



# Supplier Code of Conduct

VERSION: 2.0

ELABORATED IN:  
April 2024

ELABORATED BY:  
Ethics and Conduct Risk



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### Document Control

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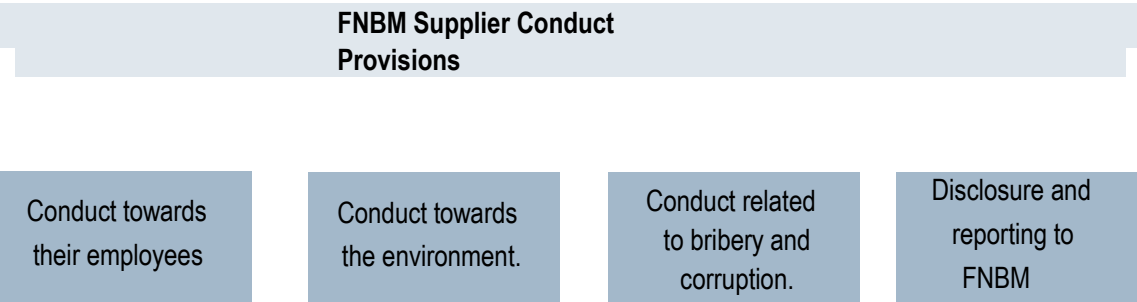
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**1. WHY DOES FNBM HAVE A SUPPLIER CODE OF CONDUCT?**

The FNBM code of ethics sets out FNBM's commitment to high levels of ethical behavior, integrity and fairness in all business dealings. FNBM interacts with various suppliers for the provision of products and services and aims to develop responsible and sustainable relationships with them.

While FNBM values its suppliers and carefully selects them to ensure that business requirements and governance standards are met, FNBM expects that all suppliers ascribe to its conduct standards and demonstrate an applied commitment to good governance, ethical conduct and sustainability.

The FNBM supplier code of conduct (the code) sets the conduct standards FNBM expects from its suppliers across three areas: supplier conduct towards their employees, the environment, and bribery and corruption. The code further sets out disclosure and reporting requirements which suppliers must fulfil prior to and during their engagements with FNBM.



**2. SCOPE**

**2.1 Who does the code apply to?**


The code applies to suppliers of FNBM operations locally, including contractual relationships via any of its operations or representatives.

**2.2 Who is a supplier of FNBM?**

A supplier, service provider or vendor of FNBM is anyone who supplies goods or services to any FNBM operation locally and/or internationally.

**2.3 Impact of local laws and legislation?**

FNBM suppliers are expected to comply with all local laws, legislation and regulations. The conduct provisions set in the code is also applicable for all FNBM suppliers, and constitute an additional conduct standard, considering Mozambican laws.

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### 2.4 Privacy requirements

Where a supplier, in terms of a contract or mandate, processes personal information within the FNBM, 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 FNBM's data protection policy for suppliers, which is accessible on FNBM website and intranet.

FNBM regards the protection of the personal information of its suppliers as very important and to achieve this, it follows general principles in accordance with applicable privacy laws. Accordingly, FNBM has developed a supplier and business partner privacy notice (notice), which is provided to the suppliers on the onboarding process. It enables its suppliers and business partners to understand how FNBM collects, uses and safeguards their personal information.

The supplier is accordingly required to familiarize itself with the notice.

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

### 2.5 FNBM Code of Ethics

The FNBM code of ethics is the primary document that describes FNBM's commitment to ethical conduct. This document and any amendments and revisions thereof, is available on FNBM intranet, additionally refer to supplier ethics check (refer to **Annexure B**).

## 3. SUPPLIER CONDUCT PROVISIONS

### 3.1 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:

- create a fair and ethical workplace.
- treat their employees with dignity and respect;
- ensure that their employees can report workplace grievances and complaints anonymously, and offer whistle-blower protection.
- conduct 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.
- ensure a workplace that is free of harassment and abuse;
- ensure that they do not engage in forced or under-age labour, based on the applicable minimum legal working age per jurisdiction;
- create a safe and healthy workplace environment, in which the employees have the right to report unhealthy working conditions and refuse unsafe work;
- allow their employees freedom of association and collective bargaining;
- ensure responsible and fair remuneration practices for their employees;

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- not engage in any form of human trafficking, slavery, and shall actively monitor and prevent modern slavery and trafficking in their own supply chain; and
- not tolerate any degree or form of sexual exploitation in their own supply chain.

### 3.2 Supplier's conduct towards the environment

FNBM 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 FNBM'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.
- make best efforts to reduce the generation of waste, promote recycling of materials and ensure the responsible management of hazardous substances; and

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.

### 3.3 Supplier's conduct relating to bribery and corruption

In accordance with FNBM's dedication to high levels of integrity and good governance in its operations and all business dealings, participants in its supply chain are expected to comply with the following and undertake that:

- They will familiarize themselves with applicable anti-corruption laws and will not knowingly directly or indirectly engage in any activity or conduct in violation of corruption practices.
- They have instituted and continue to maintain and enforce adequate policies, procedures and training or other measures designed to prevent and detect such corruption, and subsequent impact on their and FNBM's reputation.
- They will not sub-contract their work for FNBM to any party whom they suspect will pay bribes on behalf of FNBM or act contrary to the FNBM philosophy and its promises. Suppliers must ensure that any third parties who are hired will not make, offer, solicit or receive improper payments on behalf of FNBM. Accurate financial records of all payments in relation to FNBM's business must be kept.
- Seek a reciprocal commitment from key subcontractors to actively take steps to prevent, detect and adequately manage any acts of bribery and corruption in their businesses.

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Key bribery and corruption concepts are provided in greater detail below:

<p><b>What is corruption?</b> Corruption is an abuse of a position of trust or the performance of a relevant function or activity to gain an undue advantage or for personal gain. In terms corruption, therefore, entails offer, payments, promises or gifts provided to another with the intention to induce the recipient to misuse his or her official position.</p>	<p><b>What is bribery?</b> 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 person liable to a criminal offense</p>
<p>The <b>gratifications</b> offered or accepted as part of bribery or corruption can be financial (e.g., cash or shares) or non- (e.g. job offer, preferential treatment, hospitality) and can be made either directly or indirectly (e.g. through a third party). examples of gratification could include offering or accepting tickets to events, travel, lodging or transportation in event, offering or accepting meals, drinks or other hospitality, political contributions, charitable contributions 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. FNBM, therefore, seeks to prevent all instances bribery and corruption within the organization. Accordingly, FNB, has zero tolerance for willful and deliberate non- and seeks to achieve full compliance with the letter and purpose of anti-bribery and corruption legislation and regulation.</p>	

FNBM strictly prohibits the following conduct from its suppliers:

- Offering or giving or gratification to an employee of FNBM or any of its representatives to secure an illicit advantage.
- Requesting or soliciting gratification from an employee of FNBM 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 FNBM.
- Attempting to induce a public official, whether local or foreign, to abuse a position of trust or improperly perform a relevant function or activity 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 a 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.

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### 3.4 Supplier's disclosure and reporting requirements

Suppliers must:

- Report all instances of suspected or actual bribery, fraud, theft, corruption, or other unethical practices <sup>1</sup>to the FNBM ethics line. The country FNBM and FirstRand ethics line numbers are listed at the end of this document.
- Upon request, disclose their conduct standards and the way in which it is operationalized.
- Report any conduct which is not aligned to the FNBM's values stated above. This includes, (but not limited to) requests for facilitation payments, theft, fraud, corruption, bribery, misconduct or any type of dishonesty must be reported as soon as reasonably possible to management and the FNBM ethics line on [mozambiqueethicsoffice@fnb.co.za](mailto:mozambiqueethicsoffice@fnb.co.za), additional ethics line contact numbers and email address are made available at the end of this document.

### 4. AWARENESS AND ASSESSMENT

FNBM may, in reasonable circumstances, request confirmation of training of its employees and/or awareness created from its suppliers relating to the conduct standards set out in this document and those prescribed by legislation and/or best practices and are operating effectively.

FNBM may request from its suppliers a risk and control self-assessment (RCSA) be conducted either once off or continuously on a risk-based approach. FNBM may, when a trigger event has occurred, request from its impacted supplier(s) supporting evidence to validate the responses from the RCSA and perform monitoring activities.

<sup>1</sup> Illegal or unlawful behavior; behavior in violation of the FNBM policies, procedures, and rules; behavior constituting a waste of resources; and behavior that goes against the FNBM promises.



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### 5. SUPPLIER'S PLEDGE

#### Supplier's pledge to the FNBM supplier's code of conduct and confirmation of receipt

I \_\_\_\_\_ (person's name),

from/on behalf of \_\_\_\_\_ (supplier company name),

Designation \_\_\_\_\_

Address \_\_\_\_\_

Email address \_\_\_\_\_ Telephone number \_\_\_\_\_

in my capacity as a supplier of FNBM, hereby confirm receipt and acceptance of the FNBM supplier code of conduct.

I represent and attest to the best of my knowledge that in carrying out our responsibilities on behalf of FNBM, neither our owners, officers, directors, employees, or agents have paid, offered, or promised to pay, or authorized the payment directly or indirectly, of any money, gift, or anything of value to any government official or to anyone else, to influence any act or decision of such official or private person to obtain or retain business, or to direct business to any person.


I understand that FNBM may terminate our services for default of any applicable provision and in performing obligations during our engagement with FNBM.

Signed \_\_\_\_\_

Date \_\_\_\_\_

Place \_\_\_\_\_

Should you require more information, please contact the FNBM Procurement department on [procurement.fnbm@fnb.co.mz](mailto:procurement.fnbm@fnb.co.mz).

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**CONTACT**

**Mozambique**

800333312 - VM Deloitte  
 +27 11 929 3332 (call back)  
 MozambiqueEthicsOffice@fnb.co.za

**FirstRand**

**FirstRand ethics line email** [report@firstrandethicsoffice.com](mailto:report@firstrandethicsoffice.com)  
**FirstRand ethics line website** [www.firstrandethicsoffice.com](http://www.firstrandethicsoffice.com)

**Consult the local ethics office, and compliance officers for more details**

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### ANNEXURE A: IN-COUNTRY WEBSITE ADDRESS

FNB Mozambique- <https://www.fnb.co.mz>

### ANNEXURE B: ETHICS CHECK FOR SUPPLIERS

**ETHICS check for Suppliers**  
*Are you doing the right thing?*

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

<b>E</b>	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?
<b>T</b>	Trust	Does your business follow the requirements stipulated in its agreement with the FNBM and ensure mutual trust between both parties?
<b>H</b>	Honesty	Have you disclosed any potential or actual conflicts of interest and reported any conduct not aligned to the FNBM's code of ethics requirements, such as bribery, theft, fraud, corruption undisclosed conflict of interest or any type of dishonesty?
<b>I</b>	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?
<b>C</b>	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?
<b>S</b>	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.fnb.co.mz/> .