



# Motus

Code of Ethics  
June 2021

# Message from the Chief Executive Officer

Dear colleagues,

The amalgamation of all Imperial's automotive businesses under Motus has given birth to a new leading vehicle group that will interpret global trends in motoring and mobility to deliver value to all stakeholders.

This has happened at the most opportune time in a sector of mobility that is experiencing the greatest wave of change and when mobility requirements across the world are changing. Attitudes to the ownership and use of vehicles are evolving. What we sell, where we sell, how we sell, and who we sell to, will demand new thinking and innovation. We have a unique opportunity to create something new and be the leader in our industry, in every respect.

This opportunity comes with increased responsibility. In the words of Ben W Heineman Jr. from the book; High Performance with High Integrity, "High performance with high integrity is key to sustainable success".

With all 15 000 of us serving millions of customers, our actions have a huge impact on our stakeholders, on society and on how business is done in our industry. Acting with integrity and exercising the right behaviours will be critical to fulfilling our role as good corporate citizens and ensuring that we maintain a sustainable business.

Integrity is therefore one of the core values we have defined as a building block for our new corporate culture that describes who we are, what we do and how we behave. We believe that integrity is consistent with organisational success. Acting with integrity creates trust, protects our reputation, lowers our cost of doing business, and enhances shareholder value.

We have thus developed a Code of Conduct that is the embodiment of what integrity means to us in practice. It means always acting with honesty, fairness and transparency. It means respecting each other, the communities and customers in which we operate. It is our ethical compass and clearly outlines our core values.

Acting with integrity is about doing the right thing all the time. It is our duty to act with integrity. I encourage you all to read, understand and agree to the Code and the values and principles therein.

I am confident that the Code of Conduct will serve as a beacon in the ethically challenged times we live in and ensure that Motus maintains a reputation that we will all be proud to be associated with.

Best regards,  
Osman Arbee





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# 01

## OUR CONTEXT



### 1.1 Our Vision

To improve peoples' lives by envisioning, innovating and creating new avenues of access to leading edge mobility solutions (products and services) at competitive prices through our strong relationships with suppliers and principals, while ensuring sustainable value creation for all stakeholders. We aim to exceed employees' and client expectations and become OEM's trusted partner of choice in the geographies in which we operate.

### 1.2 Our Mission

Motus is the most competitive and profitable non-manufacturing automotive group in sub-Saharan Africa, with selected investments beyond the continent. Our founding objective is to penetrate the vehicle value chain, excluding manufacturing, with competitive products and services that maximise share of the customer's vehicle expenditure and engender loyalty. Our retail outlets (physical and online), and the support facilities are located to optimise customer access and organisational efficiency. We create value for customers and build market share through relevant, innovative products and exceptional service at competitive prices. We deliver returns to shareholders through operational alignment, collaboration across the supply chain, and the reduction of complexity, duplication, expenses and capital employed, while mitigating currency risk. Our progress and performance is delivered by a diverse complement of highly competent and experienced individuals and teams.

### 1.3 Values

Our values include being fair, accountable, driven and ensuring that we operate in an environmentally friendly and responsible manner. This includes complying with rules and regulations, dealing at the highest levels of integrity and ethics, and ensuring business practices are non-discriminatory.

### 1.4 What we do

Motus imports, distributes, sells, services, repairs, rents and provides parts for the broadest range of the world's most respected vehicle brands, from entry level to luxury automobiles and from light commercial vehicles to heavy duty trucks. Motus' service offering includes motor related financial services and extends across all segments of the vehicle value chain.

### 1.5 Where we operate

In South Africa, Motus represents 23 OEM's through ~310 vehicle dealerships. Car rentals represents 96 Europcar and Tempest outlets in South Africa and 16 in Southern Africa. The United Kingdom represents 84 commercial dealerships and 31 passenger dealerships. Australia represents 36 passenger dealerships.

## 1.6 What we offer our stakeholders

### OUR CLIENTS

Motus offers clients complete value chain participation through all four business segments to deliver a superior customer experience at each stage of the value chain. We offer innovation and agility in response to disruptive industry developments, based on a thorough understand of mobility related technologies, consumer behaviour and the OEM partners' strategies, leading to continual investment in innovative solutions for customers.

### OUR OEMS AND SUPPLIERS

Through its operational excellence, Motus offers OEMs a superior route to market, the highest quality domestic marketing, the most efficient dealer environments, strategically located dealerships and the best customer experiences to enhance sales and loyalty.

### OUR EMPLOYEES

Our sharpened strategic, managerial and customer focus creates stimulating careers and a dynamic collaborative workplace, dedicated to high performance. Motus is committed to the development and empowerment of leaders to provide sustainable performance through the cycles, and to drive succession planning and transformation. Simplified reporting structures ensure effective delegation and accountability.

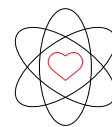
### OUR INVESTORS

We enhance financial performance through managing operations and resources effectively to optimise efficiency and reduce expenses. We offer investors free cash flow generation and consistent dividend returns. Motus ensures market leadership by increasing exposure to selected stable markets, to grow our existing network and capabilities. Motus recognises and mitigates the threat of being disintermediated by suppliers, by positioning ourselves as value adding partners of choice.



# 02

## OUR ETHICAL PROMISES



### 2.1 Nothing but the truth

Motus strives to create an environment where honesty and accountability flourish and compliance is a central focus. Motus and all its subsidiaries and associated companies, are therefore committed to maintaining the highest ethical standards in all our business dealings. Common sense and good judgment, together with our Code, Motus policies and directives, ensure the business is conducted with integrity. Our Code cannot anticipate every situation we might encounter in the workplace, but it will aid us to make sound and ethical decisions. We expect our employees to have the courage to take the right decisions based on our ethical principles and to uphold them, even when under pressure.



### 2.2 Everyone, everywhere

Every employee, director and officer in all wholly owned Motus companies, subsidiaries and associated companies is expected to follow this Code at all times while representing or working for Motus. All persons, including service providers, subcontractors, and business partners, will be required to act consistently with our Code when acting on our behalf or in our name.



#### 2.2.1 HIGHER STANDARDS FOR MANAGERS

Managers at all levels have additional responsibilities under our Code, which include creating an open environment in which employees feel comfortable to ask questions, raise concerns, and report misconduct. Leaders with behavioural integrity are valued and promoted in the organisation. Managers are expected to:

- Lead by example – in other words, show by their behaviour what it means to act with integrity.
- Communicate with those who report to them to ensure employees understand our Code's requirements and have the resources to meet them.
- Support employees who, in good faith, raise questions or concerns.
- Enforce the Code consistently.





## 03

## OUR ETHICAL BUSINESS PRACTICES



## 3.1 General rules of behaviour

**3.1.1 COMPLIANCE WITH THE LAW**

Compliance with the law is the basic principle underlying the Motus Group Ethics. As a group with national and international operations, Motus is subject to a variety of national and international laws. It goes without saying that Motus has to comply with the current laws and guidelines in each country. Any behaviour that contravenes the law or directives is forbidden. All employees must be aware that legal proceedings may be initiated against them personally and/or Motus if any law is broken. This may lead to the imposition of fines, criminal law sanctions or civil law compensation claims. All employees are expected to respect and comply with applicable laws and regulations.

**3.1.3 RESPECT FOR HUMAN RIGHTS**

Motus undertakes to comply with human rights, working and social standards; no child or enforced labour shall be tolerated in Motus or our business partners. This Code of Conduct also takes into account the ten principles of the UN Global Compact, the Universal Declaration of Human Rights, the eight core work standards of the International Labour Organization (ILO), the ILO's declaration of principles about multinational enterprises and social policy (MNE Declaration), the OECD principles for multinational enterprises and the Responsible Care® Global Charter<sup>4</sup>.

**3.1.2 FOSTERING AN INCLUSIVE AND FAIR WORKPLACE**

As an organisation operating in diverse communities with a diverse workforce, we believe we have a responsibility to treat each other with dignity and fairness. This means appreciating diversity, whether that diversity exists because of race, religion, gender, sexual orientation or any other difference. Differences bring to light different perspectives of the world, which enhance the Motus perspective of the world and enable us to be the best we can be.

Thus, we value and promote a workplace that is inclusive and fair and which fosters respect for all our fellow employees, customers, and business partners.

We therefore all strive to create an environment in which personal dignity, privacy, freedom of association and collective bargaining, including the personal rights and safety of every individual is part of our everyday work experience. We believe respect in the workplace is fundamental to performance and engagement. All employees without regard for job title or level will be treated fairly in matters affecting promotion, training, hiring, compensation and termination taking into consideration local legislation. Motus does not tolerate threats or acts of violence, abusive behaviour, or intimidation. All employees should demonstrate courtesy and respect not only on Motus property, but also when conducting Motus business whether during a customer meeting or driving a Motus Car.

## OUR ETHICAL BUSINESS PRACTICES CONTINUED

**3.1.4 AVOIDING CONFLICT OF INTEREST**

We are all required to make business decisions in the best interests of Motus, not based on personal interests. Each employee must therefore distinguish between their private interests and those of Motus. A conflict of interest may arise when our personal interests interfere, or may be perceived as interfering, with our ability to perform our jobs effectively and fairly.

Where we can, we must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing business on behalf of Motus. When such relationships or activities cannot be avoided, you must disclose them promptly to your manager, HR and Legal. Any possible conflicts of interest that may lead to decisions or business transactions, which do not reflect the interests of Motus, must be reported immediately.

**A BASIC GUIDELINE ON OUTSIDE ENGAGEMENTS**

- You may be invited to serve as a director, or consultant of an outside organisation. You should first check whether such engagement is allowed under the terms of your employment contract, and in addition make sure that it would not unduly interfere with your work for Motus. Further, if this organisation is a competitor, conducts business with Motus, or is a public or state-owned company, the engagement must be reported to your manager, HR or Legal.

**3.2 Behaviour in the face of competition****3.2.1 ANTI-BRIBERY AND ANTI-CORRUPTION**

Motus sells products and services based on quality, reliability, and many other things, but never offers and accepts bribes. We know that paying bribes – even small ones – causes tremendous harm to the integrity of the organisation. We therefore refuse to offer, give or receive bribes or improper payments, or participate in any kind of corrupt or anti-competitive collusive activity, either directly or indirectly through any third party, in order to obtain new business, retain existing business, or secure any improper advantage, and Motus furthermore will not use or permit others to do such things on our behalf.

**3.3 Gifts and hospitality**

Good business relationships are built on trust and goodwill, and because we value and respect our customers and business partners, either party may want to acknowledge this from time to time by offering gifts and hospitality. Employees may thus offer and receive normal gifts, hospitality and entertainment openly, unconditionally and without the intention of obtaining or retaining any business advantage. Accepting money or comparable benefits is inadmissible at any time.

The gifts and hospitality must always be moderate (not to exceed R 2 000 in value) and should never be used to exert improper influence or create a perception of or actual conflict of interest. By exercising common sense, discretion, and sound judgment before offering or receiving any gifts or hospitality, we can avoid good intentions being misinterpreted.



### 3.3.1 GIFTS

Gifts can include goods or services as well as other things of value, for example, loans, school fees, medical care expenses, and trips or tickets to cultural, entertainment, or sporting events. Cash gifts or their equivalent (such as gift vouchers) and tips are not permitted.

### 3.3.2 HOSPITALITY

Hospitality includes meals and refreshments, as well as cultural, entertainment, or sporting events where at least one Motus employee acts as a host and attends. If no Motus employee is attending, then the hospitality is a "gift" and subject to the rules on gifts.

#### A BASIC GUIDELINE ON GIFTS AND HOSPITALITY

- Ask yourself if the gift or hospitality is illegal or whether it breaches either Motus' or the other party's policies or directives. Then ask yourself whether you would feel embarrassed or put the company in an awkward position if the gift or hospitality were published on the front page of a newspaper. If the answer to any of those questions is "yes" then the gift or hospitality must not be given or accepted.

With regard to gifts or hospitality, you should always be cautious. You may not use your own money or resources to circumvent the rules in our policies, directives, or as set out in this Code. Gifts and hospitality in excess of R500 offered and provided to others on behalf of Motus must be properly reflected in the Divisional register to be maintained and kept by the MD/CEO of the Division.

### 3.3.3 RETURNING A GIFT

If a gift exceeds R2 000, tell your manager, document its receipt in accordance with applicable rules or directives, and politely return the gift explaining that Motus's internal rules do not permit the acceptance of such gifts. If returning a gift is really impractical or would cause significant offence to the giver, it must be donated anonymously to charity, and if this is not possible, then accepted on behalf of the company and shared amongst employees, with Human Resources deciding on how this should be carried out.

### 3.3.4 FAIR COMPETITION

Motus believes in free markets and fair competition because this ensures our customers obtain the best products and services on the most favourable terms. Violations of antitrust and competition laws are never in Motus' interest and are not tolerated. In all regions and countries where we do business, we are committed to competing vigorously but fairly for suppliers and customers.

The rules and laws on antitrust are complex and numerous, and their implementation may depend on various factors. It is better to be cautious and ask questions rather than assume an action will be acceptable – poor judgment is no excuse.

Our employees must therefore never directly or indirectly:

- Enter into arrangements with competitors that include fixing prices, market share arrangements or collusive tendering; and
- Arrangements with suppliers that include unfair agreements (such as prohibiting a supplier from dealing with a competitor) and minimum resale price maintenance (whereby a supplier agrees not to sell a product or service for less than a certain price.)

# 03

## OUR ETHICAL BUSINESS PRACTICES CONTINUED

### 3.4 Behaviour when handling confidential information and company property

#### 3.4.1 ACCURATE RECORDING AND RECORD RETENTION

We are accurate and truthful in all our dealings and in every form of communication. Motus will never conceal or fail to accurately record the true nature of our activities or falsify or tamper with Motus' books and records. We believe that the timely, complete and honest recording of financial and non-financial information and the proper retention of our documents and records is essential to our business and is important for our:

- Credibility and reputation;
- Legal and regulatory obligations;
- Ability to make accurate projections and business decisions; and
- Responsibility to shareholders and other external stakeholders.

Falsification or improper alterations of records is prohibited and no one should ever instruct another to prepare or approve a false or misleading record or to do so themselves at the direction of another person. When preparing records, we must all act with integrity so that information is not incorrectly withheld, incomplete or misleading.

Discrepancies in any records must be resolved with appropriate corrections and made transparent to persons who need to know of any such corrections.

Company records must be retained according to applicable laws and Motus' policies and guidelines. The destruction, concealment or alteration of any record that you have been instructed to keep is prohibited. If you know or believe there is a possibility of any litigation or internal or external investigation involving any record in your possession or under your control, you must retain that record and produce it promptly when instructed to do so.

#### 3.4.2 PROTECTION, EMPLOYEE AND THIRD-PARTY CONFIDENTIAL INFORMATION

Access to prospective, current or former employee records and personal data, including performance evaluations, salary, pension and benefits, is only permitted to persons with proper authority and in accordance with data privacy laws. In addition, because of our extensive business activities and our contact with customers, because of the relationship of trust, it is impossible to exclude the possibility that employees may gain access to information about third parties or potential material business transactions relating to Motus. We are consequently responsible for protecting confidential information entrusted to us by our customers, suppliers and other business partners as carefully as we protect our own information. Employees may not pass on this kind of information to third parties and may not take advantage of such information to purchase or sell securities.



### 3.4.3 DATA PROTECTION AND DATA SECURITY

The exchange of data is absolutely essential in order to provide services to customers and also for communications between employees and with third parties. Motus is aware that there is an associated risk that the exchange of information may be misused or utilised for other purposes. The strict regard for an individual's personal rights and the security of data are therefore important principles when gathering, processing and using any data that has been collected.

### 3.4.4 INSIDER TRADING

Motus supports open and fair securities markets because they are key to building trust and investor confidence. Insider trading occurs when a company's securities are traded on the basis of material, non-public information that could reasonably affect a person's decision about whether to trade in those securities. We do not trade in securities of Motus, any Motus company, or any other publicly listed company on the basis of insider information obtained while working for Motus.

### 3.4.5 PROTECTION OF COMPANY ASSETS AND SECRETS

Employees are obliged to carefully handle the property and possessions of Motus and the working tools made available to them. In addition, they must make sure that all resources are used for appropriate business purposes. Employees are also obliged to immediately notify their manager of any damage or losses or dangers, which have occurred or might be expected in their own working area from theft, loss, misuse, and waste.

At Motus, we regularly produce valuable, non-public ideas, strategies, and other kinds of business information, which we own and need to protect as intellectual property. Such information is a large part of what gives us our competitive advantage. Improper disclosure of such information is prohibited, and we must be mindful of the risks of improper disclosure of confidential information.

### A BASIC GUIDELINE ON INFORMATION PROTECTION

In order to ensure that Motus does all that is reasonably necessary to protect personal data, Motus:

- Takes appropriate measures to safeguard the integrity and confidentiality of data and to prevent its loss or damage, unlawful access and unauthorised destruction.
- Puts in place an incident management process that ensures timely notification of data protection authorities, and, when needed, the data subjects of a compromise to their personal data as required by law.
- Processes personal data transparently to the data subject and takes reasonably practicable steps to ensure that the information is accurate and kept up to date.
- Permits and facilitates data subjects to access their personal data and corrects or deletes information that is inaccurate, as required by law.
- Avoids processing of special personal information unless necessary and in line with the authorisation requirements as required by law.
- Only transfers personal data across borders to jurisdictions that effectively uphold the principles and conditions governing the protection of personal data established in the Republic of South Africa, alternatively if the data subject has consented to the transfer.
- Has appointed an Information Officer/s, authorised and empowered to fulfil the responsibilities stipulated in relevant legislation.

## 3.5 Health and safety

We believe that health and safety is an imperative business practice. Motus places the highest importance on the health and safety of our employees, protecting the environment and the safety of business locations and regions where we conduct business. Thus, both personal and collective responsibility for health and safety is encouraged. Motus therefore ensures that all the provisions relating to health and safety at work and the protection of the environment are heeded and put into practice through our long established quality management systems, which are constantly being updated.



# 04

## VIOLATION OF OUR CODE

We must all adhere to our Code. Violations of our Code, our policies, directives, or the law can have serious consequences, including disciplinary action up to and including termination of employment, as well as possible civil or criminal penalties both for the company and for individuals.

Before you act, always ask yourself, could my conduct:

- Be viewed as dishonest, unethical, or unlawful?
- Damage Motus' or its reputation if it became public?
- Cause Motus to lose credibility with its employees, customers, shareholders, or communities?
- Hurt other people, such as other colleagues, customers, or shareholders?
- If the answer to any of these questions is "YES" or even "MAYBE", you have identified a potential issue.

### 4.1 How to blow the whistle?

When you are confronted with a situation that presents an ethical dilemma, do not hesitate to speak up, ask questions about your responsibilities, and report concerns or non-compliant conduct when needed. Always try first to address questions or concerns with your immediate manager or others who can help, such as Human Resources, Legal and Internal Audit.

If you are uncomfortable or unsuccessful in discussing an issue with one of the choices set out above, you should be aware that the Motus Tip-Offs Anonymous Line is another alternative to raise a concern in good faith about any situation that you know or suspect violates our Code or the law. Reports to the **Motus Tip-Offs Anonymous Line** can be made by calling the telephone number provided below: **0800 666 005** or sending an email to **motus@tip-offs.com**

Your report will be read by a team of Motus compliance and investigation personnel, who will deal with your report in a professional manner. Reports and related information will be treated confidentially and shared with only those persons who need to know in relation to safeguarding the interests of the company.

### 4.2 Protection from retaliation

Motus does not tolerate retaliation against any employee who reports a concern in good faith. Individuals who take action against a person for raising a concern or participating in an investigation will be subject to disciplinary action, up to and including termination of employment.

