DECLARATION OF INTEREST

1. ETHICAL CODE OF CONDUCT / CONFLICT OF INTEREST

The purpose of this ethical code of conduct is to ensure that all business transactions take place in an environment of honesty, integrity, fair competition and respect for South African Laws. This code outlines PetroSA’s expectations from all its employees and suppliers who participate, directly or indirectly, in procurement activities.

1.1 Suppliers

Suppliers’ interest in relation to PetroSA must be included with the quotation/tender documents. A quotation/tender shall be excluded from further evaluation if a supplier fails to declare any interest or potential conflict of interest. All suppliers must complete this declaration or declare electronically on the eprocurement system that no conflict or potential/perceived conflict of interest exists.

1.2 PetroSA personnel

(a) All employees have a duty to promote the reputation and business of PetroSA and not to make any personal gain at the expense of or as a result of their employment by PetroSA. Decisions and functions carried out in the course and scope of employment must be directed at what is in the best interests of the PetroSA. Personal interests must not conflict with those of PetroSA.

(b) An employee of PetroSA (including long term contract workers) and their immediate family (i.e. spouse, life-long partners, parents and children) may not participate in or benefit directly or indirectly (i.e. through shareholding, profit sharing, etc) from tenders / contracts with PetroSA. This provision specifically excludes shareholding and/or profit sharing which is immaterial (as defined in the Companies Act) in a public and/or listed company.

(c) When a conflict of interest arise after a contract is awarded or in the case of a sole source supplier, the Procurement Committee shall deliberate the merits of each case and recommend to the Executive Committee and/or Board for a final decision.

(d) Where a possible conflict of interest (other than the above) arises, the interest must be declared in writing to the Procurement Committee as soon as it arises and the employee must recuse him/herself from participating in any way in related business dealings. Written disclosure is effected by the employee.

1.3 Non-Executive Board Members of PetroSA

In respect of non-executive board members, the provisions of the companies act in respect of declaration of interest shall be strictly observed.
2. DECLARATION

2.1. Any legal person, including persons employed by the state¹, or persons having a kinship with persons employed by the state, including a blood relationship, may make an offer or offers in terms of this invitation to bid (includes a price quotation, advertised competitive bid, limited bid or proposal). In view of possible allegations of favouritism, should the resulting bid, or part thereof, be awarded to persons employed by the state, or to persons connected with or related to them, it is required that the bidder or his/her authorised representative declare his/her position in relation to the evaluating/adjudicating authority where-

- the bidder is employed by the state; and/or

- the legal person on whose behalf the bidding document is signed, has a relationship with persons/a person who are/is involved in the evaluation and or adjudication of the bid(s), or where it is known that such a relationship exists between the person or persons for or on whose behalf the declarant acts and persons who are involved with the evaluation and or adjudication of the bid.

2.2 In order to give effect to the above, the following questionnaire must be completed and submitted with the bid.

2.2.1 Full Name of bidder or his or her representative: .................................................................

2.2.2 Identity Number: ..............................................................................................................

2.2.3 Position occupied in the Company (director, trustee, shareholder²): ........................................

2.2.4 Company Registration Number: .........................................................................................

2.2.5 Tax Reference Number: ......................................................................................................

2.2.6 VAT Registration Number: ................................................................................................

2.6.1 The names of all directors / trustees / shareholders / members, their individual identity numbers, tax reference numbers and, if applicable, employee / persal numbers must be indicated in Table 1 below.

NB: The term supplier, tenderer or bidder shall have a corresponding meaning
Table 1: Declarations by tenderer

<table>
<thead>
<tr>
<th>QUESTION</th>
<th>YES</th>
<th>NO</th>
<th>PLEASE PROVIDE FULL DETAILS (WHERE APPLICABLE)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Are you (the tenderer) presently employed by PetroSA or any of its subsidiaries?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Are any of your directors, partners, fellow trustees &amp; beneficiaries, shareholders, executive managers, subcontractors or their spouses, lifelong partners, parents and/or children presently employed by PetroSA or any of its subsidiaries?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>If you are presently employed by PetroSA or any of its subsidiaries, did you obtain the appropriate authority to undertake remunerative work outside your employment in the public sector? If so, please provide proof.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Does any of your directors, partners, fellow trustees &amp; beneficiaries, shareholders, executive managers, subcontractors have any relationship (i.e. spouses, lifelong partners, parents or children) with any person employed by PetroSA who may be involved with the</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>QUESTION</td>
<td>YES</td>
<td>NO</td>
<td>PLEASE PROVIDE FULL DETAILS (WHERE APPLICABLE)</td>
</tr>
<tr>
<td>----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
<td>-----</td>
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<td>-----------------------------------------------</td>
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<tr>
<td>evaluation and or adjudication of this bid?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Is there any other potential conflict of interest between the tenderer or any of the tenderer’s directors, partners, fellow trustees &amp; beneficiaries, shareholders, executive managers, subcontractors and PetroSA, whether personal or professional, which the public could perceive may impair or otherwise influence PetroSA or any of its members’ or employees’ judgements, decisions or actions?</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

3 SIGNED DECLARATION

I, THE UNDERSIGNED (NAME)..........................................................................................................

CERTIFY THAT THE INFORMATION FURNISHED IN PARAGRAPH 2 ABOVE IS CORRECT. I ACCEPT THAT PetroSA MAY REJECT THE BID OR ACT AGAINST ME IN TERMS OF PetroSA’s PROCUREMENT POLICY SHOULD THIS DECLARATION PROVE TO BE FALSE OR INCOMPLETE.

........................................... ..........................................
Signature Date

........................................... ..........................................
Position Name of bidder

July 2015