



## 1. PURPOSE

To ensure that P&I Associates' business practices are aligned with the Values and Principles of The Bidvest Group Ltd and meet the expectations of the Group, our Customers, Suppliers, Employees and other stakeholders with respect to Business Ethics, Human Rights and the Environment.

## 2. SCOPE

This Corporate Governance Policy is applicable and mandatory to P&I Associates and any of its branches or offices. The policy applies to, and binds, all directors, managers and employees, temporary or permanent, in any situation or activity where they act for and on behalf of P&I Associates. To the extent indicated, the Policy is also applicable to P&I Associates' suppliers.

Non-conformance to this Policy by directors, managers or employees will result in disciplinary action which, subject to due process, may lead to dismissal. Non-compliance by suppliers, may result in termination of a contract and further business relations.

All P&I Associates' other Policies and Procedures are subsidiary to this Corporate Governance Policy. In the event of any conflict between any of P&I Associates' other Policies or Procedures, the stipulations of this policy will prevail.

## 3. POLICY

This Policy comprises the following elements:

- 3.1. The Bidvest Group Ltd **Code of Ethics** (including the **Guidelines on Ethical Behaviour**) which is set out in Annexure A.
- 3.2. The Bidvest Group Ltd **Human Rights & Diversity Policy** which is set out in Annexure B.
- 3.3. The Bidvest Group Ltd **Environmental Policy** which is set out in Annexure C.
- 3.4. The Bidvest Group Ltd **Code of Ethical Purchasing** which is set out in Annexure D.
- 3.5. The P&I Ethics Declaration which is set out in Annexure E. All P&I Associates' directors, managers and employees will be required to sign this declaration at the commencement of every Financial Year.

## 4. IMPLEMENTATION

The P&I Associates board is responsible for ensuring adherence to this Policy and overseeing the implementation thereof. Director and Managers are expected to set an example as role models to the employees of P&I Associates.

The board will take steps to implement appropriate training and capacity building to embed this policy throughout the business.

The employees, suppliers, customers, community members and other stakeholders of P&I are encouraged to report any infractions of these policies to the board.

It is **mandatory** for P&I Associates' employees to raise concerns or disclose information about possible fraudulent, unethical, criminal, or other improper behaviour or misconduct.

Where employees, suppliers, customers or community members fear possible reprisals they are encouraged use the internationally available Bidvest Ethics Line, a facility that can be used anonymously and is managed by an independent third party.

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**ISO 9001: 2015 - P&I Associates (Pty) Ltd**

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**Bidvest Ethics Line: [bidvest@tip-offs.com](mailto:bidvest@tip-offs.com) or +27 800 50 60 90**

Communication to the above toll-free line / email address will be kept confidential. All cases will be appropriately investigated and where breaches are found, appropriate action will be taken. Bidvest management will take all reasonable steps to protect anyone from reprisals for reporting.

It is mandatory for all P&I Associates' employees to report any suspicions of bribery or any instances of bribery, attempted bribery, or corruption in any matter in which they are instructed on behalf of a Member of a P&I Club to:

1. The Directors of P&I Associates (alternatively, the *Bidvest Ethics Line*) **and:**
2. To the **Claims Manager** or, alternatively, the **Correspondents Manager**, at the relevant P&I Club.

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**Appendix A**

**THE BIDVEST GROUP LIMITED**

**CODE OF ETHICS**

**Statement from the Board of Directors**

The Bidvest Group Limited and its subsidiaries (“Group” or “Bidvest”) have a long and proud tradition of conducting business in accordance with the Group Values, in compliance with all applicable laws, and in a fair and transparent manner. These Values are enablers of the Group achieving its Purpose.

Bidvest is unwavering in ensuring the highest standard of corporate governance. There is a deeply entrenched functional governance structure embedded across the Group that places significant reliance on the ethical behaviour of all Bidvest employees.

The Group, throughout its operations and almost 130,000 employees, builds its reputation upon its **Values**:

<b>ACCOUNTABILITY</b>	Being responsible, liable, answerable to one another and leading by example. What is right, is different to doing what is easy.
<b>HONESTY</b>	Respectability, trustworthiness, truthfulness, sincerity, freedom from deceit or fraud. Always choosing to be transparent.
<b>INTEGRITY</b>	Uncompromising adherence to moral and ethical principles. Doing the right thing even when no one else is looking.
<b>RESPECT</b>	To hold in esteem and to honour others and oneself. Valuing the skills, time and intentions of all our people and stakeholders.

In keeping with these Values, this Code of Ethics (“Code”) sets out the day-to-day standards of conduct and behaviour expected from all employees and stakeholders in our value chain. Making the appropriate decision is driven by a sense of what is right and reflects the **Group Principles**:

<b>DRIVEN BY EXCELLENCE</b>	We value and respect the skills, time and intention of all our people. We strive to provide an environment where they can do and become their best.
<b>COMMITTED TO CUSTOMERS</b>	We make every decision and measure our performance on how well it serves our customers. When our customers succeed and grow, we succeed and grow.
<b>LEADING BY EXAMPLE</b>	We do the right thing, even when no one else is looking. What is right, is different to doing what is easy.
<b>EMPOWERING ENTREPRENEURSHIP</b>	We think like customers but act like owners. Every employee has the power to make our business better.
<b>CREATING SOCIAL VALUE</b>	We take the long view and strive to make a sustainable difference in society. We are building something worth building, that will endure the test of time.

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Due to our decentralised business model, individual Group businesses may have other policies and procedures in place that are more specifically aligned to their operations. Notwithstanding such policies and procedures, accountability for compliance with this Code is mandatory for all employees at all levels of the organisation. In addition, suppliers are expected to perform their responsibilities in compliance with the Bidvest [Code of Ethical Purchasing](#).

Non-compliance with this Code by employees may result in disciplinary action, and for suppliers, may result in termination of a contract. In certain circumstances non-compliance will be reported to the applicable authorities, who may impose further penalties.

The Bidvest board is responsible for ensuring adherence to this Code and our senior management for overseeing the implementation thereof and setting an example as role models for the Group. Compliance with this Code will be reported annually.

As evidence of the Group’s commitment to this Code, a free, anonymous, confidential and independent Ethics line is available to all Bidvest stakeholders.

We encourage employees and stakeholders to raise concerns or disclose information about possible fraudulent, unethical, criminal, or other improper behaviour or misconduct.

Bidvest management will take all reasonable steps to protect anyone from reprisals for reporting.

**Toll-free telephone number is 0800-506090 or email [bidvest@tip-offs.com](mailto:bidvest@tip-offs.com)**

**Guidelines on ethical behaviour**

<b>Conflicts of interest</b>	<ul style="list-style-type: none"> <li>• Employees have different responsibilities towards their employer, families and communities. Without negating other responsibilities, employees are expected to look after the interests of the Group and avoid conflicts (real or perceived).</li> <li>• Any substantial interest (direct or indirect) in a supplier or customer of the Group would constitute an unacceptable conflict of interest and should be avoided.</li> <li>• Immediate family members (spouse, sibling, children) should also be taken into consideration and are not allowed to work for, or to have a substantial interest in a customer or supplier without proper disclosure.</li> <li>• It is unacceptable for employees to engage in any private pursuit or to have a second job that would have a negative impact on the ability of the employee to serve the interests of the Group.</li> <li>• All conflicts of interests, whether existing, potential or perceived, should be disclosed to Management immediately. Based on full disclosure, Management will evaluate each situation on a case-by-case basis and determine the appropriate action.</li> </ul>
<b>Business courtesies, gifts and entertainment</b>	<ul style="list-style-type: none"> <li>• Giving or accepting business courtesies is accepted within a common business environment, provided that such courtesies are not excessive and are not given or received to unduly influence a business decision.</li> <li>• Management must maintain a gift register, and all courtesies (offered or received) above a certain value must be recorded.</li> </ul>

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<b>Kickbacks bribes and corruption</b>	<ul style="list-style-type: none"> <li>Under no circumstances should any form of kickbacks or bribes (direct or indirect) be accepted or offered. If such offer is made to a Group employee, it should immediately be reported to Management, who will determine the necessary action.</li> <li>No facilitation payment to secure or expedite performance is permitted.</li> <li>Unmerited and improper favouritism, preferential treatment, turning a blind eye to an incident of bribery and corruption as well as the falsification or manipulation of any records is prohibited.</li> </ul>
<b>Anti-money laundering and fraud</b>	<ul style="list-style-type: none"> <li>Employees should exercise vigilance when assessing business opportunities and arrangements and report any unusual or suspicious activity or transactions.</li> <li>Appropriate mitigation measures and controls must be implemented in accordance with the level of risk in all business relationships.</li> </ul>
<b>Information technology (IT) and cyber</b>	<ul style="list-style-type: none"> <li>IT is a critical business asset. Appropriate and reasonable measures to prevent unlawful access to hardware (laptops, mobile phones, tablets, etc) and systems must be in place at all times.</li> <li>Access to facilities such as e-mail and Internet should not be abused. All internet-facing hardware must be appropriately secured, and cyber security awareness training completed to understand the importance of the human firewall. Sending or receiving chain mail is prohibited.</li> <li>No employee should access or distribute any material that could offend others or incite hatred.</li> <li>Any involvement in activities such as computer hacking, and wilful virus transmission is prohibited.</li> <li>Comments on any social media platform that are discriminating, disparaging, defamatory or harassing are prohibited.</li> </ul>
<b>Data protection</b>	<ul style="list-style-type: none"> <li>All personal information should be respected and protected. Employee and customer data and information may not be gathered and/or divulged outside the normal course of business.</li> <li>All data breaches should be reported as per the Group Cyber Incident Response Plan and to Information Officers.</li> <li>The Group's data is considered a corporate asset and should be governed, protected and secured in accordance with the Bidvest Security Framework.</li> </ul>
<b>Collusion, anti-trust and anti-competitive behaviour</b>	<ul style="list-style-type: none"> <li>Any agreement between employees, competitors, suppliers or customers, to limit open competition by deceiving, misleading, or defrauding others to achieve an objective or gain an unfair advantage, for example an agreement to divide the market, set prices, limit production, wage fixing, kickbacks, etc will not be tolerated, or acceptable.</li> <li>Within the competitive environment of a market economy, the Group appreciates the opportunity to compete fairly and responsibly. The Group will not attempt to access any confidential competitor information, nor will it engage in any activities that would constitute – or could be perceived as – collusion or price-fixing.</li> </ul>
<b>Expense accounts</b>	<ul style="list-style-type: none"> <li>All expense accounts being an accurate reflection of actual expenses incurred on behalf of the Group should be supported by the original documentation, submitted regularly and approved by a designated manager. A more detailed subsistence allowance policy is available.</li> </ul>
<b>Insider trading</b>	<ul style="list-style-type: none"> <li>It is illegal for any person to trade in any shares/ securities when in possession of non-public, material information.</li> </ul>

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<b>Divulging trade secrets</b>	<ul style="list-style-type: none"> <li>All Group proprietary information must be protected and may not be disclosed to third parties.</li> </ul>
<b>Privacy</b>	<ul style="list-style-type: none"> <li>The Group respects the rights of individuals to privacy. Any activities that could be perceived as an invasion of privacy (e.g., monitoring of e-mails, telephone calls, internet usage), outside legitimate business purposes, will be fully disclosed by the Group, and will include a sound business motivation for such actions.</li> </ul>
<b>Private use of Group assets</b>	<ul style="list-style-type: none"> <li>Although limited and occasional private use of Group assets is not prohibited, all employees should be aware that such assets should be used, first and foremost, to achieve the Group's objectives</li> </ul>
<b>Copyright infringement</b>	<ul style="list-style-type: none"> <li>The infringement of copyright is illegal and will not be tolerated. In particular, any software that is used on the Group's computer equipment must be properly licensed.</li> </ul>
<b>Discrimination</b>	<ul style="list-style-type: none"> <li>Bidvest is committed to being an equal opportunity employer.</li> <li>Discrimination based on any of the following - race, religion, age, pregnancy, marital status, sex, gender, sexual orientation, ethnic or social origin, disability, colour, conscience, belief, culture, language and birth - is illegal and will not be tolerated. Any employee that experiences any kind of discrimination should report this immediately.</li> </ul>
<b>Sexual harassment and harassment</b>	<ul style="list-style-type: none"> <li>Any unwanted conduct of a sexual nature is totally unacceptable and will not be tolerated.</li> <li>An intimidating, hostile and offensive working environment or conduct that is degrading, insulting or offensive is regarded as harassment and will not be tolerated.</li> <li>Any employee who experiences sexual harassment or harassment should report this immediately.</li> </ul>
<b>Work / life balance</b>	<ul style="list-style-type: none"> <li>The Group acknowledges the needs of employees to fulfil responsibilities and commitments other than those to the Group and encourages all employees to maintain a healthy balance between their personal and professional lives.</li> </ul>
<b>Health and safety</b>	<ul style="list-style-type: none"> <li>We have a collective responsibility to establish and maintain a safe and healthy working environment. Employees should be alert and cognisant of their own safety and those around them and do nothing to jeopardise that.</li> </ul>
<b>Sustainability</b>	<ul style="list-style-type: none"> <li>The Group is committed to preserving the natural environment and upholding human rights. Employees should not engage in any practices that jeopardise these commitments.</li> </ul>
<b>Political contributions</b>	<ul style="list-style-type: none"> <li>No political contributions (either monetary or in-kind) will be made by the Group.</li> </ul>

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**Appendix B**

**THE BIDVEST GROUP LIMITED**  
**HUMAN RIGHTS & DIVERSITY POLICY**

**Purpose**

Bidvest is committed to 1) conduct profitable business in a responsible and accountable manner; 2) care for the Bidvest family and the Group’s connected societies; and 3) drive positive change through partnerships and dialogue. As a prerequisite to this, Bidvest seeks to meet its responsibility to respect human rights.

**Scope**

This policy applies to all Bidvest employees, permanent and temporary, contractors and all sites that we manage and/or operate from. It also applies, as far as is reasonably achievable, to our upstream and downstream value chain through partners and suppliers.

**The Responsibility to Respect Human Rights and Diversity**

Bidvest’s commitment to human rights results from our ethical principles more than from our legal obligations as we appreciate that implementing these principles underpins our commitment to our stakeholders and competitiveness of the Group.

The Group strives to meet its responsibility to respect human rights by not infringing on human rights and addressing negative human rights impacts with which the company may be involved through its operations and business relationships.

Bidvest understands human rights to be, at a minimum, those outlined in the International Bill of Human Rights and the International Labour Organization’s Declaration on Fundamental Principles and Rights at Work.

The Group’s salient human rights risks are fair remuneration, working hours, discrimination and harassment, occupational health & safety, diversity and inclusion, freedom of association and collective bargaining, the protection of rights of women and indigenous people, modern slavery, and potential human right violations in our supply chain.

At Bidvest we nurture people and business diversity. We are deeply committed to a diverse, equal and inclusive workforce in which all our employees feel they belong, drive innovation and adds value to our customers. We strive to provide an environment where employees can do and become their best.

**Our Approach to Diversity and Inclusion in the Workplace**

Bidvest’s approach is to recruit and develop, with the deliberate intention to build a diverse workforce which represents the population of the geographies in which we operate. Our recruitment strategies actively seek females, minority groups and people otherwise-abled. Diversity and inclusion initiatives are embedded in our broader talent management processes. By doing this we support the development of all talent and ensure that employees have equal access to appropriate learning opportunities to upskill and reskill.

**Relationship to Bidvest’s Ethics and Business Conduct**

Bidvest is aware that as a business, it is a member of society, and can contribute to creating an environment in which human rights are respected. An organisational culture that respects human rights is key to operating as a responsible and accountable corporate citizen. It is an expression of Bidvest’s principles.

This policy supplements the [Bidvest Code of Ethics](#) and [Code of Ethical Purchasing](#).

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### **Implementing the Responsibility to Respect Human Rights**

As a signatory, Bidvest is committed to the Ten Principles of the UN Global Compact that span the environment, human rights, labor and anti-corruption, and link to the Sustainable Development Goals (SDG). The SDGs where Bidvest can make the most meaningful impact, as it relates to human rights and labor, are SDG3 – Good health and wellbeing; SDG5 – Gender equality; and SDG8 – Decent work and economic growth.

Bidvest vows to meeting its responsibility to respect human rights through implementing the UN Guiding Principles on Business and Human Rights. The board of Bidvest is responsible for ensuring adherence to these commitments and our senior management has responsibility for overseeing their implementation.

Bidvest will develop and implement ongoing human rights reviews. Review processes will include identifying and assessing potential and actual human rights impacts, engaging with affected stakeholders and taking appropriate action to prevent or mitigate risks. The processes will also entail tracking to ensure the effectiveness of Bidvest's actions to address impacts and risks.

Where Bidvest identifies that we have caused or directly contributed to adverse human rights impacts we would engage in appropriate remediation processes by ourselves or in cooperation with other stakeholders.

Bidvest will implement appropriate training and capacity building to embed this policy commitment throughout the Group.

Bidvest employees, contractors, suppliers, clients, community members and all other stakeholders are encouraged to report any human right breach or suspected non-compliance with this policy. This could be done via the internationally available Bidvest Ethics Line, a facility that can be used anonymously and is managed by an independent third party.

**Bidvest Ethics Line: [bidvest@tip-offs.com](mailto:bidvest@tip-offs.com) or +27 800 50 60 90**

Communication to the above toll-free line / email address will be kept confidential. All cases will be appropriately investigated and where breaches are found, appropriate action will be taken.

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**Appendix C**

**THE BIDVEST GROUP LIMITED**  
**ENVIRONMENTAL POLICY**

**Purpose**

Bidvest is committed to 1) conduct profitable business in a responsible and accountable manner; 2) care for the Bidvest family and the Group’s connected societies; and 3) drive positive change through partnerships and dialogue. As a prerequisite to this, Bidvest seeks to adopt responsible environmental business principles and a proactive approach to environmental management which are part of sustainable business practices.

**Scope**

This policy applies to all Bidvest employees, contractors and all sites that we manage and/or operate from. It also applies, as far as is reasonably achievable, to our upstream and downstream value chain through partners and suppliers.

**The Responsibility to Respect the Environment**

All corporations, irrespective of their sector, have an impact on the environment, particularly climate change, water availability and biodiversity, and thus need to play a proactive role in using their spheres of influence to develop economically, environmentally, and socially sustainable operations. Bidvest recognizes its responsibilities in this regard.

Bidvest commits to:

- Adhere to or exceed environmental regulations to its operations internationally;
- Identify, mitigate, and manage the environmental impacts and risks of its products and services;
- Optimize consumption of raw materials and energy, and minimize waste through applying a “reduce, reuse, recycle” philosophy;
- Work in partnership with its suppliers, customers, and other relevant business partners, within its sphere of influence, to redesign and reduce the environmental impact of products, services, and other business activities;
- Unlock the creative potential for sustainable solutions by collaborating with employees to embed an environmental consciousness throughout the organization;
- Include environmental considerations in its business decisions;
- Work with its appropriate government departments, civil society groups and other stakeholders to identify and resolve environmental issues relevant to the Bidvest business.

**Implementing The Responsibility to Respect the Environment**

As a signatory, Bidvest is committed to the Ten Principles of the UN Global Compact that span the environment, human rights, labor and anti-corruption, and link to the Sustainable Development Goals (SDG). The SDGs where Bidvest can make the most meaningful impact, as it relates to the environment, are SDG9 – Industry, innovation and infrastructure; SDG10 – Sustainable cities and communities; and SDG12 – Responsible consumption and production.

The above commitments have been incorporated in the Bidvest ESG Framework (“Framework’). The Framework includes specific focus areas and measurable targets within a specific timeline. Progress against the Framework is reported in the annual reporting suite.

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The Bidvest Environmental Policy is endorsed and supported by the Bidvest board and is the responsibility of the Social, Ethics and Transformation sub-committee. This committee will oversee the establishment and maintenance of relevant management structures and processes to achieve the objectives of this environmental policy and performance against set targets embedded in the Framework. These will be reviewed periodically and, if necessary, updated.

Divisions are responsible for staying abreast of environmental best practices relating to their industry sectors and developing innovative solutions to environmental issues.

This policy supplements the [Bidvest Code of Ethics](#) and [Code of Ethical Purchasing](#).

Bidvest employees, contractors, suppliers, clients, community members and all other stakeholders are encouraged to report any environmental breach or suspected non-compliance with this policy. This could be done via the internationally available Bidvest Ethics Line, a facility that can be used anonymously and is managed by an independent third party.

**Bidvest Ethics Line: [bidvest@tip-offs.com](mailto:bidvest@tip-offs.com) or +27 800 50 60 90**

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**Appendix D**

**THE BIDVEST GROUP LIMITED**

**CODE OF ETHICAL PURCHASING**

**EXECUTIVE SUMMARY**

Bidvest will uphold the highest standards of ethical purchasing to support the reputation of the Group, our employees and that of our stakeholders. To that end we will not tolerate any breach of this Code of Ethical Purchasing (hereafter called The Code), whatsoever by Bidvest employees or Bidvest Suppliers, whether directly or indirectly, intentionally or unintentionally.

The Code is intended to promote safe and fair working conditions, ethical business practices and the responsible management of environmental and social issues within the Group’s supply chain.

As a condition of doing business with Bidvest, we require that all suppliers comply with these standards and ensure that all employees are familiarised with The Code.

Bidvest expects suppliers to operate similar standards within their own organisations and into the supply chain.

Bidvest will support suppliers collaboratively in the performance of The Code, as may be required from time to time.

As a general principal, all reference in The Code to local and national laws mean the relevant local and national laws prevailing in the country in which the supplier carries out its business. Where differences arise between the provisions of the local and national law and The Code in respect of the same subject, the stricter standard or provision should be applied.

The Code is based on the United National Universal Declaration of Human Rights, The Conventions of the International Labour Organisation and the United Nations Convention on the Rights of the Child.

**PRINCIPLES**

**A. Uphold human rights**

**Bidvest is committed to respecting human rights and will not participate in or be party to any activities that support, promote, or enable the abuse of human rights and we accordingly expect our suppliers to exercise the same principles.**

*1. Child Labour*

- No person is employed who is below the minimum legal age for employment.
- Children (persons under 18 years) are not employed for any hazardous or night work, or work that is inconsistent with the child’s personal development.
- Appropriate hiring systems and practices should be in place to ensure that no under-aged persons are employed and that all applicable laws, regulations and industry standards are applied.

*2. Slavery, Servitude & Forced Labour*

- No persons will be held in slavery or servitude and every person within our supply chain is free to leave their employment after reasonable notice.
- Forced, bonded or compulsory labour is not used and employees are free to leave their employment after reasonable notice.

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- Employees are not required to lodge deposits of money or identity papers with their employer.

### *3. Health, Safety & Wellbeing*

- A healthy and safe working environment is provided for employees, contractors, partners or others who may be affected by company's activities, in accordance with international standards and national laws.
- Mechanisms are in place to ensure that health and safety obligations are communicated and applied to parties under their control.
- Products and/or services delivery meets general principles of Health & Safety risk prevention.
- Mechanisms are developed and implemented to ensure that all employees are competent to carry out the health and safety aspects of their responsibilities and duties.
- Facilities and amenities, including employee accommodation where provided by the company, shall be hygienic, safe and meet the basic needs of employees.
- The company has systems and training to prepare for and respond to accidents, health problems and foreseeable emergency situations. A means for recording, investigating and implementing learning points from accidents and emergency situations is in place.

### *4. Freedom of Association*

- Open communication and direct engagement between employees and management are the most effective ways to build employee relations and resolve issues.
- The rights of employees to join or not to join trade unions, or similar representative bodies and their right to collective bargaining in accordance with local laws are respected.

### *5. Discrimination*

- No form of discrimination is engaged in, or supported by, the company in hiring, employment terms, remuneration, access to training, promotion, termination or retirement procedures or decisions.

### *6. Disciplinary Practices*

- Employees are treated with respect and dignity. Physical or verbal abuse or other harassment and any threats or other forms of intimidation are prohibited.

### *7. Working Hours*

- Suppliers must comply with local laws regarding hours of work, rest periods, overtime payment and leave periods.
- Working hours of employees do not exceed the maximum set by local law and a working week does not exceed 60 hours per week, including overtime.
- In exceptional circumstances, when these hours might be exceeded, working hours shall not be excessive. Overtime is compensated at a premium rate and workers shall be allowed at least one day off per seven-day week.

### *8. Payment*

- Employees understand their employment conditions and fair and reasonable pay and terms are provided.

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**B. Behave ethically**

**It is Bidvest’s policy to conduct all of its business in an honest and ethical manner. It takes a zero tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates. We accordingly expect our suppliers to practice the same principles.**

*9. Individual Conduct*

- All individuals, (Bidvest employees, Suppliers, Contractors etc) engaged in Bidvest business will at all times act within the law and behave in an ethical manner.
- This includes the acceptance of business related gifts and or hospitality. No hospitality or gifts should be offered or accepted if the parties are engaged in a tendering process.
- In line with Group policy, any hospitality or gifts offered and accepted must be reasonable and not excessive. They should be of modest value and consistent with reasonable business practice. They should only be offered and accepted with the intent of building and or maintaining an appropriate business relationship.

*10. Conflict of Interest*

- All individuals (Bidvest employees, Suppliers and Contractors) have a duty to report any real or perceived conflict of interest involving Bidvest businesses and or interests.
- A conflict of interest occurs when an individual or organization is involved in multiple interests, one of which could possibly corrupt the motivation for an act in another.

*11. Bribery*

- No form of bribery (defined as an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage), including improper offers for payments to or from employees, customers, suppliers, organisations or individuals is tolerated.

*12. Facilitation Payments & Kickbacks*

- No individuals (Bidvest employees, Suppliers and Contractors) will make or accept facilitation payments or kickbacks of any kind and must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted.

**C. Environmentally sustainable**

**Bidvest is committed to conduct business in a sustainable manner, minimising any negative impact on the environment. The same is expected from suppliers.**

*13. Environment*

- Relevant legislation and international standards for managing environmental impacts is complied with. In countries where environmental legislation is not evident or enforced, responsible practices for managing environmental impacts are in place.
- Processes are in place to actively optimise the use of finite resources (such as energy, water and raw materials) and appropriate management, operational and technical controls are in place to minimise the release of harmful emissions to the environment.
- Appropriate measures are in place to improve the environmental performance of products and services when in use, such as considering energy efficiency and end-of-use of supplied products and/or services at the design stage. Innovative developments in products and/or services that offer environmental and social benefits are supported.

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## IMPLEMENTATION OF CODE OF ETHICAL PURCHASING

### Understanding and Awareness of The Code

- As a condition of doing business with Bidvest, we require all suppliers to ensure all employees are familiarised with The Code and understand same.

### Application of The Code

- Everyone engaged in Bidvest business, is expected to comply with all relevant laws, regulations and standards in all countries in which they may operate.
- The Code is applied for the purposes of promoting safe and fair working conditions and the responsible management of environmental and social issues in Bidvest's supply chain.
- As a condition of doing business with Bidvest, all Suppliers will be required to confirm in writing, they are implementing The Code, and to confirm in writing that they themselves exercise similar principles and standards within their own supply chain organisation.
- Bidvest will work collaboratively with Suppliers on the implementation of The Code. Bidvest may audit suppliers on their performance of The Code and expect that full and frank disclosure will be afforded by all suppliers.

### Corrective Action

- Suppliers must accept ownership for their performance of The Code and must, disclose, correct and monitor the continued compliance of any activities which are identified as not meeting the standards of The Code.
- Suppliers shall immediately report to Bidvest any serious breaches of The Code and together we will agree a schedule for corrective action.
- Where serious breaches of The Code are identified and persist, Bidvest will terminate the relationship with that supplier.

### Monitoring and Reporting

- Suppliers will use reasonable endeavours to provide employees and other stakeholders with a confidential means to report any actual or potential breach of The Code.
- All suppliers are expected to comply with any monitoring or reporting requirements which may be introduced and implemented by Bidvest during the term of the business relationship.
- All individuals (Bidvest employees, Suppliers and Contractors) are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest stage possible. This could be done via the internationally available Bidvest Ethics Line, a facility that can be used anonymously and is managed by an independent third party.

**Bidvest Ethics Line:** [bidvest@tip-offs.com](mailto:bidvest@tip-offs.com) or +27 800 50 60 90

Communication to the above toll-free line / email address will be kept confidential. All cases will be appropriately investigated and where breaches are found, appropriate action will be taken.

## DECLARATION

### Our Strategic Relationship Partners

We ask all our strategic relationship partners in our supply chain to adhere to Bidvest Code of Ethical Purchasing. Our Terms and Conditions requires that they review and adhere to the policies within the document by way of signing The Code for our records.

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**CORPORATE GOVERNANCE POLICY**  
**ISO 9001: 2015 - P&I Associates (Pty) Ltd**

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We also require copies of our suppliers Corporate Social Responsibility, or similar, Policies and request information from them to ensure they are identifying the main risks of modern slavery, human trafficking, forced and bonded labour and labour rights violations within their supply chain.

If any strategic partners are found to be in breach of the policies outlined herein, we will seek termination of the contract and will meet relevant regulatory reporting requirements.

We, ....., a contracted supplier to Bidvest hereby confirm adherence to the Bidvest Code of Ethical Purchasing, or similar equivalent industry standard or accreditation which comply with the principles and position statements relating to human rights, ethical business behaviour and environmentally responsible business practices as set out in The Code, to the extent these are applicable. Our Corporate Social Responsibility, or similar, Policy is / is not attached.

Signed on ..... at

.....

Signature: .....

Name: .....

Designation: .....

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**Appendix E**

**P&I Ethics Declaration**

The questions below are a means to ensure compliance with P&I's Corporate Governance Policy which is designed to ensure the highest standards of ethical conduct by the Directors, Managers and Employees of P&I Associates.

For purposes of this declaration the term "family member" includes your partner/spouse, parents, children and siblings.

If you have answered "Yes" to any of the questions we would appreciate it if you could elaborate further, alternatively arrange a confidential discussion with the Directors of P&I or, alternatively contact the Bidvest Ethics Line.

Question	Yes/No
1. Have you given or received any gift or entertainment to or from any supplier, customer, authority or governmental agency with whom P&I has business relations, irrespective of value, which has not been disclosed in the P&I Gift Register and which could be construed as a bribe?	
2. Have you or any family member had any personal interest in relation to any customer, supplier, or competitor of P&I where that interest may conflict with your position in the company or may prejudice the interest of a customer or supplier of P&I?	
3. Are you aware of any other employee in P&I (including directors or managers) that has a personal interest in relation to any customer, supplier, or competitor of P&I where that interest may conflict with their position in the company and may prejudice the interest of a customer or supplier of P&I?	
4. Have you or any family member received any undisclosed financial or other benefit from a supplier, competitor, or customer during their dealings with the company in the normal course of business?	
5. Are you aware of any other employee of P&I (including directors or managers) or that has received any undisclosed financial or other benefit from a supplier, competitor, or customer during their dealings with the company in the normal course of business?	
6. Have you or any family member been <b>offered</b> any financial or other benefit (a bribe) by any party to induce you to do something (or not to do something) that could prejudice the interests of P&I and/or its customers or suppliers?	
7. Are you aware of any other employee of P&I that has been <b>offered</b> a financial or other benefit (a bribe) by any party to induce them to do something (or not to do something) that could prejudice the interests of P&I and/or its customers or suppliers?	
8. Have you made any material misrepresentation of facts in any report or invoice submitted to a customer?	
9. Are you aware of any instance where another employee of P&I (or manager/director) has materially misrepresented facts in submitting reports or invoices to customers?	
10. Have you misrepresented or falsified any financial records or intentionally reported any information inaccurately to shareholders, bankers, auditors, suppliers, customers, or government entities which could be construed as dishonest, illegal, or unethical?	
11. Have you disclosed any confidential or privileged information, whether financial or otherwise, to any of P&I's competitors, customers, suppliers, or unauthorized employees, which could be potentially damaging to the company, its customers or any of its other stakeholder?	
12. Are you aware of any other employee of P&I (including managers/directors) who has disclosed any confidential or privileged information, whether financial or otherwise, to any of P&I's competitors, customers, suppliers, or unauthorized employees, which could be potentially damaging to the company, its customers or any of its other stakeholder?	
13. Have you or any family member engaged in any direct or indirect purchase or sale transaction with P&I that does not constitute an honest and bona fide business practice or that prejudices the company in an unfair manner?	

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14. Are you aware of any fraudulent, unethical, criminal, or other improper behaviour or misconduct within P&I that has not been reported to the Directors of Company or to the Bidvest Ethics Line?	
15. Have you colluded with any of P&I's suppliers or customers to fix prices or to divide market shares?	
16. Are you aware of any other employee (or director/manager) having engaged in collusive behaviour with suppliers or competitors?	
17. Are you aware of any infringements by the company and/or its directors, managers and employees of the Bidvest Human Rights and Diversity Policy, as well P&I's policies specifically related to Employment Equity, Sexual Harassment, Occupational Health and Safety, Skills Development, Job Evaluation and Grading, Grievances, and Discipline?	
18. Do you have concerns about any of P&I's suppliers regarding their adherence to the Bidvest Code of Ethical Purchasing including, particularly the principles set out therein related to <b>Upholding Human Rights</b> and <b>Ethical Behaviour</b> ?	

Comments:

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Signed:

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Name:

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Date:

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