
PROFESSIONAL & ETHICAL CODE OF CONDUCT

Introduction

Chimerical Technology (Pty) Ltd is committed to professional and ethical conduct with all our dealings with clients, suppliers, staff members, stakeholders and the general public.

Chimerical Technology's clients can be assured of the highest level of professionalism and interaction, knowing their company reputation will be held to the highest possible standards. Our core belief is one whereby we aim to secure our relationships with customers for extended periods and multiple projects. We strive to deliver projects according to the highest ethical and professional conduct standards.

Chimerical Technology fully subscribes to the Code of Conduct as set out by the South African Engineering Profession Act, (Act No 46 of 2000 – found attached).

The objectives of the Code are to ensure that professional engineers:

- Apply their knowledge and skill in the interests of humanity and the environment
- Execute their work with integrity, sincerity and in accordance with generally accepted norms of professional conduct
- Respect the interests of their fellow beings and honour the standing of the profession
- Continuously improve their professional skills and those of their subordinates
- Encourage excellence within the engineering profession

Professional engineers are expected to follow defined standards in the following categories:

- Competency
- Integrity
- Public interest
- Environment
- Dignity of the profession

Further to complying with the Engineering Profession Act, Chimerical Technology (Pty) Ltd has implemented an Internal Business and Ethics Code of Conduct which is detailed below:

Internal Business & Ethics Code of Conduct:

1. Legal Compliance

Chimerical Technology is a company with international operations and as such, are subject to laws in South Africa and abroad. We will observe the laws of the jurisdictions in which we operate, locally and internationally.

2. Conflicts of Interest

A conflict of interest exists when an employee's private interest interferes in any way or conflicts with the interests of Chimerical Technology. A conflict can arise when an employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, or members of his or her family, receives personal benefits as a result of his or her position in Chimerical Technology.

An employee should avoid any relationship that would cause a conflict of interest with his or her duties to Chimerical Technology.

Employees must not appropriate or use for personal benefit opportunities that are discovered as a result of his or her position with Chimerical Technology. Employees may not use Chimerical Technology's property, information, or position for improper personal gain.

3. Gifts

In general, an employee may not accept gifts from current or prospective customers or suppliers. An employee may never accept a gift under circumstances in which it could even appear to others that his or her business judgment has been compromised. Similarly, an employee may not accept or allow a close family member to accept gifts, services, loans or preferential treatment from anyone in exchange for a past, current, or future business relationship with Chimerical Technology.

4. Discrimination and Harassment

Chimerical Technology provides equal employment opportunity in conformance with all applicable laws and regulations to individuals who are qualified to perform job requirements regardless of their race, colour, sex, religion, national origin, citizenship status, age, physical or mental disability, veteran or other legally protected status. Chimerical Technology administers its personnel policies, programs, and practices in a non-discriminatory manner in all aspects of the employment relationship, including recruitment, hiring, work assignment, promotion, transfer, termination, wage and salary administration, and selection for training. Managers are responsible for implementing and administering this policy, for maintaining a work environment free from unlawful discrimination, and for promptly identifying and resolving any problem area regarding equal employment opportunity.

5. Health and Safety

Each employee must follow safety and health rules and practices and report accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behaviour are not permitted.

Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

6. Record-Keeping

Chimerical Technology's records and information must be accurate and complete. Each employee is responsible for the integrity of the information, reports and records under his or her control. Each employee must use common sense and observe standards of good taste regarding content and language when creating business records and other documents (such as e-mail). Employees must not destroy any records that are potentially relevant to a violation of law or any litigation or any pending, threatened or foreseeable government investigation or proceeding.

7. Confidentiality

Every employee must maintain the confidentiality of all information entrusted to him or her by Chimerical Technology or its customers that is treated by them as confidential, except when disclosure is authorized by Chimerical Technology or legally mandated. Confidential information includes all information that may be of use to Chimerical Technology's competitors, or that could be harmful to Chimerical Technology or its customers, if disclosed. Each employee must comply with all confidentiality policies adopted by Chimerical Technology from time to time and with confidentiality provisions in agreements to which Chimerical Technology is a party. The obligation to preserve confidential information continues even after employment ends. Unauthorized use or distribution of confidential information is a violation of Chimerical Technology's policy and could also be illegal and result in civil or even criminal penalties.

8. Protection and Proper Use of Company Assets

All employees should endeavour to protect Chimerical Technology's assets and ensure their efficient use. Any suspected incident of fraud or theft should be immediately reported for investigation.

9. Waivers of the Code

Any waiver of any provision of this Code must be approved (a) with regard to any manager, by the Board of Directors, or if a significant number of its members will be personally affected by the waiver, by a committee consisting entirely of managers who will not be personally affected by the waiver and (b) with regard to any employee who is not an officer of Chimerical Technology, by the employee's supervisor or such other person as is designated by the chief executive officer of Chimerical Technology.

10. Reporting any Illegal or Unethical Behaviour

Chimerical Technology encourages employees to talk to managers about observed illegal or unethical behaviour. Chimerical Technology does not allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct. Any employee may submit a good faith concern regarding questionable accounting or auditing matters without fear of dismissal or retaliation of any kind.

11. Compliance Procedures

Each employee should report promptly any violations of this Code (including any violations of the requirement of compliance with law). Failure to report a violation can lead to disciplinary action against the person who failed to report the violation. Normally, a possible violation of this Code by an employee other than an officer of Chimerical Technology should be reported to the manager of the employee who commits the violation. However, any employee may report any possible violation to the general counsel of Chimerical Technology. A possible violation of this Code by a manager or an officer of Chimerical Technology should be reported to the general counsel of Chimerical Technology. If an employee believes that in a particular situation it would not be appropriate to report a possible violation by a manager to the Managing Director, the employee may report the possible violation to the Managing Director of Chimerical Technology. The identity of the employee who reports a possible violation of this Code by another employee will be kept confidential, except to the extent the employee who reports the possible violation consents to be identified or the identification of that employee is required by law.