



FirstRand

SUPPLIER CODE OF CONDUCT

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1 WHY DOES FIRSTRAND HAVE A SUPPLIER CODE OF CONDUCT?

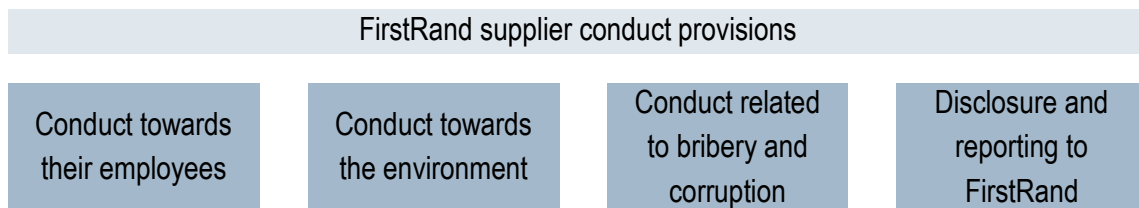
FirstRand interacts with, and is dependent on, various suppliers for the provision of products and services.

The FirstRand Code of Ethics sets out FirstRand’s commitment to high levels of ethical behaviour, integrity and fairness in all business dealings. FirstRand aims to develop responsible and sustainable relationships with its suppliers.

While FirstRand values its suppliers and carefully selects them to ensure that business requirements and governance standards are met, FirstRand expects that all suppliers ascribe to its conduct standards and demonstrate an applied commitment to good governance, ethical conduct and sustainability.

The FirstRand Supplier Code of Conduct (the code) sets the conduct standards FirstRand expects from its suppliers across three areas: supplier conduct towards their employees, the environment, and bribery and corruption.

The code further sets out disclosure and reporting requirements which suppliers must fulfil prior to and during their engagements with FirstRand.



2 SCOPE

2.1 Who does the code apply to?

The code applies to all suppliers of FirstRand globally, including contractual relationships via any of its subsidiaries or representatives.

2.2 Who is a supplier of FirstRand?

A supplier, service provider or vendor of FirstRand is anyone who supplies goods or services to any FirstRand business globally.

2.3 Where is it applicable?

The code applies to all FirstRand operations globally.

2.4 Impact of local laws and legislation?

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

2.5 Other policies to reference

The FirstRand Code of Ethics is the main constitution that describes FirstRand's commitment to ethical conduct.

Other related policies include:

- FirstRand Anti-Bribery and Corruption (ABC) policy;
- FirstRand Conflict of Interest Management policy;
- FirstRand Whistle-blowing policy; and
- FirstRand Environmental Sustainability policy statement.

3 SUPPLIER CONDUCT PROVISIONS

3.1 Supplier's 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 can report workplace grievances and complaints anonymously, and offer whistle-blower protection;
- conduct their operations in a manner that does not discriminate against any employee based on race, gender, ethnicity, religion, sexual orientation, disability, age, marital status, nationality, political affiliation or other forms of discrimination;
- 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 the 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 comply 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 or form of sexual exploitation in their own supply chain.

3.2 Supplier’s conduct towards the environment

FirstRand is committed to responsible conduct towards the environment. The following conduct standards reflect FirstRand’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 Supplier’s 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.

FirstRand expects its suppliers to actively take steps to prevent, detect and adequately manage any acts of bribery and corruption in their businesses.

What is bribery?

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) 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 (for example, cash or shares), or non-financial benefits (for example, a job offering) 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 / unethical favour is required. This conflict of interests will then constitute a bribe.

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 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**.

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

FirstRand strictly prohibits the following conduct from its suppliers:

- paying or offering to pay a bribe to an employee of FirstRand or any of its representatives;
- requesting or soliciting a bribe from an employee of FirstRand or any of its representatives;
- offering, paying or giving anything of value to a public official to improperly obtain business or anything of benefit to FirstRand;
- 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.

Who is a public official?

Anyone paid directly or indirectly by the government or performing a public function, including officials of state-owned enterprises (SOEs) and public international organisations.

In addition to complying with the specific prohibitions in the code, suppliers must exercise common sense and professional 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 cash payment to an official, to speed up a process that has already been paid for, e.g. obtaining visas or permits. These payments are illegal in most countries in which FirstRand 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.

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

Should a supplier be offered a facilitation payment by an employee of FirstRand, they must report it immediately through the FirstRand ethics line. Conversely any employee of FirstRand who is offered a facilitation payment by a supplier, service provider or vendor must refuse such payment and immediately report it through the FirstRand ethics line.

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

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 section 3 of the code or any applicable anti-corruption legislation in performing their obligations.

3.4 Supplier's disclosure and reporting requirements

Suppliers must:

- disclose any potential or actual conflict of interests according to FirstRand's procurement processes which includes (but not limited to):
 - close relationship with FirstRand representatives engaged in any transaction with the supplier;
 - other work performed for FirstRand;
 - gifts given to or received from an employee or representative of FirstRand. Gifts such as moleskine items (customised stationery), promotional items and the like need not be declared;
 - any additional services received from an employee or representative of FirstRand;
- report any conduct which is not aligned to the FirstRand's values stated above. This includes, (but not limited to) theft, fraud, corruption, bribery or any type of dishonesty;
- upon request disclose their conduct standards and the way in which it is operationalised; and
- must report all instances of suspected or actual bribery, fraud, theft, corruption or other unethical practices to the FirstRand Ethics line. The country FirstRand ethics line numbers are listed at the end of this document.

4 SUPPLIER CODE OF CONDUCT QUICK REFERENCE GUIDE

Why? Why does FirstRand have a supplier code of conduct?

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

- supplier's conduct towards their employees;
- supplier's conduct towards the environment; and
- supplier's conduct relating to bribery and corruption.

Who? Who must heed this code?

The code applies to all suppliers of FirstRand globally, whether they are contracted via any of its subsidiaries or representatives.

Where? Where is it applicable?

The code applies to all FirstRand banking operations globally.

What? What are the conduct provisions which must be adhered to?**Supplier's conduct towards their employees**

- Create a fair and ethical workplace.
- Treat their employees with dignity and respect.
- Ensure employees can 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 or form of sexual exploitation in their own supply chain.

Supplier's 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.

Supplier's 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, detect and adequately manage 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 recipient's 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.

Supplier's disclosure and reporting requirements

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

5 SUPPLIER'S PLEDGE

Supplier's pledge to the FirstRand Supplier's Code of Conduct and confirmation of receipt

I _____ (person's name),

from/on behalf of _____ (supplier company name),

Designation _____

Address _____

Email address _____ Telephone number _____

in my capacity as a supplier of FirstRand, hereby confirm receipt of the FirstRand Supplier 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, to influence 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 section 3 of the code or any applicable anti-bribery and corruption legislation in performing our obligations.

Signed _____ Date _____

Place _____

Should you require more information, please contact the FirstRand Procurement department at 0861 789 789.

CONTACT

FirstRand ethics line e-mail
report@firstrandethicsoffice.com

FirstRand ethics line website
www.firstrandethicsoffice.com

Leading Light e-mail
leadinglight@firstrand.co.za

Control Room e-mail
compliancecontrolroom@rmb.co.za

FirstRand ethics line toll free numbers

South Africa
 0800 00 33 12

United Kingdom
 0808 238 75 00

Botswana
 0800 600 644 (Botswana Telecoms users)
 1144 (Orange users)
 71119711 (Mascom users)
 +27 11 929 3332 (call back)

Ghana
 544 315 491 (local)
 +27 31 571 5077(RSA underpinning number)
 +27 11 929 3332 (call back)

India
 000800 100 79 00

Kenya
 0800 722 626 (Safaricom)

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 +226 31 571 5077 (International call rates)
 +27 11 929 3332 (call back)

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 800 112 233 (TDM)
 +258 84 712 2063
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 0800 110 025 (TTCL)
 +255 411 2000 82
 +27 11 929 3332 (call back)

Zambia
 50800 (Airtel users)
 +260 971 231 250 (all networks)
 +27 11 929 3332 (call back)

Namibia
 0800 003 312 (Namibia Telecoms)
 08191847 (MTC)
 +27 11 929 3334 (call back)

Nigeria
 8099937319 (Etisalat)
 +27 708 060 1872 (Local call rates)

Swaziland
 8007006 (SPTC)
 +27 11 929 3332 (call back)

Consult the local Ethics Office, Risk Manager and Compliance Officers for local contact details not included above.