



FirstRand

SUPPLIER CODE OF CONDUCT

6 October 2023

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1 ABOUT FIRSTRAND

FirstRand Limited (FirstRand or the group) is a portfolio of integrated financial services businesses operating in South Africa, certain markets in sub-Saharan Africa and the UK. Many of these businesses are leaders in their respective segments and markets, and offer a broad range of transactional, lending, investment and insurance products and services.

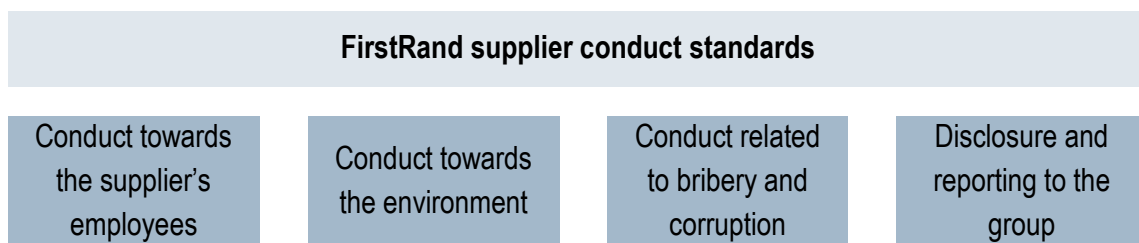
2 WHY DOES FIRSTRAND HAVE A SUPPLIER CODE OF CONDUCT?

The group's code of ethics provides guidance on ethical decision-making and behaviour. It creates a common understanding of the behaviour the group expects from its people, including its suppliers and business partners.

The group interacts with various suppliers for the provision of products and services and aims to develop responsible and sustainable relationships with them.

Whilst the group values its suppliers and carefully selects them to ensure that business requirements and governance standards are met, FirstRand expects all suppliers to 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 that the group expects from its suppliers as outlined in the diagram below. The code further sets out disclosure and reporting requirements which suppliers must fulfil prior to and during their engagements with the group.



3 SCOPE

3.1 Who does the code apply to?

The code applies to all suppliers of entities and businesses that form part of the FirstRand group across all the jurisdictions where it operates, as well as contractual relationships with any of the group's operations or representatives.

3.2 Who is a group supplier?

A supplier, service provider or vendor of the group is anyone who supplies goods or services to any part of the FirstRand group.

3.3 Impact of local laws and legislation?

Group 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 legislation, but constitute an additional conduct standard. The higher standard (between local laws/legislation and this code) applies.

3.4 Privacy requirements

Where a supplier, in terms of a contract or mandate, processes personal information for any part of the FirstRand group, the supplier will be required to adhere to the principles and requirements set out in the applicable jurisdiction's privacy laws and the obligations set out in the group's data protection policy for suppliers, which is available at <https://www.firstrand.co.za/investors/esg-ressource-hub/policies-and-practices/>.

FirstRand regards the protection of the personal information of its suppliers as important and to achieve this, it follows general principles in accordance with applicable privacy laws. Accordingly, the group has developed a supplier and business partner privacy notice (notice), which is available at <https://www.firstrand.co.za/investors/esg-ressource-hub/policies-and-practices/>. The notice enables suppliers and business partners to understand how the group collects, uses and safeguards their personal information. The supplier is accordingly required to familiarise itself with the notice. Suppliers outside of South Africa must refer to Annexure A of this notice for a list of applicable website addresses.

The supplier should take note of any subsequent amendments made to the policy by FirstRand from time to time.

3.5 FirstRand code of ethics

The FirstRand code of ethics provides guidance on ethical decision-making and behaviour and is available at <https://www.firstrand.co.za/investors/esg-resource-hub/policies-and-practices/>. Suppliers are referred to the *Ethics check for suppliers* included in the group's code of ethics, which outlines how the code of ethics applies to suppliers.

4 SUPPLIER CONDUCT PROVISIONS

4.1 Supplier's conduct towards their employees

The supplier agrees principally to comply with relevant labour and human rights laws, addressing, but not limited to, the following:

- Creating a fair and ethical workplace.
- Treating their employees with dignity and respect.
- Ensuring that their employees can report workplace grievances and complaints anonymously and offer whistle-blower protection.
- Conducting 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.
- Ensuring a workplace that is free of harassment and abuse.

- Ensuring that they do not engage in forced or child labour, based on the applicable minimum legal working age per jurisdiction.
- Creating a safe and healthy workplace environment, in which the employees have the right to report unhealthy working conditions and refuse unsafe work.
- Allowing their employees freedom of association and collective bargaining of suppliers' employees.
- Ensuring responsible and fair remuneration practices for their employees.
- Not engaging in any form of human trafficking, slavery, and shall actively monitor and prevent modern slavery and trafficking in their own supply chain; and
- Not tolerating any degree or form of sexual exploitation in their own supply chain.

4.2 Supplier's conduct towards the environment

The group is committed to responsible conduct towards the environment. Suppliers are subject to an internal assessment to ensure that all applicable legislative requirements in terms of the management of environmental and social risks associated with these activities are met.

The following conduct standards reflect FirstRand's expectations of its suppliers.

Suppliers must:

- ensure compliance with all applicable environmental legislation;
- encourage the efficient use of natural resources such as water and energy; and
- make best efforts to reduce the generation of waste, promote recycling of materials and ensure the responsible management of hazardous substances.

Suppliers may be required to supply evidence of an effective environmental or sustainability policy, certification, statement or programme to ensure there are adequate measures to mitigate and manage environmental and sustainability risks.

4.3 Supplier's conduct relating to bribery and corruption

In accordance with the group's commitment to integrity and good governance across all its operations and business dealings, suppliers are expected to comply with the following and undertake that they:

- will familiarise themselves with applicable anti-corruption laws and will not knowingly directly or indirectly engage in any activity or conduct in violation of anti-corruption laws or regulations;
- have instituted and continue to maintain and enforce adequate policies, procedures and training or other measures designed to prevent and detect corruption and the subsequent impact on their own and the group's reputation;
- will not subcontract group work to any party whom they suspect will pay bribes on behalf of the group or act contrary to the group's code of ethics. Suppliers must 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 the group's business must be kept; and

- will seek a reciprocal commitment from key subcontractors to actively take steps to prevent, detect and report any acts of bribery and corruption in their businesses.

Key bribery and corruption concepts are outlined in greater detail in the table below.

<p>What is corruption?</p> <p>Corruption is an abuse of a position of trust or the improper performance of a relevant function or activity in order to gain an undue advantage or for personal gain. In broad terms corruption entails offers, payments, promises or gifts provided to another with the intention to induce the recipient to misuse his or her official position.</p>	<p>What is bribery?</p> <p>Bribery is a specific offence which concerns the practice of offering or accepting a form of gratification to gain an illicit advantage. Bribery involves at least two persons – the person offering or giving the gratification to secure the illicit advantage (active bribery) and the person accepting the gratification (passive bribery). Both persons are guilty of a criminal offence.</p>
<p>The gratifications offered or accepted as part of bribery or corruption can be financial (e.g. cash or shares) or non-financial benefits (e.g. a job offer, preferential treatment, hospitality) and can be made either directly or indirectly (e.g. through a third party). Further examples of gratification could include offering or accepting tickets to events, travel, lodging or transportation in connection with an event, offering or accepting meals, drinks or other hospitality, political contributions, charitable contributions or events, sponsorships, offering or accepting job internships, scholarships, work experience, apprenticeships, amongst others.</p> <p>It is a criminal offence to offer or accept a bribe or be party to corruption. The group seeks to prevent all instances of bribery and corruption within the organisation. FirstRand has zero tolerance for wilful and deliberate non-compliance with anti-bribery and corruption legislation and regulations. The group seeks to achieve full compliance with the letter and purpose of anti-bribery and corruption legislation and regulations.</p>	

FirstRand strictly prohibits the following conduct from group suppliers:

- offering or giving or gratification to an employee of the group or any of its representatives to secure an illicit advantage;
- requesting or soliciting gratification from an employee of the group or any of its representatives in exchange for an illicit advantage;
- offering or giving gratification to a public official to gain an illicit advantage in relation to the subject matter of its business relationship with the group;
- attempting to induce a public official, whether local or foreign, to abuse a position of trust or improperly perform a relevant function or activity in order to gain an illicit advantage when it is known, or there is reason to suspect, that all or part of the payment may be channelled to a public official;
- maintaining “off-the-record” accounts and/or sets of books 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 suppliers 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 knowledge or suspicion of bribery or corrupt activity.

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

4.4 Suppliers' disclosure and reporting requirements

Suppliers must:

- report all instances of suspected or actual bribery, fraud, theft, corruption or other unethical practices to the FirstRand ethics line. These include illegal or unlawful behaviour; behaviour in violation of group policies, procedures and rules; behaviour constituting a waste of resources; and behaviour that does not align to the FirstRand code of ethics. The group's ethics line numbers for the various countries where it operates are listed on page 7;
- upon request, disclose their conduct standards and how these are operationalised; and
- report any conduct which is not aligned to FirstRand's values stated above. Requests for facilitation payments, theft, fraud, corruption, bribery, misconduct or any type of dishonesty must be reported as soon as reasonably possible to the group's management and the FirstRand ethics line (report@firstrandethicsoffice.com). The group's ethics line contact details have been provided on page 7.

5 AWARENESS AND ASSESSMENT

The group may, in reasonable circumstances, request suppliers to confirm employee training and/or awareness created relating to the conduct standards set out in this document and those prescribed by legislation and/or best practices and that these are operating effectively.

The group may request from its suppliers a risk and control self-assessment be conducted on a one-off basis or continuously on a risk-based approach.

The group may, when a trigger event has occurred, request from the relevant supplier(s) supporting evidence to validate the responses from the risk and control self-assessment and perform monitoring activities.



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CONTACT DETAILS FROM 1 JULY 2024

FirstRand ethics line websites (all countries excluding Ghana, Lesotho and Mozambique):	
NAVEX Web Intake Site URL	firstrandbank.ethicspoint.com
NAVEX Mobile Intake Site URL	firstrandbankmobile.ethicspoint.com
NAVEX One Compliance Hub	firstrandbank.navexone.eu/peoplehub
FirstRand ethics line websites (only for Ghana, Lesotho and Mozambique):	
Deloitte website	www.firstrandethicsoffice.com
Deloitte e-mail	report@firstrandethicsoffice.com
FirstRand ethics line toll free numbers (All countries):	
South Africa (Navex)	080 001 0744
United Kingdom – Aldermore, including Guernsey and Jersey (Navex)	0800 031 8252
Botswana (Navex)	000269 800 4800 125 (BTC users)
Eswatini (Navex)	011 833 789 2491 (US call forward)
Ghana (Deloitte)	544 315 491 (local) +27 31 571 5077(RSA underpinning number) +27 11 929 3332 (call back)
India (Navex)	022 5097 2944
Lesotho (Navex)	80013462 (Vodacom users)
Mauritius (Navex)	8020490076
Mozambique (Deloitte)	+800 333 312 (Vodacom) +27 11 929 3332 (call back)
Namibia (Navex)	083 380 0102
Nigeria (Navex)	02 01 227 9235
United States of America (USA) (Navex)	8337892491
Zambia (Navex)	011 833 789 2491 (US call forward)
Note: Kenya, Angola, China, Singapore and other countries not listed above:	Kindly use the NAVEX web intake, mobile intake and One Compliance Hub above to submit an ethics line report.
Other contact details	
FirstRand ethics office – General queries	ethicsfirst@firstrand.co.za

Consult the local ethics office, risk manager and compliance officers for local contact details not included above.



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ANNEXURE A: IN-COUNTRY WEBSITE ADDRESSES

FNB Botswana	https://www.fnbbotswana.co.bw/downloads/fnbBotswana/legal-matters/privacyPolicy/FNBBotswanaSupplierPrivacyNotice.pdf
FirstRand Namibia	https://www.fnbnamibia.com.na/downloads/namibia/2020/FirstRandNamibiagroupsupplierprivacynotice.pdf
Ashburton Namibia	https://www.ashburtoninvestments.com/na/why-us/legal
Pointbreak Namibia	https://pointbreak.com.na/public/documents/FirstRand-group-supplier-privacy-notice-Namibia.pdf
FNB Eswatini	https://www.fnbswaziland.co.sz/downloads/fnbswaziland/FNBSupplierPrivacyNoticeJune2020.pdf
FNB Lesotho	https://www.fnb.co.ls/downloads/Lesotho/2020/FNBLesothoSupplierPrivacyNotice.pdf
FNB Mozambique	https://www.fnb.co.mz/en/institutional/about-fnb/institutional-information/legal-documents
FNB Zambia	https://www.fnbzambia.co.zm/downloads/zambia/FNBZambiaSupplierPrivacyNotice.pdf
First National Bank Ghana	https://www.firstnationalbank.com.gh/downloads/Ghana/SupplierandBusinessPartnerPrivacyNotice.pdf
RMB Nigeria	https://www.rmb.com.ng/files/pdf/other/RMB-Nigeria-Supplier-Privacy-Notices.pdf
India branch	https://www.firststrand.co.in/files/pdf/legal/FRIN%20supplier%20privacy%20notice.pdf

ANNEXURE B: ETHICS CHECK FOR SUPPLIERS

ETHICS check for suppliers

Are you doing the right thing?

The group holds itself accountable to the highest level of ethical behaviour, and it asks the same of all parties that enter into a relationship with the group. Below outlines how the group code of ethics is applied when engaging with suppliers.

E	Ethical conduct	Does your business comply with the laws, legislation and regulation in all areas in which it operates? Does your business have zero tolerance for bribery and corruption?
T	Trust	Does your business follow the requirements stipulated in its agreement with the group and ensure mutual trust between both parties?
H	Honesty	Have you disclosed any potential or actual conflicts of interest and reported any conduct not aligned to the group's code of ethics requirements, such as bribery, theft, fraud, corruption, undisclosed conflict of interest or any type of dishonesty?
I	Integrity	Does your business have a fair and ethical workplace where employees are treated with dignity and respect? Are there platforms to report or disclose unethical conduct?
C	Compliance	Is your business compliant with local and all relevant legislation and regulations? Have you taken steps to protect personal and other customer information, prevent, detect and manage any acts of bribery and corruption in your business?
S	Sustainability	Does your business treat the environment responsibly and ensure it complies with environmental regulations?

For more details on ethical conduct, please refer to the group supplier code of conduct and the group code of ethics, which can be downloaded at: <https://www.firststrand.co.za/investors/esg-ressource-hub/policies-and-practices/>.