

Annex 3

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Southern Africa (Pty) LTD

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CODE
of Ethics and Service Conduct for
Employees of Private Institution
RAIN

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1. Introduction

1.1. The Code of Ethics and Official Conduct of Employees of Private Institution RAIN (hereinafter - the "Code of Ethics") is a document that conveys the values of Private Institution RAIN (hereinafter - the "Institution"), defines the ethical principles and rules of conduct for employees based thereon, including the standards established in the applicable local regulatory acts of the Institution. This Code of Ethics is not an exhaustive set of rules.

1.2. The Code of Ethics aims to promote:
 prevention of risks arising in connection with violation of legislation and ethical principles of conduct adopted in the Institution;
 enhancing the goodwill of the Institution;
 implementation of the values of the Institution.

1.3. The Code of Ethics is based on the provisions of the Prevention and Combating of Corrupt Activities Act, No 12 of 2004 ("PRECCA") and must be read together with the Policy of Combating Bribery and Corrupt Practices.

2. Main Terms and Abbreviations

For the purposes of this Code of Ethics, the following terms and abbreviations shall be used:

Anti-corruption policy shall mean a local regulation of the Institution the main purpose of which is to determine the principles of combating corruption.

Confidentiality of information shall mean a mandatory requirement for a person who has gained access to certain information not to transfer such information to third parties without the consent of its owner.

Conflict of interest shall refer to a situation in which the personal interest (direct or indirect) of an employee of the Institution, filling a position, the replacement of which includes the obligation to take measures to prevent or resolve a conflict of interest, affects or may affect the proper, objective and impartial performance of official duties (exercising of powers).

Corporation shall mean the State Atomic Energy Corporation Rosatom.

Employees shall mean permanent employees, temporary employees, contract employees and fixed-term employees of the Institution.

KPI shall mean a key performance indicator.

Personal interest - in relation to the term "conflict of interest" shall refer to the possibility of obtaining income in the monetary form, other property, including property rights, property services, the results of work performed or any benefits (advantages) by an employee of the Institution replacing the position, the replacement of which provides for the obligation to take measures to prevent or resolve a conflict of interest, and (or) persons who are closely related or related thereto (parents, spouses, children, brothers, sisters, as well as siblings, parents, children of spouses and spouses of children), citizens or organizations with which the specified employee and (or) persons are in close relationship or property with him/her are related by property, corporate or other close relations.

Company shall refer to a subsidiary of the Institution established and registered

in accordance with the laws of the country of registration

Rotation shall refer to a permanent or temporary change in the work function of an employee while continuing to work for the same employer, as well as the transfer of an employee to another job to another employer. It shall be carried out in the form of temporary displacement and in the form of an appointment.

Mass media shall mean mass communication media

Ethics Board shall mean a permanent body of the Institution, the main purpose of its creation and activity is to assess the actions of the employees of the Institution for the compliance with the provisions of the Code of Ethics.

Institution shall mean Private institution of Atomic Energy Power Corporation “Rosatom International Network”.

Ethics shall mean a system of moral principles, norms and values that determine a person's behavior, and also allow to give a positive or negative assessment of his/her actions, thoughts, actions.

Ethical assessment shall mean the interpretation of actions/omission of the Institution's employees in terms of compliance of their behavior with the standards and rules described in the Code of Ethics.

Ethical Principles shall mean principles, standards of business ethics and rules of professional conduct described in the Code of Ethics.

3. Values of the Institution

The Institution has adopted the following values:

One step ahead

It is our ambition to become the leader on global markets. We are always one step ahead in technology, knowledge and qualifications of our employees. We foresee the future and ready to face it today. We never stop in developing and learning. Every day we try to work better than we did the day before.

Responsibility for Result

Each of us is personally responsible for the work results and quality to the country, industry, colleagues and customers. We set the highest work standards for ourselves. It is the achieved result that is taken into account rather than the effort. Successful result is the basis for our further achievements.

Efficiency

We always find the best solutions. We are efficient in anything we do. To achieve the set goals, we use the company resources in the most efficient ways and keep improving work processes. Nothing can prevent us from finding the best solutions.

Teamwork

We are Rosatom. We have common goals.

Teamwork helps us achieve unique results. As a team, we are stronger and are able to achieve the most ambitious goals. Success of the employees is the success of the company.

Respect

We respect our customers, partners and suppliers. We always listen to each other and consider each other's opinion regardless of the position and place of work. We

respect the industry's history and traditions. The achievements of the past inspire us to new victories.

Safety

Safety is the top priority. In our work, we ensure absolute safety and environment security above all. Safety is a thing where everything is important. We know and observe safety rules, preventing any violations.

In the absence of relevant standards established by local acts of the Institution, decisions shall be made based on the values of the Institution.

4. Ethical conduct principles of the Institution's employees

4.1. General ethical conduct principles for the Institution's employees:

observance of the legislation of the Russian Federation, the Republic of South Africa and other countries in which the Institution conducts its business;

intolerance for violations in the field of labor protection, safety rules in the field of atomic energy use;

no humiliation of honor and dignity of individuals;

intolerance for corruption;

no favoritism or discrimination related to race, skin color, nationality, ethnicity, gender, age, religion and religious convictions, property, social, official, marital status, political position, membership in public associations, physical capabilities and other similar characteristics;

intolerance for any form of coercion and harassment; inadmissibility of dissemination of deliberately false information, discrediting the honor and dignity of employees and partners or undermining their reputation.

4.2. Relationship with the state

Employees of the Institution shall:

realize their special responsibility in connection with the participation of the Russian Federation in the management of the Corporation and strive to be an example in the exercising of their powers to ensure the interests of the state;

in their activities, they shall be guided by the generally recognized principles and standards of international law and the legislation of the Russian Federation and the Republic of South Africa;

interact with public authorities and local self-government bodies guided by the principles of responsibility, integrity and independence;

not use their official position to influence the actions of state bodies, organizations, officials, civil servants or citizens when solving personal issues;

show correctness and attentiveness in dealing with citizens and officials;

refrain from public statements, judgments or assessments on behalf of the Institution in relation to the activities of state bodies or local self-government bodies, their leaders, unless this is a part of the official duties of employees.

4.3. Relationship with founders (members) of organizations and investors

The Institution strives to increase its own investment attractiveness and enhance its goodwill in the eyes of investors. Transparency and openness is the basis for the emergence of trust in the Institution.

The Institution respects the rights of all founders (members) of organizations and investors, guaranteeing them respect for the rights established by the legislation of the Russian Federation and local regulations of the Institution.

Employees of the Institution shall:

timely and in full provide the interested parties with essential information about the business of the Institution through public disclosure in the prescribed manner, with the exception of restricted information.

4.4. Relationship with employees

The professionalism and involvement of the staff members are the basis for the development of the Institution. The Institution contributes to the prestige of work in the industry. The leaders of the Institution create an environment in the teams that contributes to the unleashing of the employees' potential.

The Institution recognizes labor rights as an integral part of human rights, observes the principles of social partnership in accordance with the provisions of the institution's social policy.

In order to develop career, employees of the Institution shall:

- follow industry-specific values;
- meet individual KPIs by 100% or more;
- be ready for rotation within the Institution or between Companies, for additional loads and work in the face of changes;
- be ready to move to other regions.

4.5. Relationship with society and public organizations

The activities of the Institution affect the inhabitants of the regions of its presence. The Institution shall be guided by the principle of social responsibility when adopting resolutions that affect the interests of the local population.

Employees of the Institution shall:

show tolerance and respect for the customs and traditions of peoples in the regions of the presence of the Institution, take into account the cultural and other peculiarities of various ethnic, social groups and confessions, promote inter-ethnic and inter-faith peace and harmony;

observe neutrality, which excludes the possibility of influencing their official activities by decisions of political parties or other public associations;

refrain from actions that could question the objective performance by the Institution's employees of their official duties or enter into conflict situations that could damage their reputation or public image of the Institution;

not give preference to any professional or social groups or organizations, shall remain independent from the influence of individual citizens, professional or social groups or organizations;

contribute to the development of the Russian regions, participating in solving current issues and implementing projects for the development of the regions of the presence of the Institution.

4.6. Relationship with counterparties and business partners

The institution builds interaction with counterparties and business partners on an open and mutually beneficial basis, by completely fulfilling its obligations. The

Institution also sets high requirements to the quality of the goods and services provided, to the reliability of counterparties and business partners, and to their compliance with the rules of the business community, including anti-corruption rules.

Employees of the Institution shall:

take into account the attitude of counterparties and business partners to the ethical conduct principles of the Institution's employees;

carefully consider and promptly respond to any complaints, applications and proposals submitted to the Institution on issues of interaction with counterparties and business partners.

4.7. Relations with mass media

The Institution constantly interacts with mass media and builds such interaction on the principles of openness and transparency. Interaction with mass media shall be carried out through structural divisions and (or) properly authorized employees. Only authorized officials of the Institution shall be entitled to speak to mass media as well as at events attended by mass media.

Employees of the Institution shall observe the following rules in their relations with mass media:

they shall not use any statements not agreed with the authorized structural unit of the Institution, which can be perceived as the official position of the Institution;

they shall not transmit information or documents about the business of the Institution to mass media without the consent of the authorized structural unit of the Institution;

in case of speaking at a public event attended by federal or regional media as an employee of the Institution, they shall coordinate this speech with the authorized structural unit of the Institution authorized to interact with mass media;

they shall forward, without comment or misrepresentation, any request (information) from mass media representatives to the structural units and (or) employees of the Institution authorized to interact with mass media;

when preparing public presentations aimed at an external audience, they shall abide by the rules established by the Corporation for the creation and design of presentations.

5. Rules of Conduct for Employees of the Institution

5.1. Anti-corruption rules

Anti-corruption rules in the Institution shall be implemented in accordance with the Anti-Corruption Policy.

The Institution has created and maintained an atmosphere of intolerance to corrupt behavior. Any corruption-related offenses shall be reprimanded as they threaten the fundamental foundations of security and efficiency.

The Heads of the Institution shall act as guarantors of the implementation of anti-corruption rules and procedures, show a personal example of compliance with the anti-corruption rules of conduct and shall be personally liable for the failure to comply with the principles of the Anti-Corruption Policy in the Institution.

Employees of the Institution shall:

not allow corruption or other offenses in the interests of or on behalf of the Institution;

refrain from actions that could be interpreted by others as a willingness to commit or participate in the commission of a corruption offense in the interests of or on behalf of the Institution.

5.2. Preservation of resources and property

Careful handling of property, using it only for its intended purpose, economical use of resources is an important prerequisite for the effectiveness and stability of the Institution's business.

Employees of the Institution shall:

when planning and using resources, choose the option that would entail minimum costs, unless this affects safety, quality and timing;

use the resources and property of the Institution (including tools and equipment, vehicles and various types of communications) only for the performance of their job duties.

5.3. Information security

Violation of the confidentiality of information or violation of the procedure for handling documents containing proprietary information may damage the Institution. The Institution imposes restrictions on the handling of such information in accordance with the law. These restrictions help maintain a reasonable balance between transparency and respect for the business and economic interests of the Institution.

Employees of the Institution shall:

comply with the provisions of the documents regulating the procedure for handling restricted information, personal data of employees;

transfer proprietary information to third parties in accordance with the legislation and local regulations of the Institution issued in the development of legislation.

5.4. Conflicts of interest

Employees of the Institution shall:

avoid situations that lead to conflicts of interest or have signs of such conflicts;

take measures provided for by law to prevent the emergence of a conflict of interest and to resolve conflicts of interest that have arisen.

5.5. Receiving and giving gifts, showing hospitality

Receiving and giving gifts, showing hospitality are the signs of courtesy and respect that contribute to the formation of good business relationships, provided that they are of a symbolic nature, are not intended to influence decision-making and do not allow to interpret them as such influence.

Employees of the Institution shall:

be guided by special requirements for the receipt, transfer of gifts and the display of hospitality in accordance with the legislation and the local regulations of the Institution issued for such purpose.

5.6. Work of relatives of the Institution's employees

The Institution welcomes the wish of the Institution employees' relatives to work in the industry. Yet, all candidates shall participate in the procedures for filling vacant positions on a general basis and shall not be given an advantage or special rights in the

employment process.

Employees of the Institution shall:

not influence the career decisions of their relatives working in the Institution;

not use family ties to influence decision-making in the course of their official duties.

5.7. Labor protection, environment, nuclear, radiation and industrial safety

The protection and preservation of the environment are priority environmental objectives for the Institution.

The institution pursues a responsible environmental policy that is based on the principles of rational nature management, preservation of the natural environment in areas of industrial activity and improvement of radiation monitoring systems.

The Institution shall provide employees with safe working environment. All injuries, incidents and accidents at work in the Institution and the Companies, without exception, as well as the prerequisites for them shall be subject to investigation. Based on the results of investigations, decisions shall be made that exclude the recurrence of such events.

Violation of the requirements of labor protection, the environment, nuclear, radiation and industrial safety entails liability of employees in accordance with the legislation of the Russian Federation, the Republic of South Africa and the countries of presence of the Institution.

Employees of the Institution shall:

taking into account the responsibility to future generations, find a balance between economic initiatives and vital environmental issues;

in addition to mandatory preventive measures that eliminate the risk to the population and the environment, they shall work to reduce the adverse impact on nature, applying their own scientific and technical developments and the best world practices in this area;

know and comply with the requirements of the legislation of the Russian Federation, local regulations of the Institution in particular the South African Basic Conditions of Employment Act 75 of 1997 and the Labour Relations Act No 66 of 1995 in the field of labor protection;

immediately stop performing any work if it may result in dangerous consequences for their own life or the safety of others;

start (allow other workers) to perform work only if they have the qualifications corresponding to this work, have undergone training and have no medical contraindications;

provide information, provide other assistance in the investigation of accidents at work and the prerequisites for them;

not allow being in the workplace in a state of alcoholic, drug or other intoxication, carrying, storing or distributing in any premises or facilities of the Institution of drugs or other substances the circulation of which is prohibited by law;

not allow smoking in the premises or facilities of the Institution, except for specially designated areas;

immediately inform the authorized structural unit or the official of the Institution

about possible and existing violations in the field of labor protection, the environment;
 have the right to protect the confidentiality of information about the occurrence and content of such appeals;

involve public environmental organizations in the discussion of planned activities in the field of atomic energy use in terms of environmental protection and environmental safety;

contribute to the formation of environmental culture, the development of environmental education, upbringing and enlightenment of employees of the Institution and the population in the regions where nuclear energy facilities are located.

5.8. Conflict situations within the Institution

The Institution shall take the necessary actions to reduce the risks of conflicts and disputes between the employees of the Institution.

The institution recognizes the importance of pre-trial settlement of internal conflicts and seeks to resolve all disputes through negotiations with employees.

Employees of the Institution, when a conflict situation arises or appears within the framework of the Institution, shall contact the immediate supervisor or the HR Unit.

5.9. Corporate image

Each employee contributes to the formation of the corporate image of the Institution. An employee's appearance and behavior influences the way the public conceives the industry.

Employees of the Institution shall:

when interacting with representatives of stakeholders, observe generally accepted rules of politeness and business communication;

when representing the Institution, refrain from behavior and statements that damage the public image of the Institution;

when choosing clothes for work, they shall be guided by the generally accepted rules of a business dress code based on the principles of restraint, grooming and cleanliness.

6. Application of the Code of Ethics

This Code of Ethics shall apply to all areas of the Institution's activities. All internal regulatory documents shall be developed taking into account the provisions of the Code of Ethics.

The head of the Human Resources Department of the Institution shall be responsible for updating the Code of Ethics and monitoring its implementation. All amendments shall be made in accordance with the procedure established in the Institution.

Compliance with the provisions of the Code of Ethics does not replace the need to comply with the requirements of the legislation of the Russian Federation, the Republic of South Africa and other countries in which the Institution operates. In the event of a conflict between the provisions of the Code of Ethics and the requirements of the law, the requirements of the law shall prevail.

The most important tool for ensuring the compliance with the provisions of the Code of Ethics is the employee's internal self-assessment, moral evaluation on the part

of his/her manager and colleagues. The Institution has no hierarchical barriers when it comes to violations of legal and ethical standards.

When formulating complaints about violations of the provisions of the Code of Ethics, employees of the Institution shall follow the following procedure:

to remind the violator that violation of the provisions of the Code of Ethics is unacceptable and to demand to stop these actions;

if no positive result is achieved, to report the violation to their immediate supervisor;

if the immediate supervisor is involved in the violation or takes no measures to suppress the violation, to report the violation of the provisions of the Code of Ethics by contacting the Ethics Board.

The activities of the Ethics Board shall be regulated by the Regulations approved by the Order of the President of the Institution.

The Institution prohibits prosecution or punishment of employees for appeals related to violations of the provisions of this Code of Ethics by other employees.

For failure to comply with the provisions of this Code of Ethics, employees of the Institution may be brought to disciplinary and other types of legal liability in cases of violation of the requirements issued in accordance with this Code of Ethics by local regulations of the Institution.

For information on application of this Code of Ethics, an employee may refer the Human Resources Department of the Institution.