

**FirstRand
Suppliers
Code of Conduct**



FIRSTRAND

table of contents

1.	WHY DOES FIRSTRAND HAVE A SUPPLIERS CODE OF CONDUCT POLICY?	3
2.	POLICY SCOPE	3
2.1	Who does the policy apply to?	3
2.2	Who is a supplier of the FirstRand group?	3
2.3	Where is it applicable?	3
2.4	Impact of local laws and legislations?	3
2.5	Other policies to reference	3
3.	SUPPLIERS CONDUCT PROVISIONS	4
3.1	Suppliers conduct towards to their employees	4
3.2	Suppliers conduct towards the environment	4
3.3	Suppliers conduct relating to bribery and corruption	4
3.4	Suppliers disclosure and reporting requirements	5
4.	QUICK REFERENCE GUIDE	6
5.	SUPPLIERS PLEDGE	7

one | why does FirstRand have a suppliers code of conduct policy?

FirstRand or the group interacts with, and is dependent on, various suppliers for the provision of products and services.

The group is committed to ethical conduct in all its business dealings. The FirstRand code of ethics describes the group's commitment to responsibly advancing an entrepreneurial spirit and captures the ethos of creating value in an accountable manner.

FirstRand aim to develop responsible and sustainable relationships with them.

While we value our suppliers and carefully selected them to ensure that business requirements and governance

standards are met, the group expects that all suppliers ascribe to its conduct standards and demonstrate an applied commitment to good governance, ethical conduct and sustainability.

The suppliers code of conduct (the policy) sets the conduct standards the group expects from its suppliers across three areas: suppliers conduct towards their employees, the environment and bribery and corruption.

The policy further sets disclosure and reporting requirements which suppliers must fulfil prior to and during the course of their engagements with the group.

FirstRand suppliers conduct provisions

Conduct towards their employees

Conduct towards the environment

Conduct related to bribery and corruption

Disclosure and reporting to FirstRand

two | policy scope

2.1 Who does the policy apply to?

The policy applies to all suppliers of the group globally, including contractual relationships via any of its subsidiaries or representatives.

2.2 Who is a supplier of the FirstRand group?

A supplier or vendor of the group is anyone who supplies goods or services to any FirstRand business globally.

2.3 Where is it applicable?

The policy applies to all FirstRand operations worldwide.

2.4 Impact of local laws and legislation?

FirstRand Suppliers are expected to comply with all local laws and regulations in all jurisdictions in which they operate. The conduct provisions set in the policy do not replace local laws and legislations and constitute an additional conduct standard.

2.5 Other policies to reference

The FirstRand group code of ethics is the main policy that describes its commitment to ethical conduct.

Other related policies include:

- *FirstRand anti-bribery policy;*
- *FirstRand declarations of interest policy;*
- *FirstRand whistle-blowers policy; and*
- *FirstRand environmental sustainability policy statement.*

three | suppliers conduct provisions

3.1 Suppliers conduct towards their employees

FirstRand expects its suppliers to:

- create a fair and ethical workplace;
- treat their employees with dignity and respect;
- ensure that their employees are able to report workplace grievances and complaints anonymously, and offer whistle-blower protection;
- conduct their operations in a manner that does not discriminate against any employee on the basis of race, gender, ethnicity, religion, sexual orientation, disability, age, marital status, nationality or political affiliation;
- ensure a workplace that is free of harassment and abuse;
- ensure that they do not engage in forced or under-age labour, based on the applicable minimum legal working age per jurisdiction;
- create a safe and healthy workplace environment, in which employees have the right to report unhealthy working conditions and refuse unsafe work;
- allow their employees freedom of association;
- ensure fair wages and benefits for their employees and that minimum wages are in compliance with applicable local laws;
- not engage in any form of modern slavery and shall actively monitor and prevent modern slavery in their own supply chain; and
- not tolerate any degree of sexual exploitation of children in their own supply chain.

3.2 Suppliers conduct towards the environment

FirstRand is committed to responsible conduct towards the environment. The following conduct standards reflect the group's expectations of its suppliers.

Suppliers must:

- ensure compliance with all applicable environmental legislation;
- ensure the management of air and water quality as per local regulations or permit requirements;
- encourage the efficient use of natural resources such as water and energy; and
- reduce the generation of waste, promote recycling of materials and ensure the responsible management of hazardous substances.

Suppliers may be required to:

- quantify their greenhouse gas emissions in order to understand and manage their carbon footprint; and
- define an environmental or sustainability policy to ensure it behaves in an environmentally responsible and sustainable manner.

3.3 Suppliers conduct relating to bribery and corruption

FirstRand is fully committed to the fight against bribery and corruption in its operations, its supply chain, communities and society.

The group expects its suppliers to actively take steps to prevent and detect any acts of bribery and corruption in their businesses.

What is bribery?

Bribery is an act of dishonesty. When someone engages in fraud, they abuse their position through dishonesty – one person alone can commit fraud. When someone engages in corruption or bribery they manipulate someone else to abuse their authority for their gain – at least two persons are involved in corruption.

Transparency International defines corruption as the abuse of entrusted power for personal gain.

The South African Prevention and Combating of Corrupt Activities Act (2004) defines corruption as when one party gives to another party anything of value with the purpose of influencing them to abuse their power. This is called a gratification.

Bribery is a specific form of corruption that usually involves two different offences in the same transaction, being active bribery and passive bribery.

With active bribery, a briber offers an advantage (the bribe) in order to influence decisions or breach trust. With passive bribery, the receiver can have his decisions influenced or his trust broken by accepting the advantage. The advantages offered or accepted can be financial (e.g. cash or shares), or non-financial benefits (e.g. the offer of a job) which may be offered or accepted directly or indirectly via third parties. Usually, the advantages come attached with a direct demand or an inference that some personal favour is required. This conflict of interest will then constitute a bribe.

The act of bribery is unethical, against the law and carries criminal, civil liabilities and will damage the good reputation of FirstRand.

The group strictly prohibits the following conduct from its suppliers:

- paying or offering to pay a bribe to a member of the group or any of its representatives;
- requesting a bribe from a member of the group or any of its representatives;
- offering, paying or giving anything of value to a public official in order to improperly obtain business or anything of benefit to the group;

Who is a public official?

Public official means anyone paid directly or indirectly by the government or performing a public function, including officials of state owned enterprises and public international organisations.

- Attempting to induce a public official, whether local or foreign, to do something illegal or unethical;
- paying any person when you know, or have reason to suspect, that all or part of the payment may be channelled to a public official;
- establishing an unrecorded 'slush' fund for any purpose;
- using illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions or other rewards) to influence others' actions; or offering anything of value when you know it would be contrary to the rules of the recipient's organisation for the recipient to accept it; and
- ignoring or failing to report any suggestion of a bribe.

In addition to complying with the specific prohibitions in the policy, suppliers must exercise common sense and judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

What is a facilitation payment?

A facilitation payment is usually a small cash payment to an official, in order to speed up a process that has already been paid for, e.g. obtaining visas or permits. These payments are illegal in most countries the group operates in. FirstRand representatives, unless facing situations of risk to safety or health, must not give facilitation payments, and must:

- Challenge the demand for payment;
- Resist payment; and
- Immediately declare to the divisional ethics officer or local head of compliance that such a demand has been made.

The group prohibits the payment of facilitation fees by any of its directors, employees or representatives.

Should a supplier be offered a facilitation payment by a member of the group, they should report it immediately to the FirstRand ethics line. Conversely any member of the group who is offered a facilitation payment by a supplier or vendor must refuse it and immediately report it to the FirstRand ethics line.

Suppliers should not sub-contract their work for the group to any party whom they suspect will pay bribes on behalf of the group. Suppliers should ensure that any third parties who are hired will not make, offer, solicit or receive improper payments on behalf of the group.

Accurate financial records of all payments in relation to FirstRand's business must be kept.

FirstRand may terminate any of its suppliers services for default, specifically if they breach paragraph 3.3 of the code or any applicable anti-corruption legislation in performing their obligations.

3.4 Suppliers disclosure and reporting requirements

Suppliers must:

- disclose any potential or actual conflicts of interests according to the group's procurement processes;
- report any conduct which is not aligned to the FirstRand's values stated above. examples of such conduct includes, but is not limited to theft, fraud, corruption, bribery or any type of dishonesty;
- suppliers may be required to disclose their conduct standards and the way in which it is operationalised; and
- must report all instances of perceived or actual bribery, fraud, theft, corruption or other unethical practices to the FirstRand ethics line. The country numbers are listed below.

FirstRand ethics line details:

Email address

report@firstrandethicsoffice.com

Website

www.firstrandethicsoffice.com

FirstRand Ethics Line toll free numbers

0800 00 33 12 (South Africa and Namibia)
0808 238 75 00 (United Kingdom)
000800 100 79 00 (India)

FirstRand Botswana toll-free numbers

71119711 (Mascom)
1144 (Orange)
0800 600 644 (Botswana Telecoms)

FirstRand India toll-free numbers

000800 100 79 00

FirstRand Kenya toll-free numbers

0800 722 626 (Safaricom toll free. Call rates apply to Essar and Airtel)

FirstRand Namibia toll-free numbers

0800 00 33 12 (Namibia Telecoms)
081 91847 (MTC)

FirstRand South Africa toll-free numbers

0800 00 33 12 (Fixed lines toll-free. Call rates apply to mobile networks)

FirstRand United Kingdom toll-free numbers

0808 238 7500 (Fixed lines toll-free. Call rates apply to mobile networks)

FirstRand Zambia toll-free numbers

50800 (Airtel)
260 97 123 1250 (Airtel)

FirstRand Mozambique toll-free numbers

800 11 22 33 (TDM)

FirstRand Tanzania toll-free numbers

0800 11 00 25

FirstRand Nigeria toll-free numbers

80999 37319 (Etisalat mobile. Call rates apply to mobile networks)
234 708 060 1872 (Local call rates)

FirstRand Lesotho toll-free numbers

800 22055 (Econet)
2731 571 5077 (International call rates)

FirstRand Swaziland toll-free numbers

800 7006 (SPTC)

FirstRand Ghana toll-free numbers

2731 571 5077 (International call rates)



four

FirstRand suppliers code of conduct quick reference guide

why?

Why does the group have a suppliers code of conduct policy?

To provide guidance and set conduct standards for FirstRand's suppliers across the following three areas:

- suppliers conduct towards their employees;
- suppliers conduct towards the environment; and
- suppliers conduct relating to bribery and corruption.

who?

Who should heed this policy?

The policy applies to all suppliers of the group globally, whether they are contracted via any of its subsidiaries or representatives.

where?

Where is it applicable?

The policy applies to all FirstRand global banking operations worldwide.

what?

What are the conduct provisions which suppliers must adhere to?

1. Suppliers conduct towards their employees:

- Create a fair and ethical workplace.
- Treat their employees with dignity and respect.
- Ensure employees are able to report workplace grievances and complaints anonymously.
- Offer whistle-blower protection.
- Conduct operations in a manner that does not discriminate against any employee.
- Ensure a workplace free of harassment and abuse.
- Ensure that there are no forced or under-age labour engagements.
- Create a safe and healthy workplace environment.
- Employees must be able to report unhealthy working conditions and refuse unsafe work.
- Allow employees freedom of association.
- Ensure fair wages and benefits for employees.
- Do not engage in any form of modern slavery. Actively monitor and prevent modern slavery in their own supply chain.
- Do not tolerate any degree of sexual exploitation of children in their own supply chain.

2. Suppliers conduct towards the environment

- Ensure compliance with all applicable environmental legislation
- Ensure management of air and water quality as per local regulations or permit requirements
- Encourage the efficient use of natural resources
- Reduce the generation of waste and promote a recycling culture
- May be required to quantify greenhouse gas emissions to understand their carbon footprint
- May be required to define an environmental or sustainability policy to ensure environmentally responsible behaviour

3. Suppliers conduct relating to bribery and corruption

- FirstRand is fully committed to the fight against bribery and corruption and expects its suppliers to actively take steps to prevent and detect any acts of bribery and corruption in their businesses.
- The giving, receiving or requesting of a bribe is strictly prohibited.
- Inducing or attempting to induce a public official is illegal and unethical and is strictly prohibited.
- Using illegal means to influence others' actions or offering anything of value knowing it would be contrary to the recipients organisation for the recipient to accept it, is strictly prohibited.
- The payment of facilitation fees is strictly prohibited.
- Suppliers are strictly prohibited from offering or accepting facilitation payments.
- Ignoring or failing to report any suggestion of a bribe is prohibited.

4. Suppliers disclosure and reporting requirements

- Suppliers must disclose any potential or actual conflicts of interest.
- Suppliers must report any conduct which is not aligned to the group's values. This includes any actual or perceived instances of bribery, corruption, fraud, theft and other unethical practices.
- Suppliers may be expected to disclose their conduct standards and how they are operationalised.

five | suppliers pledge

Suppliers pledge to the code of conduct and confirmation of receipt

I _____ (person's name),
from/on behalf of _____ of (company name supplier),
Designation _____
Address _____
Email address _____ Telephone number _____

in my capacity as a supplier of the FirstRand group, hereby confirm receipt of the FirstRand suppliers Code of Conduct.

I represent and warrant that in carrying out our responsibilities on behalf of FirstRand, neither our owners, officers, directors, employees, or agents have paid, offered, or promised to pay, or authorized the payment directly or indirectly, of any money, gift, or anything of value to any government official or to anyone else, for the purpose of influencing any act or decision of such official or private person to obtain or retain business, or to direct business to any person.

I understand that FirstRand may terminate our services for default, if we breach point 3.3 of the policy or any applicable anti-corruption legislation in performing our obligations.

Signed _____ Date _____

Place _____

Please return the signed confirmation of receipt to the FirstRand group Ethics Office using

ethicsoffice@firstrand.co.za

Should you require more information, please contact the FirstRand Ethics Office.



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