

1. Purpose and Scope

- 1.1. Grobank is committed to a policy of fair dealing and integrity in the conduct of its business. This commitment, which is actively endorsed by the Board of Directors (“the Board”) of Grobank Limited, is based on a fundamental belief that business should be conducted honestly, fairly and legally.
- 1.2. Grobank upholds the protection of human rights as contained in the Bill of Rights and South African Constitution and therefore we embrace and support the values pertaining to human rights.
- 1.3. This Supplier Code of Conduct (“Code”) sets out our (“Grobank’s”) principles and expectations as to how companies that supply goods and services to Grobank (“Suppliers”), including their representatives and employees (together “Supplier’s employees”) are to conduct business and deal with us.
- 1.4. We offer financial service to drive economic growth and development in South Africa.
- 1.5. Grobank is committed to continuously improve a compliance and an ethical culture that is driven by Grobank core values:
 - G** Growth: We use our talents, courage and expertise to grow people, businesses and communities, while protecting the environment. Each of us is accountable for growing the success story.
 - R** Respect: By embracing our differences, we build trust, respect and great relationships, while we nurture the social wellbeing of our country.
 - E** Excellence: We recognise and celebrate individuals who exceed expectations and make a difference.
 - A** Absolute integrity: We are honest, ethical and fair in all interactions – without compromise.
 - T** Teamwork: We enjoy ourselves at work. We share strategies, ideas and achievements.
- 1.6. Our business, including all our employees, has a duty to comply with applicable laws and regulations, and we are expected to behave responsibly and ethically. We expect our Suppliers to operate with values comparable to ours and in a manner that is consistent with prudent business practices.
- 1.7. “Supplier” means any firm or individual that provides a product or service to Grobank, its subsidiaries or to any of its clients, directly or indirectly. The term is used in a broad sense in the Code and term includes investors of the Bank.

2. Business Integrity

2.1 Laws, Regulations and Standards

We strive to connect our strengths with our suppliers’ competencies to make full use of the opportunities sustainable development offers. This also implies that we expect our suppliers as well as their suppliers and subcontractors to fully comply with applicable laws and adhere to internationally recognized environmental, social and corporate governance standards.

2.2 Conflicts of Interest

In their relationship with our employees, Suppliers must not try to gain preferential treatment or improper advantage from the relationships they may have with us (for example, as a client). It is required that Suppliers will disclose possible conflict of interests during tender or contracting processes or when it arises.

2.3 Gifts and Entertainment

Suppliers should not use gifts or entertainment, and its quality, quantity or timing, to gain preferential treatment or improper advantage. We expect that Suppliers will keep appropriate records of exchanges of gifts and entertainment with our employees. Gifts and gratuities include (but are not limited to) cash,

electronic fund transfer (EFT), vouchers, airtime, liquor, electronics, clothes, food, beverages, promotional items and product discount, and any other **benefits that are not extended to all employees.**

2.4 Anti-bribery and anti-corruption

Suppliers work against corruption including bribery and ensure that personal relationships do not affect business activities. Suppliers abstain from any money-laundering activities.

2.5 Confidentiality

Should Suppliers become aware of confidential information during dealings with the bank about the bank or our clients, we expect Suppliers to have policies and procedures in place for the proper handling and use of that information e.g. information barriers. These policies and procedures must meet the applicable legal and regulatory requirements to prevent inappropriate access to or disclosure of confidential information. Where required, Suppliers will also have to enter into a non-disclosure agreement with Grobank.

3. Environment

Suppliers comply with all applicable environmental, health and safety regulations. We encourage our suppliers to join us in similar environmental efforts to implement Environmental Management Systems (EMS) as appropriate to their businesses and align with best practice activities including the setting of environmental targets, reducing environmental impacts and reporting on progress made.

3.1 Resources and waste

Our Suppliers use resources efficiently, apply energy-efficient, environmentally friendly technologies and reduce waste, as well as emissions to air, water and soil. Our Suppliers minimize their impact on biodiversity, climate change and water scarcity.

4. Responsible treatment of individuals

Suppliers must abide by the applicable employment standards, labour, non-discrimination and human rights legislation. Where laws do not prohibit discrimination, or where they allow for differential treatment, we expect Suppliers to be committed to non-discrimination principles and not to operate in a way that differentiates unfairly.

4.1 Diversity and inclusion

Suppliers must maintain workplaces characterised by professionalism and respect for the dignity of every individual with whom their employees interact. Suppliers must respect the diversity of their employees, clients and others with whom they interact, including respect for profile, language, religion and gender. Suppliers must not tolerate harassment, discrimination, violence, retaliation and other disrespectful and inappropriate behaviour. Suppliers must respect the dignity of their own employees and others and maintain a respectful workplace that values diversity.

4.2 Human Rights and Employment practices

Our Suppliers support the protection of internationally proclaimed human rights, including minimum wage and working hours. Ensuring that all work is completed voluntarily and without slavery, servitude, forced or compulsory labour and human trafficking.

Suppliers must be able to demonstrate that, in their workplaces:

- child labour is not employed;
- discrimination and harassment are prohibited, including discrimination or harassment;
- the rights of workers to exercise freedom of association and collective bargaining are respected;

- demonstration of formal mechanisms allowing employees to raise concerns of operational or business
- practices that violate laws, regulations or company values and for the concerns to be properly filed, addressed and resolved without the fear of retaliation;
- demonstration of formal mechanisms allowing employee grievances regarding human and labour rights
- violations to be properly filed, addressed and resolved without fear of perceived or actual retaliation;
- all workers are entitled to work and be paid for a minimum level of working hours; that working hours
- are not excessive; and that maximum working hours comply with national laws; and
- reasonable background screenings, including investigations for prior criminal activity, have been done
- to ensure the integrity and good character of the Supplier's employees Clear and uniformly applied employment standards are used that meet or exceed legal and regulatory requirements

4.3 Health and safety

We expect Suppliers to provide a safe and hygienic working environment through proactive management and controls that minimise health and safety risks and support accident prevention. That comply with relevant health and safety laws, to provide all their employees with adequate information and instruction on health and safety concerns and to enable their employees to meet their responsibilities for the maintenance of a healthy and safe workplace. We expect our Suppliers to protect their employees and neighbours' life and health, as well as the public at large against hazards inherent in their processes, products and services.

5. Society

Grobank recognises the impact our procurement practices may have on local society. We encourage our suppliers to avoid decisions that may have a negative social or economic impact on society, including local development. Suppliers should be able to demonstrate employee or corporate initiatives designed to improve the social and economic conditions of those within the local/regional geography. Avoidance of negative impacts resulting from activities considered detrimental to local society, such as encroachment and displacement of indigenous people.

6. Responsible business practices

6.1 Privacy and information security

Suppliers must comply with the Protection of Personal Information Act and Regulations (POPI), which seeks to regulate the processing of personal information, and must use any information obtained through their relationship with us only for the purpose defined to them. Suppliers must process information as per the obligations in the POPI Act and have appropriate information security policies and procedures in place to secure access to our information. Suppliers must notify us promptly of actual or suspected privacy breaches, security breaches, or losses of our information.

6.2 Business resumption and contingency planning

For some services performed by Suppliers, because of the significance to our businesses or the types of activities that may be involved, we expect that the Supplier's business continuity and disaster recovery plans are developed, maintained and tested in accordance with the applicable regulatory, contractual and service-level requirements.

6.3 Outsourcing and subcontracting

We recognise that outsourcing is a practice that Suppliers may use to promote innovation, fill resource gaps, and/or create operational efficiencies. We also recognise that Suppliers may need to use

subcontractors in the performance of services. However, we expect Suppliers not to subcontract the services that they perform for us or outsource activities that directly affect the delivery of goods and services to us, without our prior written approval. In situations where approval is given, it is important for us to know the locations of where the work will be performed, and the parties involved in the provision of the services. In addition, Suppliers must monitor the outsourcing or subcontracting arrangement to ensure it complies with the Suppliers' contractual obligations and with this Code and must be able to provide evidence of such monitoring upon request.

6.4 Avoidance of banned or disputed products and services

Suppliers must avoid the sale, use, marketing, and communications, including advertising, promotion and sponsorship, of banned or disputed products or services as defined by regulations and voluntary codes.

7. Raising a concern

Grobank is committed to conducting all its business activities ethically and in accordance with applicable laws and regulations, and the highest professional standards. Integrity in our business behaviour and in our management, systems is crucial to the success of Grobank, our customers and our shareholders, as well as the fulfilment of our corporate responsibilities.

Grobank whistleblowing policy reflects our commitment to ensuring that concerns of potential breaches of laws, rules, regulations or compliance policy raised in good faith are handled in an appropriate manner and rectified as necessary. Whistleblowing is the process through which you can report, in confidence, such breaches. This could mean fraud, criminal behaviour, ethical issues, behaviour that is not in keeping with our stated values, or breaches of financial services, health and safety or regulatory obligations – or the deliberate concealment of any of those things.

We expect our suppliers to strongly encourage their employees to raise concerns (whistle blow) to Grobank about inappropriate conduct by Grobank or its employees and to make them aware of how to do this.

Our suppliers and sub-contractors can raise any concerns in confidence or anonymously (where permitted) through Tip-offs Anonymous. The hot line for raising concerns is administered independently by Deloitte.

Toll-free call number: 0800 22 44 63 (Whistleblowing Policy) or Grobank Forensics: (011) 634-4388 (office hours only) - You do not pay for the cost of the call. Unique e-mail: fraudprevention@grobank.co.za

If you have access to Internet, you may log an anonymous report by logging onto the Tip-offs Anonymous Website at www.tip-offs.com

8. Monitoring and due diligence

Our relationship with you, our Supplier, is based on mutual trust and respect. You may also demonstrate your commitment to these principles through compliance with your own code of conduct or company policies that embrace these standards. Grobank has a responsibility to conduct appropriate due diligence before entering relationships with key suppliers. This may include, but is not limited to, reviewing copies of employment and health and safety policies and undertaking due diligence with the aim of establishing that none of our suppliers have any association with modern slavery and that they have not been engaged in any activity with an adverse human rights impact.

All suppliers are expected to self-monitor their compliance with our supplier code of conduct and to inform us of any non-compliance. We expect Suppliers to comply with this Code. For some services, because of their significance for our business and the type of activities they involve, we may require a Supplier to periodically confirm in writing to our Procurement department that they meet the requirements of this Code. We therefore expect all suppliers to provide us with responses about compliance with our supplier code of conduct. Our requests for information will be reasonable. In addition, we must be able to monitor and audit a Supplier's control environment. Failure to comply with this Code may result in termination of a Supplier's relationship with us.