



Declaration of Interest and Related Party Disclosures Policy for Non-Executive Directors

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Compiled by	Group Company Secretariat
Policy Sponsor	Group Chief Executive
Authorised by	Board of Directors
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Summary of Version Control

Version Number	Effective Date	Summary of Changes
2	16 July 2015	Tabulated the Table of Contents and added page numbers
		Revised clause 2.2 for standardisation
		Amended "Directors" to read as "Non-Executive Directors"
		Revised clause 3.2 for clarity
		Deleted Clause 3 on Application, for standardisation
		Added clause 5.4 – a definition of Affinity
		Added clause 5.5 – a definition of Consanguinity
		Revised Clause 5.8.1.1 to cater for all the contracts to be declared for transparency and not 10% of respective entity's gross annual revenue
		Deleted clause 10.4 – Contact Details
		Enhanced Clause 12.1 on non-compliance in relation to Section 71 of the Companies Act.
		Added Contact Details to the Annexures (Forms)



TABLE OF CONTENTS

		Page No.
1.	INTRODUCTION	5
2.	POLICY STATEMENT	5
3.	PURPOSE OF POLICY	5
4.	APPLICATION	5
5.	DEFINITIONS	5
6.	DUTY TO AVOID AND TO DISCLOSE A CONFLICT OF INTEREST	8
7.	DECLARATION OF A CONFLICT OF INTEREST	11
8.	ROLES AND RESPONSIBILITIES	12
9.	RELATED INFORMATION	13
10.	SPONSOR and OWNER OF POLICY AND APPROVAL	13
11.	EXCLUSIONS	13
12.	NON-COMPLIANCE	13
14.	ANNEXURES	14



1. INTRODUCTION

- 1.1. The Company is committed to ensuring effective governance and risk management throughout the organisation.
- 1.2. This policy, which must be read with the Code of Ethics and Anti-Fraud Policy, provides a governance framework to regulate declarations of conflicts of interest which Non-Executive Directors have and/or which parties related to Non-Executive Directors have.

2. POLICY STATEMENT

- 2.1. The Company is committed to complying with the relevant requirements of the Companies Act No.71 of 2008 (the "Companies Act") and principles of good corporate governance.
- 2.2. This policy provides a governance framework to regulate declarations of interest and related party disclosures and should be read together with, amongst others, the relevant legislation applicable to the company from time to time and the company policy documents, including the Company's Code of Ethics and Anti-Fraud Policy.

3. PURPOSE OF THE POLICY

The purpose of the policy is to:

- 3.1. Create awareness as to what constitutes a conflict of interest;
- 3.2. Set standards in a non-exhaustive manner on for Non-Executive Directors on the disclosure of interests and related party transactions;
- 3.3. Provide a standard on the duties of Non-Executive Directors to avoid conflicts of interest and on the disclosure of directorships held in other entities.
- 3.4. Provide guidance on the duties of Non-Executive Directors to disclose a conflict of interest (that Non-Executive Directors have actual knowledge of, or reasonably ought to have knowledge of, or in respect of which the Non-Executive Directors reasonably ought to have investigated or taken measures which would have provided the Non-Executive Directors with the actual knowledge of), in accordance with legislation, the Memorandum of Incorporation ("Moi") and Transnet's policies; and
- 3.5. Provide guidelines to all Non-Executive Directors as to how to disclose and manage conflicts of interests.

4. DEFINITIONS

In this policy the following terms shall have the meaning assigned to it below and cognate expressions shall have corresponding meaning, namely:

- 4.1. "Director": means a member of the Board of Directors of the Company.
- 4.2. "Conflict of interest": includes, amongst others, a situation in which:



- 4.2.1. a Director has a Personal Financial Interest;
- 4.2.2. a Director has private interests or personal considerations or has an Affiliation or a Relationship which affects, or may affect, or may be perceived to affect a Director's judgement in acting in the best interests of the Company, or could corrupt the Director's motivations for acting in a particular manner, or which could result in, or be perceived as Favouritism or Nepotism;
- 4.2.3. a Director uses his/her position, or privileges, or information obtained while acting in the capacity as a Director for:
 - 4.2.3.1. personal gain, or advancement, or any other advantage; or
 - 4.2.3.2. the expectation of personal gain, or advancement, or any other advantage, accruing to the Director or any member of his family, or friends or business associates.
- 4.3. **"Affiliation"**: means Involvement with a vendor, service provider, or competitor of the Company on the part of the Director; a person related or inter-related to the Director or the Director's friends or business associates; including serving as a shareholder, board member, employee, consultant or advisor to the aforementioned entities.
- 4.4. **Affinity**: A relationship that comes into place by marriage and blood relations of spouses (relationship by marriage) either by direct line (first degree e.g. your spouse or step children) or by collateral line (second degree e.g. your parents in law or daughter/son in law).
- 4.5. **"Company"**: refers to Transnet. Transnet and "Company" are used synonymously to ensure clarity in some instances.
- 4.6. **Consanguinity**: A blood relationship which is created by birth between persons, whether legitimate or illegitimate either by direct line (first degree e.g. your parents, your children) or by collateral line (second degree e.g. your grand-parents, brothers, sisters, grand children).
- 4.7. **"Favouritism"**: An inclination in attitude or behaviour to show preferential treatment towards a certain person, group or entity.
- 4.8. **"Involvement"**: Business, social or family connection which may contribute to any undue influence in favour of the third party.
- 4.9. **"Juristic Person"**: a body of persons, a corporation, a partnership, or other legal entity (e.g. a company) that is recognised by law as the subject of rights and duties.
- 4.10. **"Material"**: when used as an adjective means significant in the circumstances of a particular matter, to a degree that:
 - 4.10.1 is of consequence in determining the matter; or
 - 4.10.2 might reasonably affect a person's judgment or decision-making in the matter; or
 - 4.10.3 could influence the financial decisions taken in a matter.



- 4.11. **"Meeting"**: includes any formal engagement convened by the Company Secretariat where decisions regarding contracts or any other significant financial transactions are made. This may include, but is not limited to; awarding of tenders, negotiation of tariff structures, any third party transactions where the decision makers may hold any direct or indirect financial interest or where any Director may benefit in any way from the transaction (including any indirect benefit to a related person).
- 4.12. **"Nepotism"**: The appointment, employment, promotion or advancement of a related or inter-related person in a position, or the advocacy of such actions by any Director, where that Director is able to influence, directly or indirectly, the decisions relating to these specified actions.
- 4.13. **"Personal Financial Interest"**: A direct material interest of a financial, monetary or economic nature, or to which a monetary value may be attributed.

Related and Inter-Related person(s) and Control:

- 4.14. **"Related"**: when used in respect of two persons, means persons who are connected to one another in any manner contemplated below:
- 4.14.1 an individual is related to another individual if they:
 - 4.14.1.1 are married, or live together in a relationship similar to a marriage; or
 - 4.14.1.2 are separated by no more than two degrees of natural or adopted consanguinity or affinity;
 - 4.14.1. an individual is related to a juristic person if the individual directly or indirectly controls the juristic person, as determined below:
 - 4.14.2 a juristic person is related to another juristic person if:
 - 4.14.2.1 either of them directly or indirectly controls the other, or the business of the other, as determined in accordance with paragraph 4.16 below;
 - 4.14.2.2 either is a subsidiary of the other; or
 - 4.14.2.3 a person directly or indirectly Controls each of them, or the business of each of them, as determined in accordance with paragraph below.
- 4.15. **"Inter-Related"**: when used in respect of three or more persons, means persons who are related to one another in a linked series of relationships, such that two of the persons are related in a manner contemplated in paragraph 4.14 above, and one of them is related to the third in any such manner, and so forth in an unbroken series.
- 4.16. **"Control"**: for the purpose of paragraphs 4.14.2.1 and 4.14.2.3 above, a person controls a juristic person, or its business, if:
- 4.16.1 in the case of a company:
 - 4.16.1.1 that company is a subsidiary of that first company, as determined in accordance with the Companies Act; or
 - 4.16.1.2 that first person together with any related or inter-related person, is:
 - 4.16.1.2.1 directly or indirectly able to exercise or control the exercise of a majority of the voting rights associated with securities of that company, whether pursuant to a shareholder agreement or otherwise (e.g. Director and a person related to him, together hold more than 50 % of the voting shares in company Y); or



- 4.16.1.2.2 has the right to appoint or elect, or control the appointment or election of, Non-Executive Directors of that company who control a majority of the votes at a meeting of the board (e.g. Non-Executive Director is able to appoint Directors to the board of company Y, and those Non-Executive Directors appointed by him can exercise more than 50% of the votes at a board meeting);
- 4.16.2 in the case of a juristic person that is a close corporation, that first person owns the majority of the members' interest, or controls directly, or has the right to control, the majority of members' votes in the close corporation;
- 4.16.3 in the case of a juristic person that is a trust, that first person has the ability to control the majority of the votes of the trustees or to appoint the majority of the trustees, or to appoint or change the majority of the beneficiaries of the trust; or
- 4.16.4 that first person has the ability to materially influence the policy of the juristic person in a manner comparable to a person who, in ordinary commercial practice, would be able to exercise an element of control referred to in paragraphs 4.15 and 4.16.
- 4.17 **"Relationship"**: includes the connection subsisting between any two or more persons who are related or inter-related.
- 4.18 **"A Related Party Transaction"**: is a transfer of resources, services or obligations between related persons, regardless of whether a price is charged.
- 4.19 **"Significant influence"**: is the power to participate in the financial and operating policy decisions of an entity, but does not necessarily amount to Control.

SCOPE

5 DUTY TO AVOID AND TO DISCLOSE A CONFLICT OF INTEREST

- 5.1 Non-Executive Directors have a duty to avoid a conflict of interest in terms of *inter alia* the common law, the Public Finance Management Act No.1 of 1999 ("PFMA"), the Companies Act No. 71 of 2008, the Memorandum of Incorporation, and the King Report on Governance for South Africa, and the King III Report on Governance ("King III"). A summary of key principles relating to a Director's responsibility to avoid and to disclose a conflict of interest have been set out below, in a non-exhaustive manner, as a standard for Non-Executive Directors.
- 5.2 One of the most important fiduciary duties of Non-Executive Directors under the common law is the duty to avoid a conflict of interest. Non-Executive Directors have a duty to observe the utmost good faith towards Transnet, and in discharging that duty they are required to exercise independent judgment and to take decisions according to the best interests of Transnet. Any Director who is appointed to the Board of Directors as the representative of a party with a substantial interest in Transnet should recognise the potential for conflict. That Non-Executive Director must understand that the duty to act in the best interests of Transnet remains paramount
- 5.3 In this regard, Non-Executive Directors have a duty *inter alia* to:
- 5.3.1 act with fidelity, honesty, integrity, independence of mind and in the best interests of the Company, and to exercise the powers and perform the functions of Non-Executive Directors in good faith;



- 5.3.2 account for secret profits;
- 5.3.3 not misappropriate corporate opportunities;
- 5.3.4 not improperly compete with Transnet;
- 5.3.5 not to use their position of Director, or privileges, or any information obtained while acting in the capacity of a Director:
 - 5.3.5.1 to gain an advantage for themselves, or for another person, other than Transnet or a wholly-owned subsidiary of Transnet, (this test does not require that the Director gains a material or a financial advantage, any advantage will bring the Director within the realm of this provision); or
 - 5.3.5.2 to knowingly cause harm to Transnet or a subsidiary of Transnet and, must communicate to the Board of Transnet at the earliest practicable opportunity any information that comes to the Director's attention;
- 5.3.6 disclose:
 - 5.3.6.1 conflicts of interest (whether real or perceived) in good time together with full details to the Board of Transnet and such conflicts should then be appropriately managed;
 - 5.3.6.2 any interest in a contract with Transnet;
 - 5.3.6.3 any direct or indirect personal or private business interest that they, or any spouse, partner or close family member may have in any matter before the Board of Transnet and, subject always to paragraph 5.5, must withdraw from the proceedings when that matter is being considered unless the Board of Transnet decides that the direct or indirect interest is trivial or irrelevant and the Director is not required to withdraw in accordance with paragraph 5.5; and
 - 5.3.6.4 any Personal Financial Interest in respect of a matter to be considered at a meeting of the Board of Transnet, and/or any matter in respect of which a Director knows that a Related person has a Personal Financial Interest, in the manner set out in paragraph 5.5.
- 5.4 In terms of section 75 of the Companies Act, a Director may disclose any Personal Financial Interest in advance, by submitting a Declaration of Interests Form to the Board of Transnet, setting out the nature and extent of that interest, to be used generally until changed or withdrawn by further written notice from that Director.
- 5.5 If a Director of Transnet has a Personal Financial Interest in respect of a matter to be considered at a meeting of the Board of Transnet, or knows that a Related person has a Personal Financial Interest in the matter, the Director:
 - 5.5.1 must disclose the interest and its general nature in writing before the matter is considered at the meeting;
 - 5.5.2 must disclose to the meeting any material information relating to the matter, and known to the Director;
 - 5.5.3 may disclose any observations or pertinent insights relating to the matter if requested to do so by the other Directors;
 - 5.5.4 if present at the meeting, must recuse himself/herself from the meeting when the matter is being decided upon after making any disclosure contemplated in paragraphs 5.5.2 or 5.5.3;



- 5.5.5 must not take part in the consideration of the matter, except to the extent contemplated in paragraphs 5.5.2 and 5.5.3;
 - 5.5.6 while absent from the meeting in terms of this paragraph:
 - 5.5.7 is to be regarded as being present at the meeting for the purpose of determining whether sufficient Directors are present to constitute a quorum of the meeting; and
 - 5.5.8 is not to be regarded as being present at the meeting for the purpose of determining whether a resolution has sufficient support to be adopted; and
 - 5.5.9 must not execute any document on behalf of Transnet in relation to the matter unless specifically requested or directed to do so by the Board of Transnet.
- 5.6 In terms of section 76(4)(a)(ii) of the Companies Act, a Director will have satisfied his/ her obligations to act in the best interests of the company (among other things) if (i) the Director had no Personal Financial Interest in the subject matter of the decision, and had no reasonable basis to know that any Related person had a Personal Financial Interest in the matter; or (ii) the Director complied with the requirements of section 75 of the Companies Act with respect to any interest.
- 5.7 The onus is on the individual Directors to determine whether they are free from apparent or actual conflicts.
- 5.8 **Transnet Policy**
- In addition to the above, a Director must:
- 5.8.1 declare an interest in any business entity (whether as a shareholder, member, Director, adviser or in any other capacity) that:
 - 5.8.1.1 have contracts with Transnet; or
 - 5.8.1.2 is a competitor of Transnet; or
 - 5.8.1.3 is party to an acquisition of Transnet and/or its subsidiaries, its assets or businesses, or any part thereof;
 - 5.8.1.4 is party to a joint venture or other business venture with Transnet or any of its subsidiaries;
 - 5.8.1.5 tenders for advisory or other professional services related to the transactions referred to in paragraphs 5.8.1.3 and 5.8.1.4 above;
 - 5.8.1.6 is party to any transaction that needs to be approved at Board level or by any of the committees of the Board of Transnet;
 - 5.8.2 disclose:
 - 5.8.2.1 any direct or indirect interest in contracts or proposed contracts, which have been or will be entered into by Transnet and must set out full particulars of that interest;
 - 5.8.2.2 all Conflicts of Interests in accordance with this policy.
 - 5.8.3 The Board of Transnet will be entitled, at any time, to determine that a particular interest of any Director or by a person related or inter-related to him constitutes a Conflict of Interest, and to recommend an appropriate way to manage such conflict, even if such a transaction falls outside the transactions set out above.



- 5.8.4 If a Director of the Company acquires, or knows that a Related Person has acquired, a Personal Financial Interest in an agreement or other matter in which the Company has a Material interest, after the agreement or other matter has been approved by the Company, the Non-Executive Director shall promptly disclose to the Board, the nature and extent of that interest, and the Material circumstances relating to the Non-Executive Director or Related Person's acquisition of that interest, as the case may be.
- 5.8.5 If, in the reasonable view of the other non-conflicted Non-Executive Directors, a Non-Executive Director or the Related Person in respect of such Director acts in competition with the Company relating to the matter to be considered at the meeting of the Board, the Non-Executive Director shall only be entitled to such information concerning the matter to be considered at the meeting of the Board as shall be necessary to enable the Director to identify that such Personal Financial Interest exists or continues to exist.
- 5.8.6 A decision by the Board, or a transaction or agreement approved by the Board, is valid despite any Personal Financial Interest of a Director or a Related Person to the Director, if it:
- 5.8.6.1 was approved following the disclosure of the Personal Financial Interest in the manner contemplated in section 75 and clause 6.8; or
- 5.8.6.2 Despite having been approved without disclosure of that Personal Financial Interest, it has been ratified by an Ordinary Resolution following disclosure of that Personal Financial Interest or so declared by court.
- 5.8.7 A court, on application by any interested person, may declare valid a transaction or agreement that had been approved by the Board, or Shareholder as the case may be, despite the failure of the Director to satisfy the requirements of this clause.

6 DECLARATION OF A CONFLICT OF INTEREST

6.1 Declaration of interest in contracts

- 6.1.1 **Applicable to:** All Directors who have an interest, either directly or indirectly, or know that a related person has an interest in:
- 6.1.1.1 any new or existing contract with an entity external to Transnet which may conduct, or does conduct business with Transnet;
- 6.1.1.2 acquiring Transnet and/or its subsidiaries, its assets or businesses, or any part thereof;
- 6.1.1.3 any joint venture or other business venture with Transnet or any of its subsidiaries;
- 6.1.1.4 tendering for the supply of goods or services to Transnet or tendering for advisory or other professional services related to the transactions referred to above, Collectively, a "Contractual Interest".
- 6.1.2 **To be completed:** Each financial year (effective 1 April) by Non-Executive Directors and as and when an Interest is identified.
- 6.1.3 **To be submitted:** to the Group Company Secretary.
- 6.1.4 **The relevant forms for completion:** Annexure "A".

6.2 Annual declarations/Related Party disclosures

- 6.2.1 **Applicable to:** All Directors.



6.2.2 **To be completed:** Annually and as and when a Conflict of Interest arises, and/or when directorship or financial interests of Non-Executive Directors change within the financial year, and/or when directorship or financial interests of persons Related to Non-Executive Directors change within the financial year.

6.2.3 **To be submitted:** to the Group Company Secretary. Even if there are no conflicts of interest the prescribed Annexure must be completed with a Nil Declaration.

6.2.4 **The relevant forms for completion:** Annexure "B".

6.3 Declaration of interest at Meetings

6.3.1 **Applicable to:** All members of/attendees at Meetings and all Directors who have a Personal Financial Interest or know¹ that a Related person has a Personal Financial Interest in respect of a matter to be considered at a meeting of the Board of Transnet.

6.3.2 If a Director has a Conflict of Interest in respect of a matter to be considered at a meeting, or knows that a Related person has a Personal Financial Interest in the matter, the Non-Executive Director must comply with the procedures more fully set out in paragraph 5.5 above. Such a Director must not execute any document on behalf of Transnet in relation to the matter unless specifically requested or directed to do so by the Board.

6.3.3 **To be completed:** At each meeting.

6.3.4 **To be submitted:** to the applicable Company Secretary.

6.3.5 **The relevant forms for completion:** Annexure "C".

7 ROLES AND RESPONSIBILITIES

7.1 The Board is responsible and accountable for the implementation of this policy.

7.2 The Group Company Secretary is responsible for ensuring that the declarations referred to in this policy are distributed and received timeously.

7.3 It is the responsibility of each Director to declare their interest as referred to in this policy, as and when it arises, by requesting (to the extent that they have not received) the relevant form and submitting the form to the Group Company Secretary.

8 RELATED INFORMATION

The policy must be read in conjunction with the following related internal and external documents:

8.1 Internal Documents:

8.1.1 Memorandum of Incorporation

8.1.2 Code of Ethics.

8.1.3 Gifts and Hospitality Policy.

8.1.4 Anti-Fraud Policy.

¹ "knows" includes actual knowledge of the matter, or matters which the Director reasonably ought to have knowledge of, or in respect of which the Director reasonably ought to have investigated or taken measures which would have provided the Non-Executive Director with the actual knowledge of that matter.



8.1.5 Procurement Procedures Manual.

8.1.6 Supplier Integrity Pact.

8.2 External Documents:

8.2.1 The Companies Act No.71 of 2008, as amended.

8.2.2 The Public Finance Management Act No.1 of 1999 (PFMA), as amended.

8.2.3 The Protection of Personal Information Act No. 4 of 2013 as amended;

8.2.4 The King III Report on Governance (King III); and

8.2.5 International Accounting Standards 24 Related Party Disclosures.

9 EXCLUSIONS

There are no exclusions to this policy.

10. REQUEST TO DEVIATE FROM POLICY

In cases where material and compelling circumstances merit deviation(s) from particular provision(s) of a policy, written submissions shall be sent to the Board of Directors who shall have full authority to grant such request, in whole or in part, or to refuse same.

11. COMPLIANCE MONITORING

This policy will be reviewed at agreed upon periodical intervals and a report submitted to the relevant governance structure for noting and/or consideration.

12. NON-COMPLIANCE

12.1 Non-compliance with this policy and the procedures is considered to be a breach of this policy. It may also be considered a contravention of the common law; the PFMA; and/or the Companies Act. Depending on the extent of non-compliance, the Non-Executive Directors may invoke the provisions of Section 71 of the Companies act.

12.2 All suspected incidents of contraventions of this policy should be reported to Transnet Tip-offs Anonymous Hotline on 0800 003 056, Chairperson of the Board or the Chairperson of the Audit Committee for investigation.



DECLARATION OF INTERESTS IN CONTRACTS

Surname		Residential Address	
First Names			
Nationality			
Identity Number		Business Address	
Date of Birth			
		Postal Address	

1. Please identify all existing or potential contracts or Related Party Transactions, in so far as they relate or may relate to the Company, in which you may have a direct/indirect interest, or where you may have significant participation or involvement.

Name of contract/ transaction	Details	Name of related person	Registered address	Registration Number	Nature of interest/ participation



2. Please identify all existing or potential contracts or Related Party Transactions, in so far as they relate or may relate to the Company, in which a party related or inter-related to you may have a direct/indirect interest, or where a party related or inter-related to you may have significant participation or involvement.

Name of contract/ transaction	Details	Name of related person	Registered address	Registration Number	Details of Relation to you and nature of Interest/ participation

3. I confirm that I have read the Company's declaration of Interest and related party disclosures policy for Non-Executive Directors and I confirm that I have made full and proper disclosure of all interests which I have or which a person related to me has in respect of any contracts relating to the Company.

Signature _____

Date _____

Contact Person:

Position: Group Company Secretary

Contact Details: Telephone: +2711 308-2424 or Email: Ayanda.ceba@transnet.net



Annexure B

TRANSNET SOC Ltd

ANNUAL DECLARATION OF INTERESTS

Surname		Residential Address	
First Names			
Nationality			
Identity Number		Business Address	
Date of Birth			
		Postal Address	

1. Directorships and other interests (Please indicate all companies of which you are a Non-Executive Director, close corporations of which you are a member, partnerships, trusts, sole proprietorships and other entities in which you have an interest and include all entities that are Controlled/ Significantly Influenced by you, and list all entities in which you have a shareholding or similar interest and indicate with an asterisk those interests which constitute a Conflict of Interests.)

Name of entity	Registered address	Registration number	Nature of Interest	Date of Appointment or Acquisition of Interest	% held
<i>(e.g. XYZ (Pty) Limited)</i>	<i>(e.g. Transnet SOC Ltd, 47th Floor, Carlton Centre, 150 Commissioner Street, Johannesburg)</i>	<i>(e.g. 1995/000861/07)</i>	<i>(e.g. Director/Shareholder)</i>	<i>(e.g. 13 July 1999)</i>	<i>(e.g. NIL)</i>



Signature _____

Date _____

Contact Person:

Position: Group Company Secretary

Contact Details: Telephone: +2711 308-2719 or Email: Ayanda.ceba@transnet.net

TRANSNET SOC Ltd
RELATED PARTY DISCLOSURES

2. Interests of persons related to you and in respect of which a Conflict of Interest exists or a potential Conflict of Interest may arise.

Full names and surname of persons related to you / full names and details of juristic persons related to you and in respect of which a Conflict of Interest exists or a potential Conflict of Interest may arise	Entity where financial interest is held and details of financial interest	Nature of conflict of interest
a) Spouse/Domestic partner		
1.		
b) Children (Own, or those of spouse/domestic partner)		
1.		
2.		
3.		
4.		
c) Related Persons		
1.		
2.		
3.		
4.		
5.		
6.		
d) Juristic Persons Related to you		
1.		
2.		
3.		



4.		
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3. Do you know if a person related to you has a direct material interest of a financial, monetary or economic nature, or to which a monetary value may be attributed that may be of consequence in determining any matter to be decided by the Company, or which might reasonably affect your judgment or decision-making in the matter? If yes, please provide full details.

Full details of persons related to you	Full details of nature of financial interest

4. Please confirm that you have read the Company's Declaration of Interest and Related Party Disclosures Policy for Non-Executive Directors, and set out below any conflicts of interest which you are required to disclose (and which you have not already disclosed in the paragraphs above).

I confirm that I have read the Declaration of Interest and Related Party Disclosures Policy for Non-Executive Directors.	
Details of further conflicts, e.g. do you have an interest in a competitor of Transnet.	
I confirm that I have made full and proper disclosure of all conflicts of interests.	

Signature _____

Date _____

Contact Person:
Position: Group Company Secretary
Contact Details: Telephone: +2711 308-2719 or Email: Ayanda.Ceba@transnet.net



TRANSNET SOC Ltd

RELATED PARTY DISCLOSURES

Declaration by Director

(Full names and surname printed)

Declare that the aforesaid information is to the best of my knowledge true, and, that I fully understand the contents of this declaration. I also undertake that I will immediately notify the Group Company Secretary should it come to my attention that any information provided above may not be true, accurate or complete.

SIGNATURE OF NON-EXECUTIVE DIRECTOR

DATE : _____

PLACE : _____



TRANSNET SOC LTD

DECLARATION OF INTERESTS AND REGISTER OF NON-EXECUTIVE DIRECTORS

Certification by a Transnet SOC Ltd representative - Group Company Secretary

I certify that the deponent has acknowledged that she/he knows and understands the contents of this declaration.

(Signed: For and on behalf of Transnet SOC Ltd) by Group Company Secretary)

Full first names and surname:

(Block letters)

Designation

Date _____

Place _____

Contact Person:

Position: Group Company Secretary

Contact Details: Telephone: +2711 308-2719 or Email: Ayanda.Ceba@transnet.net



Annexure C

DECLARATION OF INTEREST (MEETINGS)

Reference: Pack for the _____, meeting number _____ to be held on _____ 20____.

I, the undersigned, _____ declare that:

- (a) I am not in any way, whether directly or indirectly, save in my capacity as a Non-Executive Director of Transnet/representative of _____, interested in any contract or proposed contract, which has been or is to be entered into by the Company, and which is to be discussed at the abovementioned meeting;

OR

I disclose that I have the following direct/indirect interest in the matter which is to be discussed at the abovementioned meeting (*please set out the nature and the extent of the interest and any material information relating to the matter and/or any pertinent insights*)

- (b) I am not in any way, whether directly or indirectly, save in my capacity as a Non-Executive Director of Transnet/representative of _____, interested in any other matter which is to be discussed at the abovementioned meeting;

OR

- (c) I disclose that I have a Conflict of Interest as more fully set out below:



_____ ; I do not have any relationship, whether of a family, business, social or other nature, with any person who has any interest, whether direct or indirect, in any contract or other matter to be discussed at the abovementioned meeting;

OR

I disclose that I am aware that the following person related to me has the following direct/indirect interest which is to be discussed at the abovementioned meeting (*please set out the nature and the extent of the interest and any material information relating to the matter and/or any pertinent insights*)

- (d) Should I at any stage during or after the abovementioned meeting become aware of the existence of an interest or relationship of the nature described above, I will immediately disclose such interest or relationship to Transnet; and
- (e) If I have a conflict of interest in respect of a matter to be considered at this meeting, or know that a related person has a Personal Financial Interest in the matter, I will, in addition to my disclosure set out in paragraph (a) to (c), disclose the full details of such interest and any material information relating to the matter known to me, and will provide any observations or pertinent insights relating to the matter if requested to do so by the other Non-Executive Directors, before the matter is considered at the meeting and immediately recuse myself from the meeting.

SIGNED AT _____ ON THE ____ DAY OF _____ 20__.

COMMITTEE MEMBER/ATTENDEE

