BARLOWORLD GROUP
ETHICS AND COMPLIANCE FRAMEWORK

APPROVAL AND OWNERSHIP

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<td>Group Risk and Sustainability Committee</td>
<td>11 November 2014</td>
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REVISION HISTORY

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ETRICS AND COMPLIANCE FRAMEWORK

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CHAPTER 1
BACKGROUND

This chapter has 4 sections as follows:

A: The Ethics and Compliance Framework
B: Roles and responsibilities
C: Reporting requirements
D: Consequences of non-compliance

Barloworld is driven by the maxim of creating sustainable value for all its stakeholders. What sets us apart is our ability to develop and maintain mutually beneficial long-term business relationships. We like to call this the "Barloworld Way."

Clive Thomson, CEO of Barloworld, introduces the Worldwide Code of Conduct by reaffirming the commitment to maintaining high ethical standards, and the responsibility of every employee to protect the reputation of the company. The Code sets high expectations of what we stand for, what we believe in and how we put our values in action across the company.

Barloworld expects all its stakeholders to act in accordance with high levels of personal and professional integrity and to comply with all applicable laws, regulations and policies of the company.

The Barloworld Worldwide Code of Conduct sets out the group commitment and reinforces the principles of anti-bribery and corruption and a culture of high personal standards. Barloworld is a signatory to the United Nations Global Compact and applies the Global Reporting Initiative (GRI) indicators to align with global reporting practices. Furthermore Barloworld is listed in the JSE SRI sustainability index, makes full disclosures to the international Carbon Disclosures Project (CDP) and obtains third party assurance for material sustainability information.

The Barloworld group is committed to responsible business conduct and best practices. All group activities are guided by the governance framework of ethics, codes of conduct, policies and commitment to legal compliance.

As a responsible corporate citizen, Barloworld adopts a broad stakeholder-based approach to governance. A core competency of the group is to leverage systems and best practices across our chosen business segments.
A: THE ETHICS AND COMPLIANCE FRAMEWORK

1. SCOPE

1.1 To whom does the framework apply?

The Ethics and Compliance Framework (the E&C framework) applies to all group companies, divisions, business units and business operations and joint venture partners where Barloworld exercises management control.

It is emphasised that the framework applies equally to both legal entities and divisional operations, including those joint ventures that are under Barloworld management control.

The scope of the framework is all business activities conducted by the group whether with the private sector or the public sector and in all countries in which the group operates.

This framework must be effectively applied and managed to support full compliance with all applicable laws in the countries in which Barloworld operates.

1.2 What is included in the E&C Framework?

The E&C framework should be read in conjunction with the Barloworld Worldwide Code of Conduct.

The scope of the E&C framework is all Barloworld group policies that have been identified and agreed as “key compliance priorities” at a group level, according to the definition provided in paragraph 4.2 below. In addition, the scope includes all other policies that are defined as “key compliance priorities” at a divisional level, according to the definition provided in paragraph 4.2 below.

These key priorities may change from time to time according to the reporting requirements of the various main board sub-committees and the approval process set out below.

2. OBJECTIVES

The E&C framework sets a standard that is expected of all Barloworld operations within the scope as defined above.

The framework is not a procedure manual and does not prescribe procedures. Management discretion is required to determine the specific operational procedures that need to be designed
and applied to implement the required standards. The key objectives of the E&C framework are as follows:

2.1 **Comply with legal and regulatory requirements**

The legal and regulatory environment establishes the compliance requirements for Barloworld in respect to all applicable laws in all the countries in which it operates.

This mandatory compliance also includes the policies, procedures and structures adopted by Barloworld to respond to the legal and regulatory environment.

This may include various projects or other initiatives that may be required from time to time such as when new legislation is introduced or when new systems are developed.

2.2 **Comply with voluntary standards**

Barloworld also voluntarily adopts certain internal standard of excellence as well as external standards of good practice. Once approved at a Group level, implementation of these voluntary standards becomes compulsory for all Barloworld entities, divisions and business units.

The voluntary standards may also be supported by policies, procedures and structures as well as projects and other initiatives.

2.3 **Establish accountability for compliance and evidence**

The roles and responsibilities that need to be in place to manage the ethics and compliance framework are defined in section 3 of this chapter.

The Ethics and Compliance framework is designed to demonstrate that an ethical culture is an integral part of the way that Barloworld conducts its business and that there is a continuity of compliance standards including ongoing reporting through established governance structures.

A trail of evidence of key activities is required to demonstrate accountability and the ethics and compliance framework sets out the expected approach for Barloworld.

2.4 **Assurance**

The framework sets out the principles for providing assurance that the ethics and compliance requirements of Barloworld are being upheld.

These assurances are reported to the relevant Board sub-committee, in accordance with their requirements, which are separately communicated from time to time. It should be noted that different main board sub-committees may have different reporting requirements.
3. THE NEED FOR COMPLIANCE DOCUMENTATION

This regulatory context demands a high level of transparency and accountability from all corporate businesses. This in turn means that a rigorous and disciplined compliance process supports and sustains the corporate governance and risk management systems and structures that direct the business activities.

4. THE E&C FRAMEWORK

The E&C framework has several parts. Three main areas of activity may be highlighted and these are:

- Ethics and Governance
- Compliance
- Reporting

These are briefly introduced here. Chapters 2 and 3 expand the detail on the areas of ethics and governance and compliance respectively and the checklists define the required activities. An overview of the reporting requirements is set out in section C below.
4.1 Ethics and Governance: Building an Ethical Culture

The ethics framework sets out the ethical foundation and governance of Barloworld. It includes, among other things, the Code of Ethics and the Worldwide Code of Conduct.

Building an ethical culture is an ongoing process and Barloworld has been driven throughout its long history by its core values and the Barloworld Way of doing business.

Values are at the heart of the way we conduct ourselves and are demonstrated in the choices and decisions we make on a daily basis. Evidence of the commitment to our values is not in any individual action or initiative but rather in the combined and systemic way in which we conduct the business on an ongoing basis.

“At Barloworld, while we conduct our business within the framework of applicable laws and regulations, for us, compliance with the law is not enough. We strive for more than that. Through our Code of Conduct, we envision a work environment all can take pride in, a company others respect and admire and a world made better by our actions.”

The Worldwide Code of Conduct defines a benchmark of excellence and this provides the context in which the compliance standards operate.

4.2 Compliance Standards

4.2.1 Mandatory and voluntary standards

The E&C framework recognises both mandatory and voluntary standards.

The requirements set out in the E&C framework are outcomes rather than specific procedures. Where examples of procedures that meet the requirements are provided, these procedures may be applied at the discretion of divisional executive management according to the needs of the business.

Compliance means adhering to standards and policies that are defined and designed to comply with:

- all applicable legal and regulatory requirements in all the countries in which Barloworld operates (i.e. the mandatory requirements)
- standards adopted voluntarily by the Barloworld group where implementation is compulsory for all legal entities, divisions or business units (i.e. voluntary standards)

In each case the requirements, whether mandatory requirements or voluntary standards, are supported by the allocation of resources, roles and responsibilities as well as processes and structures including but not limited to policies, projects and other initiatives.
Some of these activities are ongoing and others are once off projects such as may be required when new legislation is introduced or when a new reporting process is developed.

From time to time, from the universe of mandatory requirements and voluntary standards, the governance of certain subject areas may be elevated at a group level to a main board sub-committee; or at a divisional level to an appropriate divisional executive committee. These are called “key compliance priorities”.

When a key compliance priority is approved at group level, then the reporting requirements will be defined by the relevant main board sub-committee or by the group ethics and compliance champion or by group general counsel, according to the subject matter. The reporting requirements may be communicated in a separate document and may include details of relevant policies and other specific compliance requirements.

Likewise, when a key compliance priority is approved at a divisional level, the reporting requirements should be determined and communicated according to divisional requirements.

4.2.2 Identification of key compliance priorities

On an annual basis, there should be a process at group level and at divisional level, that considers the legal and regulatory environment to determine a set of key compliance priorities for the coming year and, if required, for a longer period of time.

For key compliance priorities at a group level, the group ethics and compliance champion should establish a process of consultation to identify key compliance priorities for the Barloworld group and ensure that the key compliance priorities are approved at the appropriate group executive committee or other approval process defined by the group executive committee. Documentary evidence should be retained of the motivation and approval of these key compliance priorities and the communication to all divisions and business units in the group according to the needs of the business.

At a divisional level, the process by which additional key compliance priorities are identified is a matter for each divisional to determine. The identification of additional key compliance priorities at a divisional level should be determined in accordance with any high priority legal and / or regulatory requirements that may be apply specifically to the division concerned.

4.2.3 Approval of key compliance priorities and related initiatives

It is a requirement that for key compliance priorities, at both group and divisional level, there is a defined process for the approval of key compliance priorities and the related initiatives that are derived from these priorities.
Further, there should be documentary evidence of the process and related approvals.

### 4.2.4 The role of policies as minimum required standards

A policy may be developed at a Group, legal entity, divisional or business unit level according to the needs of the business.

Key compliance priorities and policies are related but the existence of a policy (either at group or divisional level) does not in itself create a key compliance priority.

In addition, not all regulatory requirements, nor all voluntary standards need a policy. A policy will be developed where there is a need to communicate and clarify minimum requirements and outcomes that must be implemented. A policy is particularly necessary where the application of the standards impacts many areas of the business or represents a risk to the business.

In some cases, the responsibility for compliance may rest with a small group of people in a specialist area, in which case there may be agreement on appropriate procedures without a policy being published.

Where a policy does exist, at Group, legal entity, division or business unit level, then a minimum required standard is established and compliance becomes compulsory.

If there is any concern or impediment to achieving full compliance with any policy, then this must be reported immediately to the divisional legal advisor and/or Group General Counsel in accordance with established procedures.

### 4.2.5 Procedures to implement the required standards

It should be noted that, in some cases, procedures may be defined in addition to the required outcomes or standards. This can arise for two reasons. First, procedures may be specified in the legal regulations. Alternatively, group executive management may determine that a specific control or procedure is compulsory for all Barloworld entities, divisions and business units.

Notwithstanding these two situations, in most cases, procedures to implement the mandatory requirements and voluntary (but compulsory) Barloworld standards are defined at the discretion of divisional executive management.

Divisional legal advisors should be consulted if there are any questions about requirements related to any legal compliance matters.
4.4 The Checklists

4.4.1 What is the purpose of a checklist?

The E&C framework does not attempt to set out or list all the Barloworld standards and policies. However, guidance is provided on certain activities for ethics and compliance. These activities are set out in 2 checklists, provided in chapters 2 and 3 of this document.

The checklists are aimed at setting some common criteria against which compliance with a policy or standard may be assessed.

4.4.2 Approval of alternative requirements

In a limited number of cases, there may be reasons why a specific requirement cannot be fulfilled due to some restriction related to a local legal or regulatory situation or other limitation. Where this arises, a written motivation should be prepared documenting the name of the entity or divisions involved, the reasoning and background to the issue and a proposed alternative requirement that may be substituted for the particular element that is problematic.

This motivation should be submitted to the group ethics and compliance champion for approval, with a copy to the group ethics and compliance specialist.

After approval of an alternative, then the checklist in that particular entity or division may be amended accordingly. Evidence of the motivation and approval needs to be retained for audit purposes.

4.4.3 The Ethics Checklist

The Ethics Checklist is a measurement tool.

It is not a definitive list but it is a useful tool that establishes certain compulsory activities that should be in evidence in all Barloworld group companies, divisions and business units.

This checklist therefore facilitates reporting and enables comparison between companies, divisions and business units.

Additional activities in the checklist may be included at the discretion of divisional executive management according to the needs of the business.
4.4.4 The Compliance Checklist

The compliance checklist is a generic assessment and measurement tool to facilitate reporting and enable comparison between companies, divisions and business units. Each element describes a generic requirement, drawn from good practice guidelines and existing Barloworld practices.

The checklist may be applied by any company, division or business unit. It may be applied to any compliance standard including a regulatory requirement, a Barloworld policy or other voluntary standard. It is a generic checklist and is not aimed at any specific legal, regulatory or voluntary standard.

Additional activities in the checklist may be included at the discretion of divisional executive management according to the needs of the business. Some optional elements are included for their consideration and these are clearly highlighted by way of the grey shading.

4.4.5 Evidence may be subject to audit

While the completion of the checklist does indicate a subjective assessment, the questions and criteria are sufficiently detailed to limit the degree of subjectivity.

Furthermore, as a general principle, the response to a particular question or criteria should be based on documentary or other evidence that should be available for audit or capable of being audited if required.

B: ROLES AND RESPONSIBILITIES

5. GROUP

5.1 Board sub-committee oversight of ethics

Certain main board sub-committees have responsibilities for ethics and compliance matters and these are managed in accordance with their mandates.

5.2 Key roles: Group

There are three primary roles at executive level at a group level. The ethics sponsor, the ethics champion and the ethics and compliance specialist and/or coordinator.

The sponsor of the ethics strategy and management allocates, manages and controls the required resources, financial and non-financial. This role is necessary as ethics management requires resources in order to be managed in a focused and structured manner.
The **group ethics champion** is the main board director or senior executive tasked with driving ethics management and to giving it high visibility and ongoing support. The credibility of ethics management and ultimately its success may depend upon the choice of individual who fulfils this role. The King Practice Notes describes this portfolio as having responsibility for the strategic commitment of the business to ethical standards and objectives.

There is also a coordinating role that provides the link between the Board portfolio and the divisional ethics and compliance specialists. The role of the **group ethics and compliance specialist and/or coordinator** would be to ensure that policies and standards are cohesive and consistent; to encourage sharing of skills and knowledge; and to support the group ethics framework so that both the needs of the group and the divisions are balanced and coordinated.

### 6. COMPANY, DIVISION AND BUSINESS UNIT

#### 6.1 Executive committee oversight of ethics

Each company, division or business unit should establish governance and reporting structures as appropriate to the needs of their business. These structures should take into account the overall objectives of the E&C framework, the reporting requirements of the Barloworld group and the minimum requirements set in various group and divisional policies.

#### 6.2 Key roles: Company, division or business unit

There are essential roles at executive level of the company, division or business unit depending on the needs of the business and this is the ethics champion.

The **ethics champion** for each company, division or business unit performs a similar role as the group ethics champion but at the company, division or business unit level. Each division requires an individual to drive the ethics at a strategic level and to be responsible for managing resources for divisional ethics management.

Other resources at operational level may be allocated according to the key ethics and compliance priorities determined from time to time. **Operational or business unit managers** have responsibility for integrating ethics and compliance requirements into the operational or business unit processes. The commitment of operational managers is critical to the success of ethics and compliance management. A participative or collaborative process is therefore likely to yield better results and achieve a higher level of integration within operational functions.
C: REPORTING REQUIREMENTS

7. GENERAL

Reporting requirements are set from time to time by various governance bodies at group and divisional level and are therefore subject to change.

7.1 Group reporting requirements

The group reporting requirements may change from time to time according to the needs of the group executive committee or one of the Board sub-committees.

These requirements will be advised accordingly by the group ethics champion or the group ethics and compliance specialist according to the instructions from the above-mentioned committees.

7.2 Company, division or business unit reporting requirements

Reporting requirements for each company, division or business unit vary according to the needs of the business. These requirements are therefore contained elsewhere and by their nature, cannot be included in this overview.

Reference should be made to instructions from the relevant executive committee or Board.

D: CONSEQUENCES OF NON-COMPLIANCE

The Worldwide Code of Conduct establishes a positive expectation that all employees of the Barloworld group support the values of integrity, teamwork, excellence, commitment and sustainability. However, even with the best of intentions, there must be clear consequences if the standards are not applied.

Any unethical conduct and/or non-compliance with the Code of Ethics, the Worldwide Code of Conduct or with the E&C Framework, whether intentional or unintentional, undermine our values of integrity and excellence, and are not acceptable.

In the event of any failures of compliance with any Barloworld policy, strict disciplinary procedures will be applied. In some cases, the breach of a policy could amount to a material breach of the contract of employment constituting to gross misconduct. This may result in dismissal and/or criminal proceedings being instituted.

The consequences of non-compliance should be made known to all employees as appropriate.
CHAPTER 2
GOVERNANCE:
BUILDING AN ETHICAL CULTURE

1. INTRODUCTION

1.1 Tone at the Top and Top-level commitment

Building an ethical culture is an ongoing process and Barloworld has been driven throughout its long history by its core values and the Barloworld Way of doing business. It’s about tone at the top and top-level commitment.

“Tone at the top” is about building an ethical culture in a consistent manner that develops over time and is self-perpetuating; it is an ongoing systematic process that is embedded in the structures of the business; it is not a series of fragmented episodes. It follows that “ethics” and “tone at the top” are not additional actions but rather they are the way in which we conduct all activities in the business.

In the words of Clive Thomson, the CEO of the Barloworld Group:

“While we conduct our business within the framework of applicable laws and regulations, for us, compliance with the law is not enough. We strive for more than that. We envision a work environment all can take pride in, a company others respect and admire, and a world made better by our actions. Together, we are laying the foundation for the values-based culture that will carry us forward to even higher levels. Together, we are upholding the reputation of our great company and strengthening it for tomorrow.”

1.2 Creating a trail of evidence

While discretion may be exercised by divisional executive management, all Barloworld companies, divisions and business units (including joint ventures under management control) are nonetheless fully committed to actively cultivating and building the ethical culture and values of Barloworld.

The current regulatory environment requires that we not only commit to conducting our business in an ethical manner but that there is credible evidence to support these commitments.

Evidence of our commitment to our values and building an ethical culture will not be found in any individual act or event but rather in the ongoing combination of activities that are integrated into the
way we do business. The focus should be on maintaining a trail of evidence of the activities collectively rather than on any individual specific activity.

Evidence should be kept up to date and unless specific policies or reporting requirements specify a different period, then the Barloworld standard is that evidence within a 24-month period of any reporting date is considered to be current.

1.3 King III governance standards provide a guideline

The principles of King III provide a guideline to assess and monitor the ethical culture and governance of Barloworld against the expected standards for South African listed companies.

The King III Report Chapter 1 on Ethical Leadership is therefore used as the basis for the “Ethics Checklist” that sets out some of the compulsory activities against which the ethical foundation of the business may be assessed. The Ethics Checklist is a tool for the purposes of conducting a high level assessment and reporting on the outcomes of the assessment.

1.4 How to use the checklist

There are five sections in the checklist comprising a total list of 34 requirements that are compulsory.

The Ethics Checklist may be applied to any Barloworld group company, division, business unit or joint venture under management control, where evidence is sought that management actively cultivates and builds a culture of ethical conduct.

Where examples are provided, then divisional executive management may exercise discretion regarding the specific procedures that are implemented, as appropriate to the business need.
2. THE ETHICS CHECKLIST: AN ASSESSMENT AND REPORTING TOOL

The checklist is not a definitive list and is not a minimum requirement but it is a useful tool that establishes certain compulsory activities that should be in evidence in all Barloworld group companies, divisions and business units. This checklist therefore facilitates reporting and enables comparison between companies, divisions and business units. The activities in the checklist may be expanded at the discretion of the divisions according to the needs of the business.

PLEASE NOTE: Detail not included in this version of the document.

2.1 Building an ethical culture
2.2 Code of Conduct
2.3 Key priorities for ethics and compliance
2.4 Integration of ethics and compliance into business operations
2.5 Reporting and independent assurance
CHAPTER 3
CONTINUITY: COMPLIANCE STANDARDS

1. THE COMPLIANCE CHECKLIST:
A GENERIC ASSESSMENT AND REPORTING TOOL

The compliance checklist described here is a generic assessment and measurement tool to facilitate reporting and enables comparison between companies, divisions and business units. Additional activities may be added to the checklist at the discretion of the divisions according to the needs of the business.

The checklist may be applied by any company, division or business unit; it may be applied to any compliance standard including a regulatory requirement, a Barloworld policy or a voluntary standard.

Each element describes a generic control, process or procedure, drawn from good practice guidelines and existing Barloworld practices. Please note that any reference to a policy also means a standard or a required procedure even if not specifically stated.

1.2 Evidence for audit or assessment purposes

Care should be taken to respond according to currently available evidence rather than on past experience or verbal assurances. Evidence should be kept up to date and unless specific policies or reporting requirements specify a different period, then the Barloworld standard is that evidence within a 24-month period of any reporting date is considered to be current.

While not every exercise requires evidence to be submitted, the general principle to apply in responding to each question is to consider the nature and availability of evidence to support the answer given.

Whether or not the question specifies the nature of the evidence, the response to each question should be supported by documentary or other evidence that may be made available for independent audit or other internal or external assessment.

The audit or assessment is part of the quality control procedures that may be applied according to the needs of the specific compliance exercise.
1.3 **Scope**

As a generic checklist, the scope depends on the purpose of the specific assessment being conducted. The entity to which the questions refer will vary according to the requirements of each assessment.

Please note that where appropriate, additional questions may be added for a specific purpose or to cover the requirements of a specific legal, regulatory or voluntary standard. These additions would be made according to the scope and objectives of a particular compliance exercise.

The Compliance Checklist may be applied to any Barloworld group company, division, business unit or joint venture under management control, where evidence is sought that practices are in compliance with a legal or regulatory requirement, a Barloworld policy or procedure or a voluntary standard.

1.4 **Structure of the Compliance Checklist**

The Compliance Checklist has the following 6 sections:

1: Administration
2: Communication and Training
3: Managing and monitoring
4: Incident response and investigation
5: Compliance and incident reporting
6: Process Improvement

**PLEASE NOTE: Detail not included in this version of the document.**

2. **THE COMPLIANCE CHECKLIST: AN ASSESSMENT AND REPORTING TOOL**

When applying the checklist:

- evidence must be available to support all responses
APPENDIX
DEFINITIONS

BRIBERY

Bribery is when a person offers, promises or gives a financial or other advantage to another person and where the intention is to bring about the improper performance of a function or activity or where the acceptance of the advantage offered, promised or given in itself constitutes the improper performance.

Bribery also takes place when a person requests, accepts or receives a financial or other advantage from another person and where the intention is to bring about the improper performance of a function or activity or where the acceptance or receipt of the advantage in itself constitutes the improper performance.

COMPLIANCE STANDARDS

Compliance standards refer to compulsory Barloworld standards and policies defined and approved at Group, legal entity, divisional or business unit level.

1. A policy defines the expected minimum standards that are compulsory.
2. A standard is a generic term that refers to the nature of a requirement and the manner that it is executed. A standard implies a level of excellence, quality or performance.
3. A procedure is a generic term that refers to actions or steps taken to execute a planned business, business decision or standard...

CORRUPTION

Corruption is giving or offering; receiving or agreeing to receive; obtaining or attempting to obtain any benefit which is not legally due to or by a person who has been charged with a duty or power by virtue of any employment, to do any act or omit to do any act in relation to that power or duty.

EMPLOYEES

All staff employed by Barloworld, whether in permanent or temporary employment. Executive directors and executive management are also employees of the company.
EXECUTIVE MANAGEMENT

All executive directors of the group and divisional boards; executive directors of legal entities, members of the divisional executive committees, business unit heads, general managers and corporate office functional heads.

FRAUD

Fraud is the unlawful and intentional false representation or concealment of facts resulting in actual or potential prejudice to another.

THE GROUP

The Barloworld group of companies including all subsidiaries and associate companies; divisions, business units and business operations wherever they are situated in the world, including joint ventures under management control.

THIRD PARTY SERVICE PROVIDERS AND SUPPLIERS

Include agents, intermediaries, joint venture partners, representatives, consultants, subcontractors and professional advisors who provide services for or on behalf of Barloworld or a Barloworld company, division, business unit or business operation. They are subject to the control and/or influence of the company and therefore its sphere of responsibility.

Independent third parties who provide services to Barloworld do not fall under the specific provisions of the UK Bribery Act.