



Business Connexion Group

SUPPLIER'S CODE OF CONDUCT

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1. INTRODUCTION

This Supplier's Code of Conduct ("this Code") is applicable to all Business Connexion Group

Suppliers, Service Providers, Contractors and Consultants (hereinafter referred to as "Supplier" or "Suppliers") and their employees (be they temporary, permanent or on contract) and sub-contractors.

Business Connexion Group and its Subsidiaries (Business Connexion Group) require all Suppliers to conduct their business dealings with Business Connexion Group on an ethical basis and in compliance with this Code and applicable legislation.

Business Connexion Group recognises that local laws and regulations may in some instances be less restrictive than the provisions of this Code. In such instances Suppliers are expected to comply with this Code. If local laws and regulations are more restrictive than this Code, then Suppliers are expected to comply with applicable local laws and regulations and regulations

This Code sets out the standards to be achieved by our Suppliers. The principle of continuous improvement applies to all aspects of this Code and Business Connexion Group will work in collaboration with our Suppliers on the implementation of this Code.

Business Connexion Group continuously deal with a large number of Suppliers and spends millions of Rand a year on all commodities. The way that Business Connexion Group selects and works with Suppliers is extremely important to our business and reputation as a Company that values honesty and integrity. Under no circumstances should the Company be seen as favouring any Supplier or of being subjective in our purchasing decisions. We require from our Suppliers to maintain the highest standards of honesty and integrity.

Practising sound business principles means ensuring that, the focus is on maintaining and/or improving Business Connexion Group's efficiency, reducing and minimising costs, and improving the quality of products and services. Meeting the highest standards of integrity means following to the letter the policies, procedures, processes and work instructions in place to regulate Business Connexion Group's relationships with Suppliers.

It is standard practice at Business Connexion Group to take disciplinary action against employees who fail to follow these standards, policies and processes, or who disregards Company rules.

2. APPLICABILITY AND SCOPE

2.1 Ownership

Procurement Services¹; in consultation with Governance, Risk and Assurance Function will be responsible for the management and enforcement of this Code with Suppliers to ensure that internal and external ethics performance is aligned around the same ethical standards.

2.2 Communication, training and awareness

Procurement Services will communicate and promote the Supplier Code of Conduct internally and externally to relevant stakeholders. Suppliers are encouraged to take all reasonable endeavours to promote this Code to their suppliers and sub-contractors. In

¹ Procurement Services refers to the various Procurement Functions within each operating Subsidiary, which provides procurement services in accordance with Business Connexion Group Procurement Policy and Delegation of Authority.

addition, Governance, Risk and Assurance and Suppliers will ensure that all relevant people are provided with appropriate training and guidance to support the Code.

2.3 Application

- (i) This Code is applied for the purposes of conducting business in an ethically responsible manner.
- (ii) Procurement Services will work collaboratively with its Suppliers in the implementation of this Code, which may include audits and site visits to assess performance against this Code.
- (iii) Suppliers are required to comply with this Code, all relevant laws, regulations and standards in all of the countries in which they operate.
- (iv) Suppliers may be asked to provide Business Connexion Group with reasonable access to all relevant information and premises for the purposes of assessing performance against this Code and local laws and regulations.

2.4 Corrective Action

- (i) Suppliers are required to identify, correct and monitor the continued compliance of any activities that fall below the standards of this Code.
- (ii) Suppliers shall immediately report to Business Connexion Group any breaches of this Code and together agree on a schedule for corrective action.
- (iii) Any violations of this Code which result in proven fraudulent, corrupt or an illegal activity on the part of the Suppliers against Business Connexion Group and/or its subsidiaries will result in the termination of their contracts with Business Connexion Group, as well as suspension from the Business Connexion Group data base and if material/ serious breaches persist, the termination of all other business relationship with the supplier concerned.
- (iv) Any violations of this Code which result in fraudulent, corrupt or an illegal activity on the part of the Suppliers against a 3rd party may result in the termination of their contracts with Business Connexion Group, as well as suspension from the Business Connexion Group data base and if material/ serious breaches persist, the termination of all other business relationship with the supplier concerned.

2.5 Monitoring and Reporting

Business Connexion Group and its Suppliers will use their reasonable endeavours to provide employees and other stakeholders with a confidential means to report any actual or potential breach of this Code.

For purposes of reporting the independent Business Connexion Group Whistle-blower Service Hotline number namely 0800 003 316 or bcx@tip-offs.com should be utilised, or the matter can be reported to Business Connexion Group's Ethics Office at ethics@bcxgroup.com. This is in addition to any reporting structure in place at Suppliers.

Governance, Risk and Assurance Function will monitor the implementation of this Code.

3. LAWS AND REGULATIONS

All Suppliers and their employees, representatives, and subcontractors shall comply with all applicable legislation, codes and regulations.

4. RESPONSIBLE PERSONS AND DUTIES

In particular, Suppliers should comply with the following:

4.1 Relations with Competitors

Suppliers will be required to comply with the Consumer Protection Act 68 of 2008 and the Competition Act 89 of 1998 and will not engage in any anticompetitive and/or restrictive trade practises. Suppliers will at all times act in a manner that will uphold and encourage healthy competition.

4.2 Prevention of Corrupt Activities, Conflicts of Interest, Gifts and other Courtesies

4.2.1 Prevention of Corrupt Activities

- (i) Business Connexion Group promotes an organisational culture that is committed to the highest level of honesty and ethical dealings and will not tolerate any fraud, theft or corrupt activities.
- (ii) Business Connexion Group as a good corporate citizen is committed to comply with the Prevention and Combatting of Corrupt Activities Act 12 of 2004 (PCAA). It is therefore important to Business Connexion Group that Suppliers and/ or any 3rd

parties appointed by the Supplier, align their business practices and comply with this Act.

- (iii) Suppliers shall not make or offer bribes or payments in the form of money or value to any Business Connexion Group employee or any other person for the purpose of obtaining or retaining business with Business Connexion Group.

4.2.2 Gifts and other business courtesies

- (i) Suppliers should not offer any extravagant (meaning above the value of R10'000) gifts, courtesies, preferential treatment or favour to any particular Business Connexion Group employee. A general guideline for evaluating whether a business courtesy is appropriate is whether public disclosure would be embarrassing to the Supplier and/or Business Connexion Group.
- (ii) Business Connexion Group employees should at all times adhere to Business Connexion Group's Gift, Gratification and Invitations Declaration Policy when receiving gifts from Suppliers. Business Connexion Group employees may not solicit gifts from Suppliers.

4.2.3 Prohibited Transactions with certain Countries and Persons

Compliance with economic and trade sanctions and embargo programs requires careful monitoring of, and sometimes prohibitions on, transactions involving target countries and regimes and target individuals, entities, vessels, and aircraft (for example, terrorists, proliferators of weapons of mass destruction and narcotics traffickers).

To ensure compliance with such restrictions, Suppliers may not engage in any transaction or conduct that directly or indirectly involves embargoed countries, companies or individuals.

Where a Supplier is aware of any transaction which may contravene economic and trade sanctions and embargo programs involving Business Connexion Group products and services, including products sold or service rendered as authorised reseller, then the supplier must inform the Business Connexion Group's Ethics Office at ethics@bcxgroup.com.

4.2.4 Conflicts of Interest

No Supplier shall enter into a financial or any other relationship with an Employee that creates a conflict of interest for Business Connexion Group. A conflict of interest arises when the personal interests of the Business Connexion Group employee could be seen to have the potential to interfere with their objectivity in performing their duties or exercising their judgment on behalf of Business Connexion Group.

4.3 Employment Relations

The Supplier will comply with all local laws as well as international laws where applicable, relating to labour, employee health and safety and wages, specifically including the Labour Relations Act 66 of 1995, Occupational Health and Safety Assessment Series (OHSAS) 18001 and 10 principles set out in the United Nations Global Compact Principles.

4.3.1 Child Labour

Suppliers and their subcontractors will not employ children, a child being any person younger than 16 years of age.

4.3.2 Forced Labour, Disciplinary Practices and Elimination of Discrimination

Suppliers will:

- (i) Support and respect the protection of internationally proclaimed human rights ;
- (ii) Make sure that they are not complicit in human rights abuses;
- (iii) Not use any forms of forced and compulsory labour nor require any worker whether local or foreign to remain in employment for any period of time against his or her will.
- (iv) Treat workers with respect and dignity and ensure workers are not subjected to any form of physical, sexual, psychological or other form of harassment or abuse.
- (v) Ensure that a formal process is in place whereby workers are free to express their views about their workplace conditions without fear of retribution or losing their jobs.
- (vi) Not negatively discriminate against any employee. Examples of discrimination include but are not limited to discrimination based on race, tribe, colour, sex,

marital status, pregnancy (except where required by applicable laws or regulations or prudent for workplace safety) and any other characteristic protected by local law, as applicable.

4.3.3 Freedom of Association

Suppliers should uphold the freedom of association and the effective recognition of the right to collective bargaining, within the provisions of the Labour Relations Act 66 of 1995.

4.3.4 Wages and Benefits

- (i) Suppliers will meet minimum wage requirements and will ensure that all statutory deductions as required under any local laws from time to time are complied with.
- (ii) Suppliers will ensure that working hours as provided for in any employment legislations or regulations in force from time to time, or in any collective bargaining agreement entered into with the employee's trade union are observed.

4.3.5 Health and Safety

- (i) Suppliers shall comply with all statutory health and safety legislation such as: Acts, Regulations, Notices and South African National Standards in the absence of the said Acts, Regulations and Notices. In addition, suppliers shall comply with all local health and safety laws and regulations where and when applicable in the execution of any Business Connexion Group related activities, be it goods or services.
- (ii) Compliance to the Compensation Occupational Injuries and Diseases Act (COID) requirement, shall be the continued submission of a VALID Letter of Good Standing from the Compensation Commissioner as stipulated in Section IX of the COID Act as long as the contract or agreement is in place.
- (iii) Compliance to Business Connexion Group's Health and Safety requirements shall be the signing of the "Agreement on Occupational Health and Safety in terms of Section 37(2) of the Occupational Health and Safety Act 85 of 1993 as amended".

Compliance to the "Agreement on Occupational Health and Safety in terms of Section 37(2) of the Occupational Health and Safety Act 85 of 1993 as amended

and Compliance to Business Connexion Group's Compensation Occupational Injuries and Diseases Act (COID) requirement shall be the submission of a VALID Letter of Good Standing from the Workmen's Compensation Commissioner as stipulated in Section IX of the COID Act is mandatory.

- (iv) The Supplier should have a Health and Safety Policy.

4.4 Environmental Matters and the Community

- (i) Suppliers should support a precautionary approach to environmental challenges and should undertake initiatives to promote greater environmental responsibility and encourage the development and diffusion of environmentally friendly technologies;
- (ii) Suppliers shall comply with all local environmental legislation such as: Acts, Regulations, Notices and South African National Standards in the absence of the said Acts, Regulations and Notices. In addition, suppliers shall comply with all local environmental laws and regulations where and when applicable in the execution of any Business Connexion Group related activities, be it goods or services.
- (iii) Business Connexion Group requires of its Suppliers to play an important role in improving and promoting a clean environment by expedient use of environmentally friendly raw materials during product manufacture or service provisioning. The reduction of its carbon footprint and auditable waste management by Suppliers should be in line with acceptable standards. The Supplier shall have an Environmental Policy.
- (iv) Business Connexion Group requires its Suppliers to maintain a strong commitment to responsible environmental management, waste minimisation, reduction of climate change impacts and sustainable water, refrigerant gases and energy management.

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- (v) Business Connexion Group requires its Suppliers to be environmentally responsible and ethical in the manufacturing of goods, including the components used in the manufacturing of goods.
- (vi) Suppliers shall engage with communities and invest in society in a way that makes effective use of resources including the support for charitable organisations.

4.5 Compliance and implementation

4.5.1 Privacy

Business Connexion respects privacy and requires Suppliers to also respect privacy of data subjects.

Suppliers will:

- (i) collect, uses, hold and otherwise process personal data responsibly, lawfully.
- (ii) collect personal data in an open and transparent fashion and provide fair and reasonable choices on its collection and use.
- (iii) apply applicable privacy management measures and monitor compliance with privacy commitment.
- (iv) build privacy and security into the design of our products and services; and
- (v) employ appropriate safeguards to protect personal data against unauthorised use or disclosure.

4.5.2 Licences and Returns

The Supplier will be required to obtain and renew, in accordance with any law or regulations all permits, licences and authorisations required for it to carry out its business.

4.5.3 Taxation, Financial Integrity and Retention of Records

- (i) Suppliers will comply with all local tax laws.
- (ii) Suppliers will be required to maintain accurate and reliable financial and business records and shall not have any false or inaccurate accounting books or records related to Business Connexion Group for any reason. Suppliers shall maintain all business records at the minimum in compliance with the provisions outlined by the

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South African Revenue Tax Authority SARS) or local revenue authorities from time to time.

- (iii) When any government investigation or audit is pending or ongoing then Suppliers will not destroy any relevant records until the matter has been investigated and closed.
- (iv) Suppliers are required to ensure a secure and accessible manner for the storage of all records in accordance with the retention periods of applicable legislation.

5. BRAND MATTERS

5.1 Brand Damage

Suppliers should with their best endeavours always act in such a manner that they not directly/indirectly damage Business Connexion Group's brand through the execution of their contract.

5.2 Name Usage

The Business Connexion Group names, trademarks and brands shall not be used by a Supplier under any circumstances unless specifically authorised by Business Connexion Group. Any request to use the Business Connexion Group name, brand, and any depiction of the logo must be formally cleared with Business Connexion Group's Marketing and Communications Division.

6. DUTY TO REPORT

- (i) Business Connexion Group as a responsible corporate citizen, has a zero-tolerance policy towards corruption, fraud, crime and misconduct. It is therefore the duty of every Supplier, its employees, representatives, sub-contractors and third parties with whom Business Connexion Group conducts business to disclose information relating to fraudulent conduct, unethical behaviour, crime and misconduct
- (ii) Matters can be reported to the Business Connexion Group Whistle-blowing line at 0800 003 316 or by contacting Business Connexion Group's Ethics Office at ethics@bcxgroup.com

7. VARIATION

Business Connexion Group reserves the right to vary this Code at any time.

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8. CONCLUSION

This Code constitutes the entire understanding between the parties and supersedes any prior written or oral agreement or understanding with respect to the subject matter hereof.

SUPPLIER RESPONSE:

I, _____ in my capacity as
_____ hereby indicate that my company
_____ complies with Business Connexion
Group's Supplier Code of Conduct.

.....
Signature

Date: ____/____/2015