestly and in the best interests of Murray & Roberts and therefore not for personal gain. It is each director's fiduciary duty to act in the best interests of Murray & Roberts. In addition, members are required to foster the highest possible standards of professional competence and to optimise the use of the Group's resources for which they are responsible.
- 9.2 Members of the Group must not use their positions, or knowledge gained through their employment with Murray & Roberts, for private or personal advantage or in a manner that places into conflict their personal interests with those of Murray & Roberts.
- 9.3 Members of the Group are obliged to formally declare any actual or potential conflict of interests, and not to act in a manner that entrenches that conflict of interest. If affected persons feel that a course of action which they are pursuing or are contemplating pursuing, may cause a real or perceived conflict of interest, they must immediately, in writing, make all facts known to the person to whom they report. Such person in turn must make the conflict known to their operating company's managing director or platform chief executive officer, who must take steps to ensure that the conflict does not materialise and/or is avoided.
- 9.4 The employment of family members or relatives by marriage or blood should be avoided as this may lead to favouritism, personal conflicts and/or discrimination. Murray & Roberts is required to conduct a formal recruitment and selection process in all recruitment circumstances, and in the case of family members and or relatives by marriage or blood, will only accept the employment of such family members or relatives of employees if (a) the candidate to be employed will not be working directly for a family member or relative, or

(b) the candidate to be employed will not be working indirectly for a family member or relative family by occupying a position in the same reporting line of authority through which the candidate could participate in decisions of the senior family member that can unduly benefit or compromise the candidate and the senior family member. Should an exception to these two instances be contemplated out of particular circumstances, a formal recruitment and selection process shall take place and the employment of such relative shall only be made if approved and monitored on an ongoing basis by a senior employee unrelated to the candidate or the family member or the appointment process.

10. OUTSIDE ACTIVITIES, EMPLOYMENT AND DIRECTORSHIPS

- 10.1 Members of the Group may not, without making full disclosure and obtaining permission from their relevant Human Resources Executive, or other person so designated in their contract of employment, take up outside employment in any other business or undertaking other than that of Murray & Roberts.
- 10.2 Members of the Group who hold, or have been invited to hold, outside directorships or other offices, or who acquire any business interest or participate in any activity outside Murray & Roberts, should take particular care to ensure compliance with all provisions of the Code. When outside business directorships are being considered, prior approval must be obtained from their operating company's managing director or platform chief executive officer. Any fees that are or will be payable to the member for such directorship or other office must be declared to their operating company's managing director or platform chief executive officer at the time of seeking approval for the holding of such directorship or other office to enable their operating company's managing director or platform chief executive officer to give direction in regard to such fees.

11. BUSINESS RELATIONSHIPS

- 11.1 Only members of the Group specifically authorised to do so in terms of the Group's Delegated Authority Matrix may conclude agreements or create legal relationships or in any way bind Murray & Roberts.
- 11.2 Murray & Roberts recognises that the ordinary interactions of its members with customers and suppliers may create opportunities for unethical and/or dishonest persons to act in their personal interests, and therefore contrary to the interests of Murray & Roberts. Members of the Group must therefore ensure that they are independent from any business organisation having a contractual relationship with Murray & Roberts or providing goods or services to Murray & Roberts.

- 11.3 Members of the Group have a responsibility to:
- (a) treat all customers and suppliers with respect;
 - (b) treat customers and suppliers fairly in all aspects of business transactions by applying fair, sound, lawful, equitable, consistent and transparent procurement processes;
 - (c) ensure that Murray & Roberts' business dealings are free from coercion;
 - (d) foster long term stability in customer and supplier relationships; and
 - (e) focus on maintaining or improving Murray & Roberts' efficiency, reducing and minimising Murray & Roberts' costs and improving the quality of Murray & Roberts' products and services.

12. IFTS AND HOSPITALITY

- 12.1 Members of the Group may be wrongly induced to act contrary to Murray & Roberts' interests where they are offered gifts, hospitality or favours as this may influence their judgment in relation to business transactions.
- 12.2 As a general rule, members of the Group must not accept or offer gifts, hospitality or other favours, whether for themselves or their family members, from Murray & Roberts' stakeholders, in particular from or to customers, subcontractors and suppliers of goods or services.
- 12.3 As a further general rule, a director, executive or employee of Murray & Roberts must not accept or offer gifts, hospitality or other favours, whether for themselves or their family members, from or to any other director, executive or employee of Murray & Roberts. This does not preclude a director, executive or employee from occasionally inviting any other director, executive or employee for a meal or such other form of hospitality where the intention is to build strong working teams and professional relationships within the Murray & Roberts operating environment. In this case, hospitality will be deemed for the purposes of this Code not to have been offered or extended to the receiving director, executive or employee and no notification in the Gift Register is required.
- 12.4 Members of the Group must ensure compliance with the procedure regarding gifts and hospitality as prescribed in the Statement of Business Principles.

13. SPONSORSHIPS AND CHARITABLE DONATIONS

- 13.1 The Group will support local charities and community groups through sponsorships and donations provided they comply with local laws and meet the ethical standards of Murray & Roberts.
- 13.2 The Group will not sponsor or provide donations to, or in respect of, the following:
- (a) individuals other than legitimate and organised community groups or specific scholarships and bursaries;
 - (b) initiatives or organisations not aligned with this Code; and
 - (c) projects not relevant to our key focus areas and geographical areas of operation.

14. REMUNERATION

- 14.1 Murray & Roberts remunerates its members based upon formal remuneration scales and rates in relation to salaries, wages, benefits and other regular remuneration. No employee may receive commissions or other remuneration related to the sale of products or assets of Murray & Roberts, except as specifically provided in terms of his/her employment contract.
- 14.2 All payments to members of the Group for regular remuneration and incentives must be made through the relevant company payroll system and no cash payments may be made.

15. POLITICAL SUPPORT

- 15.1 Murray & Roberts encourages the personal participation of its members in the political process and respects their right to absolute privacy with regard to personal political activity. Murray & Roberts will not attempt to influence any such activity provided there is no disruption to work-place activities and it does not contribute to industrial unrest.
- 15.2 Murray & Roberts is a politically neutral enterprise and its funds, goods and/or services may not be used as contributions to political parties or their candidates, and Murray & Roberts facilities may not be made available to such candidates or campaigns.

16. COMPANY FUNDS AND PROPERTY

- 16.1 Members of the Group who have access to Murray & Roberts' funds and property in any form must follow prescribed procedures for recording, handling and protecting such company funds and property.
- 16.2 Members of the Group must at all times, ensure that Murray & Roberts' funds and property are only used for legitimate company business purposes.
- 16.3 Members of the Group having access to one or more forms of electronic media and services, being computers, e-mail, telephones, voicemail, fax machines, external electronic bulletin boards, wire services, on-line services, the Internet, the World Wide Web, etc. ("electronic media and services") provided by Murray & Roberts, are reminded that such equipment or facility is company property and the purpose in providing such to the relevant member is to facilitate company business. It is not to be used for knowingly transmitting, retrieving or storing any communications which are, inter alia:
- (a) discriminatory or harassing;
 - (b) derogatory to any individual or group;
 - (c) obscene or pornographic;
 - (d) defamatory or threatening in nature;
 - (e) so called "chain letters";
 - (f) unlawful in nature;
 - (g) contrary to Group policies and standards; or
 - (h) contrary to Murray & Roberts' interests.
- 16.4 Limited, occasional or incidental use of electronic media and services for personal, non-business purposes is acceptable, provided that such member of the Group must demonstrate a sense of responsibility and must not abuse the privilege.
- 16.5 Members of the Group must familiarise themselves with the content of the Group IT Standard and ensure that they comply with the standards and procedures contained therein.

17. PROPRIETARY INFORMATION

- 17.1 Proprietary information is information or knowledge that belongs to Murray & Roberts, the disclosure of which information could harm Murray & Roberts' competitiveness or its financial well-being. Proprietary information includes but is not limited to information about:
- (a) Murray & Roberts' business, financial, marketing and service plans;
 - (b) product information;
 - (c) research and development activities and results, inventions and patent applications;
 - (d) customer and employee records;
 - (e) electronic network and communication infrastructure;
 - (f) manufacturing and service processes or know-how; and
 - (g) any information that could reasonably affect the listed Murray & Roberts share price, including acquisitions, disposals and mergers.
- 17.2 When a legitimate business need arises for a member of the Group to disclose proprietary information to an outsider, such member of the Group must ensure that a confidentiality and non-disclosure agreement is entered into with the party receiving the proprietary information.
- 17.3 Murray & Roberts documents should not include any material that can be interpreted or characterised as suggesting that Murray & Roberts is planning or even considering any course of conduct that is exclusionary in terms of current competition law, predatory, anti-competitive, unlawful, or otherwise contrary to Murray & Roberts' commitment to ethical and lawful competition and practices. Members of the Group who create documents (including notes and e-mail messages) should use with great care words that have special legal significance in matters of anti-competitiveness and regulatory contexts.
- 17.4 During the course of their employment, members of the Group are responsible for ensuring that proprietary information is protected from theft, unauthorised disclosure or inappropriate use, and for compliance with security procedures for computer systems. Members are urged to use common sense to prevent the inadvertent disclosure of proprietary information when answering questions from outsiders. Members must guard against being overheard when discussing proprietary information in public places such as restaurants, aircrafts, elevators, etc. and when using cellular telephones. Furthermore, members of the Group should not discuss Murray & Roberts' proprietary business with family or friends.

- 17.5 In all contact with competitors, members of the Group must avoid discussing Group proprietary information.

18. DEALING WITH THE PUBLIC AND MEDIA

- 18.1 Murray & Roberts is committed to fair disclosure of material information to all its stakeholders, while avoiding selective disclosure.
- 18.2 Murray & Roberts will communicate with the investment community and its shareholders through the Murray & Roberts Chief Executive Officer or the Murray & Roberts Chief Financial Officer.
- 18.3 No member of the Group is authorised to communicate (formally or informally) material information, non-public or financial information about Murray & Roberts without authorisation from the Murray & Roberts Group Communications Executive, the Murray & Roberts Chief Executive Officer or the Murray & Roberts Chief Financial Officer. Material information includes but is not limited to:
- (a) financial news;
 - (b) business and product news;
 - (c) management news;
 - (d) labour news;
 - (e) litigation claims; and
 - (f) shareholding changes.
- 18.4 All media interviews are to be managed or coordinated by the Murray Roberts Chief Executive Officer or the Murray & Roberts Group Communications Executive.
- 18.5 All relationships with the media are to be handled in a professional manner and no member of the Group is permitted to deal directly with the media without consultation with or the support of the Murray Roberts Chief Executive Officer or the Murray & Roberts Group Communications Executive. Members of the Group who are approached by the media should refer them to the Murray Roberts Chief Executive Officer or the Murray & Roberts Group Communications Executive.

19. INVENTIONS, PATENTS AND COPYRIGHT

- 19.1 Members of the Group should note that any inventions, improvements to inventions, copyrights, patents, formulae or other intellectual property which may arise out of employment with Murray & Roberts and/or use of Murray & Roberts facilities automatically becomes the exclusive property of Murray & Roberts without exception, and the ownership thereof vests in Murray & Roberts.
- 19.2 Members of the Group may not reproduce, distribute or alter copyrighted materials, computer software and/or visual or audio recordings provided to them in the course of carry on the business of the Group without the permission of the copyright owners or their authorised agents.
- 19.3 All computer software used in connection with Murray & Roberts' business must be properly licensed and used only in accordance with that license.

20. COMPANY RECORDS

- 20.1 Company records include customer, employee and payroll records, vouchers, bills, time sheets, measurement, performance and production records and other essential documents.
- 20.2 Murray & Roberts' books and records should reflect all business transactions in an accurate and timely manner. Undisclosed or unrecorded revenues, expenses, assets or liabilities are not permissible, and the members of the Group responsible for accounting and record-keeping functions are expected to be diligent in enforcing proper practices.
- 20.3 Records should be retained according to legal requirements.

21. EMPLOYEES AND EMPLOYEE CONDUCT

- 21.1 Murray & Roberts is committed to the provision of a work environment that is free from discrimination based on race, colour, religion, nationality, gender, disability, marital status, ethnic or social origin, sexual orientation or any other distinguishing feature; complies with appropriate human rights legislation; and does not permit conduct that creates an intimidating or offensive work environment.
- 21.2 Murray & Roberts prohibits all forms of sexual harassment and members of the Group are responsible for ensuring that the workplace is free from such unacceptable behaviour.

22. WORKING ENVIRONMENT

- 22.1 Murray & Roberts is committed to ensuring a safe and healthy work environment for all members of the Group.
- 22.2 To this end, members of the Group must comply with all applicable legislation relating to occupational health and safety as well as environmental management and conservation.

23. SUBSTANCE ABUSE

- 23.1 Murray & Roberts is committed to a substance-free workplace. The misuse of illegal drugs and alcohol, including the use, possession, distribution or sale thereof, while on Murray & Roberts premises, in its vehicles or while conducting Murray & Roberts business, is prohibited.
- 23.2 No member of the Group may conduct Murray & Roberts business while under the influence of drugs or alcohol.

24. CONTRAVENTION OF THE CODE

- 24.1 Murray & Roberts will regard any contravention of the Code as a serious matter. Any suspected or alleged contravention under investigation will be treated with utmost confidentiality and urgency.
- 24.2 The Code is a material term of members of the Group's employment contracts and contravention of the Code will result in appropriate disciplinary action.
- 24.3 Certain breaches of the Code (e.g. those relating to theft, fraud, embezzlement, corruption and misappropriation of property and cash) may also result in civil and/or criminal proceedings.