

ATNS MANAGEMENT DIRECTIVE 1/97

PROMULGATED BY : MR PATRICK K. DLAMINI
EFFECTIVE DATE : 24 MAY 2010
ENQUIRIES : HUMAN CAPITAL
APPLICABLE : ALL ATNS EMPLOYEES

CONFLICT OF INTEREST

1. POLICY DECISION

The policy regarding Conflict of Interest was approved by Management in a Management Meeting held on 20 May 1997.

2. POLICY

2.1 Outside work

An employee employed on a full-time basis is prohibited from :

- 2.1.1 directly or indirectly (for example through any third party) regularly performing or undertaking to perform work for gain outside his/her work for ATNS;
- 2.1.2 accepting any employment outside ATNS whether part-time or on any other basis; or
- 2.1.3 doing work for him/herself or others on ATNS premises; and
- 2.1.4 employing any ATNS employees for private purposes (with or without payment for the services) during working hours, or permitting such employment by others, without ATNS's Chief Executive Officer's prior written consent being obtained.

2.2 Gifts or Awards

An employee in the full-time employ of ATNS is prohibited from accepting in the performance of his/her duties towards ATNS any gift, commission, fee or award (in money or otherwise) from any entity outside ATNS, without the immediate manager's consent.

2.3 Other interests

- 2.3.1 An employee may not serve as a director of any company and/or become a member of a close corporation and/or be a shareholder or have another interest in any private company without the prior approval of the ATNS board of directors.
- 2.3.2 Should an employee have any interests as set out in 2.3.1, when being employed by ATNS, full details, the nature thereof and the extent of such interest must be disclosed for ATNS.
- 2.3.3 An employee employed on a full-time basis shall not be involved directly or indirectly (including the involvement of any family member of an employee) in any trade or dealings between ATNS and any other third party when the employee has a direct or indirect interest in such other third party or when the employee stands to gain in any way from such dealings, without the prior written consent of the ATNS board of directors.

2.4 Participation in Civil Activities

- 2.4.1 An employee may not accept a nomination as a candidate for elections to or as a designated member of Parliament or any other legislative assembly or local authority without prior approval from the ATNS board of directors.
- 2.4.2 Any employee may, with the permission of the board, accept nomination as a candidate for election or appointment as a member of a university council or similar body, subject to the following conditions :
- 2.4.2.1 that his/her membership of any such body will not in any way interfere with his/her duties as an employee of ATNS;
 - 2.4.2.2 that in the event of a matter that concerns ATNS being discussed by such a body, he/she will not take part in the discussion or voting on the matter in question;
 - 2.4.2.3 that he/she will not, as a member of such body, do anything that may be determined to be in the interests of ATNS;
 - 2.4.2.4 that ATNS retains the right to demand that the employee resign as a member of such body on or before a specified date, if, in the opinion of the board, he/she has not complied with the above conditions. Should the employee disregard such demand, he/she will be deemed to have voluntarily terminated his/her service with ATNS with effect from the said date.

2.5 Authority

Applications regarding any of the above must be sent to the Executive Human Capital for submission to the appropriate authorisation level.

Mr Patrick K. Dlamini
Chief Executive Officer