

  Social and Ethics	<u>APPROVED BY:</u>  	S&E Policy No.    S&E 01
	F. Roji-Maplanka Chairman: Social & Ethics Committee	Revision No.        5
	S. Joselowitz Chief Executive Officer	Effective Date     5 June 2018

**Code of Ethics and Conduct**  
Read in conjunction with the *Anti-Bribery & Corruption Policy* and *Whistleblowing Policy*

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## 1. Introduction

MiX Telematics is committed to ensuring adherence to the strictest standards of ethical conduct, fair dealing and integrity in its Business practices and therefore expects all Business dealings to be carried out fairly, openly and honestly, with the utmost transparency and integrity.

MiX Telematics expects its Covered Persons, to engage with each other and Third Parties with mutual respect and in a way that upholds MiX Telematics' principles and values.

This Code of Ethics and Conduct ("the Code"), together with the Anti-Bribery & Corruption Policy and Whistleblowing Policy appendices, have been produced to provide guidance and support for all Covered Persons to ensure that MiX Telematics' standards are met globally. These policies apply to all MiX Telematics' Covered Persons, no matter where in the world they are employed.

The Code serves as a guideline and is not intended to substitute for sound personal judgment and inherent understanding of ethical conduct, which are qualities expected of all Covered Persons. Every Covered Person is urged to read these policies carefully.

## 2. Ethical Leadership

The Board should lead ethically and effectively by individually and collectively cultivating the characteristics of integrity, competence, responsibility, accountability, fairness and transparency.

To ensure the tone for an ethical organisational culture is set, the Board will act ethically and in good faith and in the best interests of the Company at all times and The Board members will further act with due care and skill and ensure that they maintain sufficient working knowledge of, *inter alia*, the affairs of the Company, its industry and applicable legislation in order to make informed decisions.

The Board is collectively responsible for setting and driving the Company's strategy and ensuring organisational performance and hold each other accountable for making decisions based on ethical reasoning.

## 3. Corporate Citizenship

MiX Telematics' strategies, general conduct and responsibilities as a good corporate citizen are underpinned by this Code, and a set of core values. These values dictate that MiX Telematics delivers value to a wide group of stakeholders, including employees, customers, business partners, shareholders, communities and broader society.

## 4. The Code

MiX Telematics' philosophy is underpinned by the principles of honesty, equity, respect and dignity, which include, but are not limited to, the following:

### 4.1 Corrupt or illegal practices will not be tolerated.

Bribes or any other illicit payments will neither be paid nor accepted, and all Covered Persons must comply with the Anti-Bribery & Corruption Policy. If you are in any doubt of the validity of a payment or transaction, report such concerns immediately as per the Whistleblowing Policy. If a Covered Person or an Associate is found guilty of giving or receiving a bribe, he/she may be criminally liable and will be held personally responsible for any related remedial costs such as losses, court fees or expenses.

#### 4.2 MiX Telematics will observe the laws of any country in which its Business is transacted.

Covered Persons should take adequate measures to ensure that, in the areas of their involvement, the Company complies with all legal requirements and regulations, including but not limited to tax and exchange control laws and regulations.

#### 4.3 All Business transactions will be completely and properly recorded.

No funds will be maintained in off-the-record accounts. In particular, Covered Persons should take adequate measures to ensure that in the areas of their involvement, all transactions (including but not limited to sales, purchases, payments and receipts) are bona fide, correct and complete and are in compliance with laws and regulations relating to customs duties, sales taxes and exchange controls.

#### 4.4 Customers and their information will be treated with the utmost confidentiality.

No information concerning their affairs will be published or passed to a third party without the customer's written permission.

#### 4.5 MiX Telematics does not participate in any illegal anti-competitive activity.

Covered Persons should not authorise nor participate in any illegal conduct or action (such as price manipulation or tender fixing) that restricts competition.

#### 4.6 MiX Telematics is non-political.

MiX Telematics does not make contributions to political parties, except in exceptional circumstances, or allow its assets and services to be used in any way that favours any particular political grouping, other than in the provision of its normal products and services, under its usual terms and conditions of sale, at arm's length prices. This comment is to be read in conjunction with the comments on the same topic included in the Anti-Bribery & Corruption Policy.

#### 4.7 Conflict of interest.

Covered Persons are not permitted to engage in Business on behalf of MiX Telematics with organisations in which they or their Associates have a material financial or other business interest, unless approval has been obtained in accordance with the Related Party Transaction Policy. Any conflicts of interest should be disclosed in full to the Board at the earliest opportunity.

#### 4.8 MiX Telematics' Business dealings (including use of Company assets) should be conducted at normal arm's length terms, in the interest of MiX Telematics.

In particular, Covered Persons and their Associates should not be involved in (i) the diversion of any Business away from MiX Telematics or, (ii) any transactions in which they personally derive benefit (directly or indirectly) other than benefit derived through their employment with MiX Telematics.

#### 4.9 Business gifts and other offers of hospitality.

These can only be accepted in compliance with the MiX Telematics Anti-Bribery & Corruption Policy. If there is any doubt about whether an offer of hospitality or gifts conforms to acceptable practice, please report these concerns as per the Whistleblowing Policy.

#### 4.10 Discrimination.

MiX Telematics does not discriminate against any Covered Person, Third Party, customer, or member of the public on

the grounds of race, colour, gender, sexual orientation, age, religion or creed. Covered Persons should ensure that they comply with this Code at all times.

#### 4.11 Dealings in the listed securities of the Company.

MiX Telematics requires that all dealings in the listed securities of the Company are carried out in compliance with the applicable laws and rules of the Johannesburg Stock Exchange (“JSE”) and New York Stock Exchange (“NYSE”). Officers of the Company, or any other Covered Person of MiX Telematics with access to financial results of the group or any other price-sensitive information, are prohibited from dealing in the listed securities of the Company during the periods prescribed by any of the JSE, NYSE or the Company (“closed periods”). In this regard, Covered Persons are required to:

- seek clarification from the Group Chief Financial Officer should there be doubt as to when the Company is deemed to be in a closed period;
- obtain written consent prior to dealing in any securities of the Company;
- report all dealings in securities of the Company to the Executive Directors, the Chairman or the Company Secretary.

Covered Persons are also required to comply with MiX Telematics' Insider Trading Policy relating to compliance with United States securities laws in connection with transactions involving its securities.

#### 4.12 Dissemination of information.

MiX Telematics requires timeous dissemination of transparent, honest and accurate information both internally and to outside stakeholders and investors. MiX Telematics is committed to full, fair, accurate, timely, and understandable disclosure in reports and documents that the issuer files with, or submits to, the JSE, the United States Securities and Exchange Commission and the NYSE and in other public communications. MiX Telematics expects all of its personnel who are involved in formulating MiX Telematics' public disclosures to approach that responsibility with due regard for the welfare of MiX Telematics' constituents.

#### 4.13 Best practice corporate governance.

Adherence to the strictest of corporate governance is entrenched in MiX Telematics' day-to-day operations and Covered Persons are expected to actively pursue and maintain these standards at all times.

#### 4.14 The process of transformation.

MiX Telematics fosters a work ethic based on non-discrimination and opportunity for all that facilitates achievement of transformation imperatives in line with industry and national guidelines.

#### 4.15 Controls.

Maintenance of an effective system of controls that enables MiX Telematics to meet its strategic objectives in a proper manner.

#### 3.16 Sound environmental practices.

MiX Telematics expects its Covered Persons and Third Parties to comply with environmental as well as health and safety regulations and procedures.

## 5. Compliance

Compliance with the Code is an important corporate objective, and instances of non-compliance will be responded to promptly. When senior management, the Social and Ethics Committee, Audit and Risk Committee or other personnel,

as appropriate, determines that a violation of the Code may have occurred, the employee, officer or director involved will be given an opportunity to meet with senior management, the Social and Ethics Committee, Audit and Risk Committee or other personnel, as appropriate and as applicable, to present any relevant information relating to the violation and any mitigating circumstances that may have surrounded the violation.

- Violation of the Code may be grounds for discipline up to and including termination of service with MiX Telematics. Other examples of discipline include, without limitation, warnings, reprimands, probation, demotion, reimbursement of losses or damages and referral to law enforcement authorities. In addition, in instances in which MiX Telematics has reasonable grounds for believing that a Covered Person may have violated the Code, MiX Telematics may investigate the alleged violation and may suspend the Covered Person (with or without pay) pending the results of the investigation.

## 6. Definitions

The terms defined herein should be construed broadly to give effect to the letter and spirit of the Code.

**“Associates”** include, but are not limited to, family members, any company or trust Covered Persons or their family have an interest in or are a beneficiary of.

**“Business”** includes all normal business transactions including, but not limited to, financial assistance, the acquisition, and disposal or leasing of assets and provision/receipt of services.

**“Covered Person(s)”** shall mean all directors, employees and officers of the Company.

**“Government or Public Officials”** shall mean individuals who hold a legislative, administrative or judicial position of any kind, whether appointed or elected and/or exercises a public function for or on behalf of a country or territory. **“MiX Telematics”** or **“the Company”** shall mean MiX Telematics Limited and its subsidiary companies.

**“Officers of the Company”** shall mean any director or company secretaries of the Company or any of its major subsidiaries (subsidiaries that represents 25% or more of total consolidated assets or revenue of the company based on its latest published interim results or year-end results).

**“Third Party/Parties”** shall mean suppliers, service providers and other business partners.

## 7. Queries

Questions can be directed to HR, line management or the executive charged with the responsibilities of the Social and Ethics Committee, via email at [riskandcompliance@mixturematics.com](mailto:riskandcompliance@mixturematics.com). Keep up to date with the latest updates to this Code by visiting the Company intranet (iMiXnet).

## 8. Appendices

- Anti-bribery and Corruption Policy
- Whistleblowing Policy