

NOTE:

THIS UNDERTAKING MUST BE USED FOR ALL RELEVANT CONTRACTS WHERE THE DIVISIONAL HEAD LEGAL DEEMS IT APPROPRIATE. IT SHOULD BE INCLUDED AS AN ANNEXURE TO ALL SUCH CONTRACTS. PLEASE ADD DETAILS OF LOCAL ETHICS HOTLINE NUMBERS AND WEBSITE.

SUPPLIER AND SERVICE PROVIDER CODE OF CONDUCT

Supplier and service provider standards for doing business with Barloworld

We set out below the required standards for doing business with Barloworld or a Barloworld group, subsidiary, division or business unit.

Legal and ethical standards

The supplier or service provider shall comply with all laws applicable to its business and the laws of the countries in which it conducts its business.

Barloworld requires its suppliers and service providers to support the United Nations' Universal Declaration on Human Rights and the International Labour Organisation's Declaration of Fundamental Principles and Rights at Work.

The supplier or service provider is also required to comply with international anti-bribery and local anti-bribery and corruption legislation, where applicable to its business.

Specifically, the supplier or service provider is required to comply with the following minimum standards:

Labour:

The supplier or service provider may not directly or indirectly use any form of forced or compulsory labour or child labour. The supplier or service provider must not employ children under the age of 15 (or higher age if local law sets a higher limit).

Where applicable, the supplier or service provider must ensure that all employees are permitted to participate in collective bargaining, without fear of intimidation or reprisal and be free to choose whether or not to do so.

The supplier or service provider should promote diversity and must not discriminate in employment and occupation on such grounds as race, religion, disability, national origin, colour, gender, sexual orientation, age and/or physical or mental disability, or other unfair discrimination.

Health, Safety and Environment:

The supplier or service provider must comply with applicable health, safety and environmental laws, regulations and standards and provide a healthy and safe working environment to prevent accidents and injury and promote safety throughout the supply chain. The supplier or service provider recognises its responsibility towards the environment and maintains proper systems to prevent and/or minimise potential hazards.

Improper payments, fraud, corruption and bribery:

The supplier or service provider must comply with local legislation on fraud, corruption and bribery as well as international anti-bribery legislation, where applicable to its business. The supplier or service provider must not offer, demand or accept a bribe, payment, gift, benefit or other service that seeks to influence the behavior or conduct of others or seeks to be influenced.

Compliance to ethical standards within the supply chain:

The supplier or service provider understands that it has responsibility for its own supply chain and for managing standards of conduct within its supply chain. It therefore agrees to encourage and promote high ethical standards and adherence to international best practices in human rights, health, safety and environmental standards when undertaking its contractual obligations towards Barloworld.

Compliance with the Supplier Code of Conduct

The supplier or service provider is required to communicate the content of this Supplier Code of Conduct to its employees and to its subcontractors and other business partners who are involved in supplying products and services to Barloworld and to ensure their adherence to these standards.

Barloworld reserves the right, upon reasonable notice, to make such enquiries as it may deem appropriate to confirm compliance with the Code of Conduct and if non-compliance is confirmed, to require the supplier or service provider to take remedial action and to prevent any recurrence.

In the spirit of transparency and open reporting, should the supplier or service provider become aware of any circumstance or action that is, or may be, in breach of this Code of Conduct, we request that the matter be reported to the Barloworld Group Ethics Line at www.tip-offs.com which is administered by an independent service provider in accordance with the Barloworld Global Whistle-Blowing policy.

Any breach of this Code of Conduct will be considered to be a material breach of contract by the supplier or service provider and Barloworld reserves its right of action under the terms of the main agreement.

Compliance declaration:

The supplier or service provider acknowledges its agreement to and acceptance of this Code of Conduct by appending the authorised signature below:

Signed at _____ on this _____ day of _____ 20xx

Signature _____ Name _____

Designation _____

For and on behalf of _____ Name of Legal Entity
(Supplier or Service Provider)

FINAL APPROVED 1 OCT 2018