

ANTI-BRIBERY AND CORRUPTION POLICY FOR EPSIDON TECHNOLOGY HOLDINGS (PTY) LTD: BUSINESS PARTNERS

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“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

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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

1. DEFINITIONS

- 1.1. Anything of Value: shall mean any form of benefit, including, without limitation, money, gifts, hospitality, meals and entertainment, tickets to events, promotional expenditure, expenses, personal services or favours, loans, offers or promises of future employment, political or charitable contributions.
- 1.2. Government Official: refers to any/all of the following: (i) any employee of a government entity or organ of state, or any division or subdivision thereof, including elected officials; (ii) any private person acting on behalf of a government entity, whether permanently or temporarily; (iii) officers and employees of companies that are owned or controlled (whether wholly or in part) by the government; (iv) candidates for political office; (v) political party officials, representatives and/or employees; and (vi) officers, employees and representatives of public international organisations.

2. PURPOSE

- 2.1. Epsidon Technology Holding (PTY) LTD (Registration number: 1998/019350/07) and all of its affiliates (“affiliates” means, in relation to Epsidon Technology Holding (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 “Epsidon Technology Holdings Group”), require our business partners, including, without limitation, resellers, contractors, sub-contractors, distributors, suppliers, vendors, agents, consultants, and any other third-party with whom we have a business relationship (collectively referred to as “Business Partner/s” or “you”) to comply with this Anti-Bribery and Corruption Policy (“this Policy”) when conducting business with Epsidon Technology Holdings Group or on behalf of Epsidon Technology Holdings Group. Additionally, this policy outlines our expectations for Business Partners in preventing bribery and corruption in all interactions related to Epsidon Technology Holdings Group.
- 2.2. 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.
- 2.3. Epsidon Technology Holdings Group expects and requires all Business Partners to act professionally and ethically at all times in carrying out your services and contractual obligations to Epsidon Technology Holdings Group or on behalf of Epsidon Technology Holdings Group.

- 2.4. This document constitutes a legal agreement between all Business Partners and Epsidon Technology Holdings Group, which is in addition to any other agreements you may have in place with Epsidon Technology Holdings Group. By doing business with Epsidon Technology Holdings Group, you acknowledge that you have read, understood, and expressly agree to adhere to the terms of this Policy, and any future modifications of this Policy. If at any time you do not agree to the contents of this Policy or are in breach of any provisions contained in this Policy, please immediately notify Epsidon Technology Holdings Group in writing and immediately terminate your engagement with Epsidon Technology Holdings Group.
- 2.5. This Policy is to be read in conjunction with Epsidon Technology Holdings' Group External Code of Conduct which is incorporated by reference, and is available on request.

3. DECLARATION BY BUSINESS PARTNERS

- 3.1. By doing business with Epsidon Technology Holdings Group, you declare that:
 - 3.1.1. 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 Epsidon Technology Holdings Group;
 - 3.1.2. 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 (civil or criminal) of this nature pending.

4. COMPLIANCE WITH ANTI-CORRUPTION LAWS

- 4.1. Each Business Partner shall conduct itself with high ethical standards and comply with all applicable anti-corruption laws including but not limited to:
 - 4.1.1. the Prevention and Combating of Corrupt Activities Act, No 12 of 2004 ("PACCA")
 - 4.1.2. the Prevention of Organised Crime Act, No 121 of 1998 ("POCA");
 - 4.1.3. the Financial Intelligence Centre Act, No 38 of 2001 ("FICA");
 - 4.1.4. the Criminal Procedure Act, No 51 of 1977 ("CPA");
 - 4.1.5. the Competition Act, No 89 of 1998 ("the Competition Act"); and

4.1.6. the Companies Act, No 71 of 2008 ("the Companies Act").

4.2. Where applicable, this Policy further recognizes international legal requirements:

4.2.1. the UK Bribery Act, 2010;

4.2.2. the Foreign Corrupt Practices Act of 1977 (USA);

4.2.3. the South African Development Community's Protocol against Corruption;

4.2.4. the laws against bribery, corruption and anti-competitive collusive practices in all other jurisdictions in which the Epsidon Technology Holdings Group conducts business, (collectively referred to as "International anti-bribery law")

5. PROHIBITION OF BRIBERY AND CORRUPTION

5.1. Business Partners are strictly prohibited from offering, promising, giving, receiving, or soliciting Anything of Value, directly or indirectly, to or from any person, including Government Officials, with the intent to influence their actions or decisions in a way that may result in improper business advantages for Epsidon Technology Holdings Group or themselves or their affiliates.

6. IMPROPER PAYMENTS

6.1. 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 Epsidon Technology Holdings Group in obtaining or retaining business or improperly promoting the business interests of Epsidon Technology Holdings Group in any respect. "Anything of Value" and "Government Official" is defined above.

7. PROHIBITING FACILITATION PAYMENTS

7.1. A facilitation payment is a small payment to secure or expedite a routine government action by a Government Official. Epsidon Technology Holdings Group prohibits bribes of any kind, including facilitating payments.

7.2. Business Partners will not make any facilitation payments in their own interests, the interests of any of their affiliates or on behalf of Epsidon Technology Holdings Group to secure or expedite any routine government actions by a Government Official.

8. GIFTS AND ENTERTAINMENT

8.1. 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 their own interests or on behalf of Epsidon Technology Holdings Group.

- 8.2. Business Partners may provide reasonable and occasional gifts, entertainment, or hospitality to Epsidon Technology Holdings Group employees as part of customary business practices, provided that:
 - 8.2.1. The affected Employee obtains written approval from a Senior Manager
 - 8.2.2. Such offerings are modest in value, transparent, and do not compromise the recipient's integrity or create the appearance of impropriety.

9. ACCURATE BOOKS AND RECORDS

- 9.1. 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 Epsidon Technology Holdings Group. No undisclosed or unrecorded accounts may be established for any purpose.
- 9.2. 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 Policy or any other policies of Epsidon Technology Holdings Group.

10. AFFILIATION WITH GOVERNMENT OFFICIALS OR WITH EPSIDON TECHNOLOGY HOLDINGS

- 10.1. If a Business Partner or an officer, director, employee or agent of a Business Partner is a Government Official, you are required to immediately disclose the affiliation to Epsidon Technology Holdings Group in writing prior to engaging in any business with Epsidon Technology Holdings Group.

11. CONFLICT OF INTERESTS

- 11.1. If a family member of any director, manager, employee or agent of a Business Partner is related to a current Epsidon Technology Holdings Group employee or an agent acting on behalf of Epsidon Technology Holdings Group, you are required to immediately disclose the relationship to Epsidon Technology Holdings Group in writing prior to engaging in any business with Epsidon Technology Holdings Group. For purposes of this paragraph, a family member includes a parent, spouse, sibling, son, daughter, mother-in-law, father in law, or brothers/sisters-in-law.

12. MONEY LAUNDERING

- 12.1. A Business Partner shall not use its relationship with Epsidon Technology Holdings Group, or any business carried out with Epsidon Technology Holdings Group, to disguise or attempt to disguise any

source of illegally obtained funds.

13. REPRESENTATIVE DUE DILIGENCE

13.1. Epsidon Technology Holdings Group may, from time to time, conduct appropriate due diligence or “vetting” of our Business Partners. Business Partners must comply with Epsidon Technology Holdings Group’s vetting procedures. We appreciate the understanding and cooperation of our Business Partners in providing accurate and timely information and responses to Epsidon Technology Holdings Group’s vetting processes.

14. RAISING AWARENESS

14.1. Business Partners are expected to promote awareness and vigilance concerning relevant anti-bribery laws, regulations, and this Policy among their directors, employees, and associates. This can be achieved through activities such as seminars, training programs, and other suitable means. Furthermore, Business Partners are also encouraged, as deemed necessary and appropriate, to foster understanding and adherence to the restrictions and responsibilities outlined in this Policy within their own network of business associates.

14.2. Business Partners are mandated to instruct their directors and employees to immediately report to and seek guidance from the division or designated compliance authority within their organisation whenever they encounter uncertainties or concerns regarding bribery, fraudulent accounting, a lack of confidence in ethical conduct, or any involvement in such activities.

15. ENFORCEMENT

15.1. Epsidon Technology Holdings Group is entitled to terminate its business relationship with any Business Partner should the Business Partner fail to adhere to any term of this Policy and this decision shall be made in the sole discretion of Epsidon Technology Holdings Group.

15.2. In addition to its rights and remedies under this Policy and any applicable agreements, Epsidon Technology Holdings Group may refer any Business Partner who violates this Policy to the relevant authorities for criminal prosecution or other enforcement action, or bring any relevant suit against the Business Partner for recovery of any losses and/or damages.

16. REPORTING

16.1. Business Partners must report any concerns about violation of this Policy or applicable laws to their

legal department and/or their ethics and compliance officer. Business Partners must also report any unethical or illegal practices to Epsidon Technology Holdings Group by email to the general email address of Epsidon Technology Holdings Group's legal department at legal@firsttech.co.za.

- 16.2. Epsidon Technology Holdings Group will not tolerate retaliation in any form against anyone who has, in good faith, reported a possible violation of this Policy or refused to participate in activities that violate this Policy.

17. CONSEQUENCES OF VIOLATION

- 17.1. Violation of this policy 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 policy 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 Policy 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 Anti-Bribery and Corruption Policy, Business Partners play a crucial role in upholding these values and ensuring the continued success of our business relationship. Failure to comply with this policy may result in the termination of our business relationship and legal consequences.

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