

CODE OF CONDUCT FOR BUSINESS PARTNERS

EPSIDON TECHNOLOGY HOLDINGS (PTY) LTD AND ALL OF ITS AFFILIATES ("EPSIDON TECHNOLOGY HOLDINGS GROUP")

Legal Division

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This document (including but not limited to manuals, policies, procedures, forms referenced or included herein) applies to all Affiliated Companies of Epsidon Technology Holdings (PTY) LTD.

“Affiliated Company(ies)” means, in relation to Epsidon Technology Holdings (PTY) LTD, a subsidiary of this entity, or any division or operating branch of each subsidiary of this entity and all of its subsidiaries.

Including but not limited to:

- Epsidon Technology Distribution (Pty) Ltd t/a First Distribution
- Even Flow Distribution (Pty) Ltd
- The Linux Warehouse (Pty) Ltd
- Epsidon Management and Marketing Consultancy (Pty) Ltd
- First Device Management Technology (Pty) Ltd
- Nology (Pty) Ltd
- Cloud Brokerage Services (Pty) Ltd

* This list is subject to amendment at the sole discretion of the Epsidon Technology Holdings (PTY) LTD and will include all affiliates whether listed or not.

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MESSAGE FROM THE GROUP CHIEF EXECUTIVE OFFICER

Our Commitment to Ethics: Building a Brighter Future Together

In the ever-evolving landscape of technology, our journey transcends innovation; it extends deep into the heart of what it means to be a responsible corporate citizen.

As stewards of progress, we understand that success is not measured solely in terms of profits and market leadership. It hinges on the principles that guide our actions and the impact we have on the world around us.

Our commitment is simple: we do not tolerate bribery, corruption, or any form of unethical behavior. We understand that our role as a good corporate citizen extends beyond pure compliance with the law; it encompasses a genuine commitment to ethical conduct.

Our mission is clear - to build a future where technology is not only a force for innovation but also a force for good. We must strive to create solutions that enhance the lives of individuals and the well-being of society as a whole. This mission demands not just a focus on innovation but also a commitment to the highest ethical standards.

To translate this commitment into action, we have and will continue to invest in comprehensive training, robust compliance measures, and a culture that fosters ethical conduct. We will continue providing unwavering support to those who courageously report any suspicions of misconduct.

Together, as an organization of passionate and principled individuals, we have the power to make a difference. We must work together and channel our collective energy into becoming not just pioneers in technology, but also champions of ethics and compliance.

Thank you for your unwavering dedication to our shared values. Let us continue to lead by example, setting new standards of excellence and ethics that illuminate the path towards a brighter future.

Arnold Sharp

Group Chief Executive Officer

INTRODUCTION

- 1.1. We at Epsidon Technology Holdings (PTY) LTD.'s (Registration number: 1998/019350/07) including all its Affiliates' ("Affiliate" means, in relation to Epsidon Technology Holdings (PTY) LTD, a subsidiary of this entity, or any division or operating branch of each subsidiary of this entity and all of its subsidiaries) (hereinafter collectively referred to as "the Epsidon Technology Holdings Group") has a zero tolerance approach to bribery and other forms of corruption, and is committed to acting professionally, fairly, and with integrity, in compliance with the standards of conduct set forth in all applicable anti-bribery and corruption laws of the countries in which we operate as well as international anti-bribery and corruption laws.
- 1.2. Epsidon Technology Holdings Group expects and requires all Business Partners to act professionally and ethically at all times in carrying out services and contractual obligations to the Epsidon Technology Holdings Group or on behalf of the Epsidon Technology Holdings Group.
- 1.3. This Code of Conduct is to be read in conjunction with Epsidon Technology Holdings' Group Anti Bribery and Corruption Policy which is incorporated by reference.

2. DECLARATION BY BUSINESS PARTNERS

By doing business with the Epsidon Technology Holdings Group, you declare that:

- 2.1. There are no actual or potential conflicts of interest between any of your company's directors, senior executives, managers, or employees and the work to be completed or services to be provided under your business relationship with the Epsidon Technology Holdings Group;
- 2.2. No director, senior executive, manager or employee of your company has been convicted of a criminal offence involving bribery, corruption or fraud in the last 10 years or has been involved in any litigation of this nature or has any legal proceedings of this nature pending.

3. INTEGRITY

- 3.1. We expect all Business Partners to act with integrity and to comply with all applicable laws and regulations when undertaking business with and on behalf of the Epsidon Technology Holdings Group.
- 3.2. All employees of a Business Partner should be encouraged to report concerns or illegal activities in the workplace and any such reports must be without any threat by the Business Partners of reprisal, intimidation or harassment. Business Partners shall investigate and take corrective action if needed.

4. FAIR COMPETITION

- 4.1. All Business Partners are expected to adhere to the applicable antitrust and competition laws to ensure fair competition. No Business Partner may, directly or indirectly, enter into any illegal agreements with its competitors nor may a Business Partner exchange sensitive information.
- 4.2. All Business Partners only when they strictly follow the applicable laws and regulations of the tendering organisation.

5. IMPROPER PAYMENTS

- 5.1. Business Partners shall not, directly or indirectly, promise, authorize, offer or pay Anything of Value (including but not limited to gifts, travel, hospitality, charitable donations or employment) to any Government Official or other party to improperly influence any act or decision of such official for the purpose of assisting the Epsidon Technology Holdings Group in obtaining or retaining business or improperly promoting the business interests of the Group in any respect. ("Anything of Value" and "Government Official" is fully defined in the Anti-bribery and Corruption Policy).

6. CUSTOMS DUTIES AND EXPORT CONTROLS/SANCTIONS

- 6.1. Business Partners must constantly monitor the most recent developments to ensure that current export control and sanction regulations are strictly followed.

7. GIFTS AND ENTERTAINMENT

- 7.1. Business Partners will not promise, offer, give, authorise, request or agree to give or receive Anything of Value to or from any Government Official or non-government official, in your own interests or on behalf of the Epsidon Technology Holdings Group.

8. ACCURATE BOOKS AND RECORDS

- 8.1. Business Partners must keep and maintain books, records and accounts that accurately and fairly reflect all transactions that you conduct with or on behalf of the Epsidon Technology Holdings Group. No undisclosed or unrecorded accounts may be established for any purpose. False, misleading, incomplete, inaccurate or artificial entries in the books and records are prohibited. Personal funds may not be used to accomplish what is otherwise prohibited by this Code or any other policies of the Epsidon Technology Holdings Group.

9. AFFILIATION WITH GOVERNMENT OFFICIALS

- 9.1. If a Business Partner or an officer, director, employee or agent of the Business Partner is a Government Official, Business Partners are required to immediately disclose the affiliation to Epsidon Technology Holdings Group in writing prior to engaging in any business with the Group.
- 9.2. If a Business Partner's family member, or a family member of a director, employee or agent of a Business Partner is related to a current Epsidon Technology Holdings Group employee or an agent acting on behalf of the Epsidon Technology Holdings Group, the Business Partner is required to immediately disclose this relationship to the Epsidon Technology Holdings Group in writing prior to engaging in any business with the Epsidon Technology Holdings Group.

10. MONEY LAUNDERING

- 10.1. Business Partners shall not use its relationship with the Epsidon Technology Holdings Group to disguise or attempt to disguise any source of illegally obtained funds.

11. REPORTING

- 11.1. Business Partners must report any concerns about violation of this Code or applicable laws to their legal department and/or their ethics and compliance officer.

- 11.2. Business Partners must also report any unethical or illegal practices to the Epsidon Technology Holdings Group by email to the general email address of the Group's legal department at legal@firsttech.co.za.

12. AUDIT RIGHTS

- 12.1. Epsidon Technology Holdings Group can conduct audits of Business Partners and access all relevant documents related to Business Partner obligations under this Code.
- 12.2. Prior to the audit, Epsidon Technology Holdings Group will notify the Business Partner of the audit's date, time, and location.
- 12.2.1. The audit will not interrupt the Business Partner's operations.
- 12.3. Epsidon Technology Holdings Group may choose to have an independent third party conduct the audit. If there is a confirmed material breach of this Code, the Business Partner will be responsible for the audit expenses.

13. ELIMINATION OF ALL FORMS OF FORCED AND COMPULSORY LABOUR

- 13.1. Business partners must not have any forced or involuntary labour. It is not tolerated in any form. This includes any work or service performed by a person under the threat of penalty and for which the person has not offered himself or herself voluntarily.

14. SUPPORT AND RESPECT OF HUMAN RIGHTS

- 14.1. Business partners shall support and respect the protection of human rights.
- 14.2. Business Partners shall confirm that they are not complicit in human rights abuses and shall comply with the main international ethical guidelines supported by the Epsidon Technology Holdings Group.

15. ELIMINATION OF DISCRIMINATION WITH RESPECT TO EMPLOYMENT AND OCCUPATION

- 15.1. Business partners shall support equal opportunities, fairness and diversity and ensure that all employees are treated strictly according to their abilities and qualifications in any employment decisions, regardless of ethnic group, religion, gender, age, nationality, disability, personal relationship, union membership and/or political opinion.

16. SAFE AND HEALTHY WORKING ENVIRONMENT

- 16.1. By doing business with the Epsidon Technology Holdings Group, you are required to make employees' safety a priority at all times. Work premises have to be such that workers can perform their functions in a safe and healthy environment, including fire prevention. To minimize risks, there must be appropriate policies to safeguard employee health and safety, training and clear role descriptions.

Facilities for employees must safeguard individuals' dignity and meet personal hygiene needs. You shall take appropriate action to ensure safety and prevent accidents and illnesses resulting from workplace conditions, on behalf of their employees. This includes availability of first aid equipment, for example.

17. CONSEQUENCES OF VIOLATION

- 17.1. Violation of this Code by a Business Partner may result in:
- 17.1.1. Immediate Termination of the business relationship with Epsidon Technology Holdings Group.
 - 17.1.2. Legal action and civil or criminal penalties as deemed necessary and appropriate.
 - 17.1.3. Damage to reputation may have far-reaching consequences beyond the immediate business relationship.

18. MONITORING AND REVIEW


- 18.1. Epsidon Technology Holdings Group may periodically assess Business Partners' compliance with this Code and may require Business Partners to provide certifications of compliance upon request. This includes reviewing financial records, audit trails, and other relevant documentation.

19. AMENDMENT AND COMMUNICATION

- 19.1. Epsidon Technology Holdings Group reserves the right to amend this Code as necessary. Any updates will be published on Epsidon Technology Holdings Group's website or otherwise provided to Business Partner in writing.

20. CONCLUSION

- 20.1. Epsidon Technology Holdings Group values its business relationships with its partners and is committed to fostering a culture of integrity, transparency, and compliance. By adhering to this Code, Business Partners play a crucial role in upholding these values and ensuring the continued success of our business relationship. Failure to comply with this Code may result in the termination of our business relationship and legal consequences.


Mekail Ramjee
(Duly authorised)
Head of Group Risk and Compliance