

# Printflow

**PRINTFLOW (PVT) LTD**

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**CODE OF ETHICS**

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<b>Description</b>	<b>Code of Ethics</b>
<b>Policy Number</b>	<b>PRINTFLOW (PVT) LTD 01/2024</b>
<b>Compiled by</b>	<b>Legal Department</b>
<b>Review Year</b>	<b>2027</b>
<b>Date of Approval by the Board</b>	<b>27 September 2024</b>

## **FOREWORD**

A Company's reputation for being professional, transparent and accountable is one of its valuable assets that will set it apart from other competitors. In pursuit of promoting high ethical standards Printflow (Pvt) Ltd has developed a Code of Ethics for its Board and employees. The Company is committed to maintain a reputation of being compliant with the tenets of the Constitution of Zimbabwe, national laws, regulations and contractual obligations. The Company shall remain dedicated to enhance corporate performance, accountability and protect the interests of its stakeholders.

This Code will enable Printflow (Pvt) Ltd to uphold a value system that enhances the Company's adherence to its vision, mission and goals. The Board and all employees of Printflow (Pvt) Ltd shall commit to fulfil and uphold the tenants of this Code of Ethics.

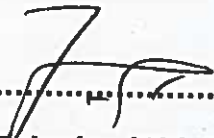


**Mr Joseph Dube**  
**Board Chairman**

**Date : 27 September 2024**

## **PREFACE**

This Code of Ethics is a commitment that Printflow (Pvt) Ltd makes to its internal and external stakeholders that it shall ensure that Printflow (Pvt) Ltd's Board and members of staff shall conduct themselves and perform their duties to the highest ethical standards. This Code of Ethics was developed in pursuit of promoting high ethical standards and in compliance to the Public Entities Corporate Governance Act. The Board and members of staff shall at all times demonstrate the highest levels of integrity, truthfulness and honesty in order to uphold both personal and corporate reputations and to inspire confidence and trust in their respective actions. This Code of Ethics is a communication tool that informs all stakeholders what is valued by the Company. It addresses Printflow (Pvt) Ltd's key ethical values, provides guidelines for reporting violations or raising concerns about possible violations of the Code of Ethics. This Code of Ethics also provides a clear framework for decision-making and helps Board members and members of staff to navigate ethical dilemmas. By adhering to this code of ethics, individuals can demonstrate their commitment to responsible and accountable behaviour.



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**Mr D. Takwira (Chief Executive Officer)**

**Date: 27 September 2024**

## 1. DEFINITION OF TERMS

- 1.1 '**Competence**' is the ability to do something successfully or efficiently.
- 1.2 '**Complainant**' means anyone who submits a complaint in terms of this Code.
- 1.3 '**Conflicts of Interest**' is when an individual's personal interests, family, friendships, financial, or social factors could compromise his or her judgment, decisions, or actions in execution of his/her duties with Printflow (Pvt) Ltd.
- 1.4 '**Confidentiality**' is the principle and practice of keeping sensitive information private unless the owner or custodian of the data gives explicit consent for it to be shared with another party.
- 1.5 '**Ethics**' are moral principles that govern a person's behaviour.
- 1.6 '**Integrity**' is the quality of being honest and having strong moral principles.
- 1.7 '**Fair labour Practices and Working Conditions**' are the appropriate working environment and aspects of an employee's terms and conditions of employment.
- 1.8 '**Fair competition and business conduct**' is the act of running a business with good intentions, without bias or favour and by creating and allowing other competitors a level playing field.
- 1.9 '**Information security**' is the state of being protected against the unauthorized use of information, especially electronic data, or the measures taken to achieve this.
- 1.10 '**Proprietary Information**' is material and information relating to or associated with a company's products, data, business, activities and related information.
- 1.11 '**Professional Obligations**' are the duties which a professional practitioner is expected to perform during their course of work.
- 1.12 '**Illegal Order**' means a directive to violate or assist in violating legislation, policies and regulations or an order to work or cause others to work in conditions outside of their line of duty that would unreasonably threaten the reputation of the company ,health or safety of employees or the public.
- 1.13 '**Nepotism**' means favouritism of an individual by virtue of being either a friend, relative or associate.
- 1.14 '**Retaliation Complaint**' means a written complaint filed under this Code alleging that a staff member retaliated by taking an adverse personal action against the Complainant because the Complainant made a report or refused to obey an illegal Order.
- 1.15 '**Member of staff or Employee**' means any person employed by Printflow (Pvt) Ltd and is receiving or entitled to receive remuneration in respect of such employment or work.

## 2. **APPLICABILITY OF THE CODE**

The Code is applicable to Printflow (Pvt) Ltd's Board of Directors, executive management and all employees of Printflow (Pvt) Ltd.

## 3. **APPLICABLE LAWS**

In addition to this code, the Board and members of staff must comply with the following laws:

- 3.1 The **Constitution of Zimbabwe** (No.20) of 2013 which is the supreme law of Zimbabwe.
- 3.2 The **Public Entities Corporate Governance Act [Chapter 10:31]** sets out their duties, principles of ethics that are to be adopted in Codes of Ethics.
- 3.3 The **Public Finance Management Act [Chapter 22:19]**, in section 45, states that employees of public entities must:
  - 3.3.1 comply with Printflow (Pvt) Ltd's financial management systems
  - 3.3.2 ensure Printflow (Pvt) Ltd's resources and assets are used effectively, efficiently, economically and transparently
  - 3.3.3 prevent irregular, pointless and wasteful expenditure, and
  - 3.3.4 manage and safeguard Printflow (Pvt) Ltd's assets.
- 3.4 The **Labour Act [Chapter 28:01]** lays down provisions that outlines the employment relationship for all employers and employees.
- 3.5 The **Public Procurement and Disposal of Public Assets Act [Chapter 22:23]** set standards and regulates public procurement and disposal of public assets.

Members of Printflow (Pvt) Ltd Board and staff are expected to read and understand these laws, copies of them are available at the Legal department and the company's website.
- 3.6 The **Department of Printing and Stationery (Commercialisation) Act No.13 of 1999.**

## 4. **RESPONSIBILITY**

The CEO shall be responsible and accountable for implementation of this policy.

## 5. **GUIDING PRINCIPLES FOR CODES OF ETHICS**

In accordance with the Public Entities Corporate Governance Act [Chapter 10:31] (PECG Act) the Board and all employees shall be bound by the following principles-

- 5.1 *The promotion and maintenance of a high standard of professional ethics; and*
- 5.2 *Efficient and economic use of available resources; and*

- 5.3 *The provision of services impartially, fairly, equitably and without bias; and*
- 5.4 *Responsive to the needs of the people of Zimbabwe, including the prompt and sensitive processing of complaints by members of the public with respect to Printflow (Pvt) Ltd's interaction with them; and*
- 5.5 *Cooperation with governmental institutions and other public entities; and*
- 5.6 *Openness and transparency in the internal workings and procedures of the public entity concerned, and in its dealings with the public; and*
- 5.7 *The maximising of the human resources of the public entity concerned; and*
- 5.8 *Commercial viability, in the case of a public commercial entity;*
- 5.9 *And generally shall be directed at ensuring efficiency, effectiveness, responsibility, accountability and honesty in the procedures, operations and activities of the public entity concerned.'*

## **6. BASIC DUTIES OF BOARD AND SENIOR STAFF MEMBERS**

Board members and employees owe the following basic duties towards the State, Printflow (Pvt) Ltd and its stakeholders and towards each other:

### **6.1 Honesty and Integrity**

Board members and employees:

- 6.1.1 must perform their duties honestly, in good faith and in the best interests of Printflow (Pvt) Ltd. In their private life also, board members and employees are expected to show integrity and complete honesty
- 6.1.2 must be honest and accountable in dealing with public funds, and must use Printflow (Pvt) Ltd's property and other resources effectively, efficiently and only for authorised official purposes.

### **6.2 Duties to the State and Government**

Board members and employees:

- 6.2.1 must be loyal to Zimbabwe
- 6.2.2 must abide by the Constitution and obey the law when carrying out their duties and also in their private lives. If they do not know what the law is, they must take reasonable steps to find out, and
- 6.2.3 must co-operate with public institutions established under the law and the Constitution.

### **6.3 Relationship with the Public**

Board members and employees:

- 6.3.1 must serve the public in a professional, an unbiased and impartial way in order to create confidence in Printflow (Pvt) Ltd
  - 6.3.2 must be courteous, polite, helpful and reasonably accessible in their dealings with the public, treating members of the public as customers who are entitled to receive high standards of service
  - 6.3.3 must respect the concerns and needs of the public in performing their duties
  - 6.3.4 must treat all members of the public with equal respect, regardless of their nationality, race, colour, tribe, place of birth, ethnic or social origin, class, religious belief, political affiliation, opinion, custom, culture, sex, gender, marital status, age, pregnancy, disability or economic or social status
  - 6.3.5 must not abuse their positions to promote or prejudice the interest of any political party or interest group,
  - 6.3.6 Not create the impression that he/she has the power to influence the procedure or the people entrusted with appointments, selection, decisions, purchases and the awarding of tenders and drawing up of quotations, and
  - 6.3.7 must recognise the public's right to obtain information about Printflow (Pvt) Ltd, apart from information that is specifically protected by law.
- 6.4 Relationships with Co-workers  
Board members and employees:
- 6.4.1 must co-operate fully with other members and employees to advance the public interest and in particular, the interests of Printflow (Pvt) Ltd
  - 6.4.2 must carry out all lawful instructions given to them by their superiors
  - 6.4.3 must treat their subordinates with proper respect, and must never abuse their authority over them by inducing them to breach their duty to Printflow (Pvt) Ltd or to do something against the law
  - 6.4.4 must not engage in nepotism, i.e. they must not:
    - 6.4.4.1 employ their relatives or friends in Printflow (Pvt) Ltd or improperly influence or encourage Printflow (Pvt) Ltd to employ their relatives or friends, or
    - 6.4.4.2 favour relatives or friends in work-related activities
  - 6.4.5 must use the proper channels to air their grievances
  - 6.4.6 must not solicit benefits to which they are not entitled
  - 6.4.7 must deal fairly and professionally with their co-workers, regardless of their nationality, race, colour, tribe, place of birth, ethnic or social origin, class, religious belief, political affiliation, opinion, custom, culture, sex, gender, marital status, age, pregnancy, disability or economic or social status, and
  - 6.4.8 must not engage in any party political activities in the workplace.
- 6.5 Performance of Duties  
Board members and employees:
- 6.5.1 must put the public interest first when carrying out their duties



- 6.5.2 must do their best to achieve the objectives of Printflow (Pvt) Ltd cost-effectively and in the public interest
  - 6.5.3 must try to be creative in carrying out their duties, seeking innovative ways to solve problems and to increase effectiveness and efficiency
  - 6.5.4 must be punctual in reporting for work and, except for proper reasons, must work diligently during working hours
  - 6.5.5 must carry out their duties promptly, professionally and competently
  - 6.5.6 must keep proper records of what they do, particularly in regard to financial matters
  - 6.5.7 should try to avail themselves of continuous training and self-development throughout their careers and shall observe the ethical and professional requirements of a professional body that they are affiliated to.
  - 6.5.8 must report fraud, corruption, nepotism, maladministration or other conduct which is criminal or prejudicial to the interests of Printflow (Pvt) Ltd or the public, and must encourage others to report such conduct
  - 6.5.9 in the case of board members and senior staff members, must ensure adequate protection for those who report fraud, corruption, nepotism, maladministration or other criminal or prejudicial conduct
  - 6.5.10 must give their superiors honest and impartial advice, based on all available relevant information, whenever required to give advice
  - 6.5.11 except when authorised or required by law to disclose it, or when disclosure is clearly in the public interest, must respect the confidentiality of information they acquire in the course of their work with Printflow (Pvt) Ltd, and
  - 6.5.12 in the case of board members, must:
  - 6.5.13 be independent in their judgments and actions
  - 6.5.14 diligently analyse all proposals placed before the board, and
  - 6.5.15 take all reasonable steps to satisfy themselves as to the soundness of all decisions of the board.
- 6.6 Conflict between Official Duties and Private Interests
- Board members and employees:
- 6.6.1 must not do anything that prevents or hinders them from carrying out their official duties impartially. In particular:
    - 6.6.1.1 they must not give preference to or favour a supplier in exchange for any personal benefit to themselves or their families or friends
    - 6.6.1.2 they must not have a personal interest in any business transaction they conduct on behalf of Printflow (Pvt) Ltd
    - 6.6.1.3 they must withdraw from any official action or decision-making process which may result in improper personal gain to themselves
    - 6.6.1.4 they must not use their positions for personal gain

- 6.6.1.5 they must not engage in any activity that competes with Printflow (Pvt) Ltd or interferes with or hinders its activities or business, and
- 6.6.1.6 they must not take advantage of Printflow (Pvt) Ltd's property or use its property for personal gain or to compete with Printflow (Pvt) Ltd.
- 6.6.2 must make full disclosure of any personal interest they may have in any decision that is being taken or transaction conducted on behalf of Printflow (Pvt) Ltd
- 6.6.3 must disclose receipt of any gifts, payments, hospitality or other benefits that are or may be intended to influence or sway their judgement or prejudice their impartiality
- 6.6.4 must not make improper use of information they acquire as board members or employees, and
- 6.6.5 must disclose their assets fully when required to do so by law
- 6.6.6 must disclose to the Board their Directorship(s) on the Board(s) of any other entity (ies), public or private, on which they sit, as well as any shareholding or interest, direct or indirect, they or any associate may have in other entities/companies.

#### 6.7 Disclosure

Members of staff or a board member must make full disclosure to their immediate supervisor or Chairperson of the respective committee for any issue wherein a Board member or an employee has -

- 6.7.1 personal interests in any decision that is being made, or with regards to a transaction that is being conducted on behalf of Printflow (Pvt) Ltd,
- 6.7.2 received any gifts valued at more than \$10.00 USD (ten United States dollars) and hospitality related benefits.
- 6.7.3 to declare their assets when required to do so by law,
- 6.7.4 financial interests that compete with those of Printflow (Pvt) Ltd.

#### 6.8 Personal dress and Conduct

When carrying out their duties Board members and employees:

- 6.8.1 must dress and behave in a way that upholds the reputation of Printflow (Pvt) Ltd
- 6.8.2 Employees that work in the Factory shall wear the following-
  - 6.8.2.1 Clean, well- maintained clothing suitable for industrial work
  - 6.8.2.2 All required protective clothing, at all times in the production area
- 6.8.3 Employees that work in the administration and management section shall wear the following-
  - 6.8.3.1 Work appropriate clothes that are formal and project professionalism
  - 6.8.3.2 Clothes that are sleeveless and revealing aren't allowed
- 6.8.4 must not consume alcohol or other intoxicating substance when on duty.

- 6.8.5 must not, whether in their official capacity or in their personal lives and dealings, engage in conduct likely to bring Printflow (Pvt) Ltd into disrepute.
- 6.9 Conflict of Commitment
- 6.9.1 During stipulated working hours employees owe their primary professional allegiance to Printflow (Pvt) Ltd.
- 6.9.2 A conflict of commitment can arise when a person's external activities interfere with the person's responsibilities to Printflow (Pvt) Ltd, employees are required to ensure that their outside activities do not interfere with the performance of their duties and with the time allocated for the performance of those duties.

**7. Compliance with Internal Policies and Procedures**

- 7.1 All members of staff are expected to adhere, comply and conform to all Company policies and procedures.
- 7.2 Members of staff are expected to seek clarification on a policy or other Printflow (Pvt) Ltd directive that he/she finds to be ambiguous, outdated or contradicts with Printflow (Pvt) Ltd's other policies.
- 7.3 It shall be a chargeable offence for a member of staff, to avoid compliance to a policy by deliberately using loopholes of a system, procedure or policy.

**8. Compliance with the Code**

- 8.1 The CEO shall be the Compliance Officer for this Code of Ethics.
- 8.2 The CEO shall ensure that, once per annum every member of the Executive Management and all employees of Printflow (Pvt) Ltd shall acknowledge and provide written affirmation that he/she is aware of the Code and has complied with the provisions thereof.
- 8.3 All new members of staff, at all levels, shall sign such acknowledgement (of awareness of the Code) at their time of their appointment.

**9. Reporting**

Whilst it is the responsibility of every Board Member, every member of Executive Management and all employees of Printflow (Pvt) Ltd to ensure his/her compliance with the Code, all violations of the provisions of the PECCG Act, its accompanying Regulations as well as the provisions of this Code must be immediately reported to the Board through the Compliance Officer.

**10. Consequences of Violation**

- 10.1 Confirmed violations will result in appropriate disciplinary action.
- 10.2 In addition to disciplinary action, Printflow (Pvt) Ltd may institute civil or

criminal charges in the appropriate Courts.

**11. Review of Code**

This Code of Ethics shall be reviewed every three years or when need to review arises.

**APPROVED BY THE BOARD OF DIRECTORS OF PRINTFLOW (PVT) LTD**



**MR JOSEPH DUBE  
BOARD CHAIRMAN**

**Date: 27 September 2024**

**ANNUAL COMPLIANCE CERTIFICATION**

**CODE OF ETHICS FOR SENIOR MANAGEMENT EXECUTIVES AND EMPLOYEES**

**I, .....**

**Do hereby solemnly affirm that, to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Ethics of Printflow (Pvt) Ltd during the financial Year ending .....**

**Signature .....**

**Name .....**

**I.D No. ....**

**Designation .....**

**Date .....**

**Witnessed by .....**

**Name of Compliance Officer .....**

**Date .....**