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Supplier code of conduct

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1 Purpose and Scope

This Supplier Code of Conduct (the “Code”) sets out the principles and expectations of Unitrans Passenger (“Passenger”) as to how existing and new suppliers of goods and services to Passenger (“Suppliers”), including their affiliates, representatives, and employees, are to conduct business with Passenger. Passenger, including all its employees, has a duty to comply with applicable laws and regulations and, in addition, King IV requires Passenger to behave responsibly and ethically. Passenger, therefore, expects its Suppliers to operate with values comparable to its own and in a manner that is consistent with good corporate governance.

Suppliers are required to take steps to ensure that this Code is communicated throughout their organisations.

Suppliers may be subject to inspections and/or audits to ensure compliance with this Code and specifically regarding Labour Practices, Human Rights, and the Environment. Passenger regards any contravention of this Code by a Supplier as a serious matter which could result in the termination of the business relationship and possibly the institution of civil or criminal proceedings.

Passenger requires its Suppliers to commit to and comply with the following minimum standards:

2 Competition Law

Passenger subscribes to the principles of free and fair competition as embodied in the relevant competition laws of South Africa.

Passenger therefore requires that all Suppliers conduct their business in full compliance with applicable competition laws intended to promote free and fair competition and not enter into prohibited agreements or practices, formal or informal, such as price fixing, market sharing, bid rigging, collusion, “kickbacks”, etc.

3 Confidential and Proprietary Information

Suppliers may not use for their own purpose or disclose to any third party, Passenger’s intellectual property, trade secrets or other confidential, proprietary, or sensitive information (“Passenger’s Information”) without the prior written consent of Passenger.

Suppliers may disclose Passenger’s Information to persons within the Suppliers’ organisation strictly on a “need to know” or “need to use” basis and for the sole purpose of supplying goods and/or services to Passenger.

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4 Ethical Dealings

Passenger seeks to deal with Suppliers honestly and ethically and will give all potential suppliers fair consideration. Decisions will be based on objective criteria such as price, quality, B-BBEE status, service capability, reliability, track record and integrity.

The giving or receiving of any kickbacks, bribes or similar payments of any sort is prohibited. Passenger employees may not receive any commissions, money, or item of value other than regular remuneration and incentives as provided for in their terms of employment, either directly or indirectly, for negotiating, procuring, recommending, or aiding in any transaction entered on behalf of Passenger, nor are they entitled to any direct or indirect financial interest in such transactions.

Suppliers are required to demonstrate the same high ethical standards and to conduct business with integrity and fairness.

Passenger employees are prohibited from engaging in any private financial relationship with any Supplier, its owners, shareholders, directors, partners, or members including the investment in or acquisition of any financial interest for their own account in any Supplier business, or with any of the owners, shareholders, directors, partners, or members of such business, other than ordinary share dealings through a recognised stock exchange

5 Anti-Bribery

Suppliers must not engage in any conduct that would put Passenger at risk of violating anti-bribery laws.

Company policy and anti-bribery laws around the world prohibit Passenger and its employees from giving or accepting money or other inappropriate enticements, directly or indirectly to coerce or persuade the award of a business opportunity to Passenger or the Supplier, as the case may be.

Suppliers may not, in their business relationship with Passenger, act in any way, that violates Passenger’s policy or anti-bribery laws around the world. Suppliers must also ensure that their suppliers in the supply chain do not engage in the giving or receiving of bribes, kickbacks or other similar improper or unlawful payments.

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6 Gifts

Suppliers should be aware that it is not permissible for Passenger employees to give or receive gifts, hospitality or favours that could influence any business decision or that create the appearance of influencing such decision.

Suppliers are therefore not to provide gifts, hospitality or favours to any Passenger employee, their family members, or friends other than the following:

- promotional material and reasonable business entertainment such as business breakfasts, lunches, cocktail parties or dinners.
- personal hospitality to events such as sporting events or theatres if travel and accommodation costs are not included.
- business conferences and/or seminars if travel and accommodation costs are not included.
- gifts to a maximum value of R2,000.00 (or the equivalent in local currency for operations outside South Africa) and less.

The giving or receiving of gift vouchers or other cash equivalents above R2,000.00 (or the equivalent thereof in local currency for operations outside South Africa) or cash (regardless of the amount) is always prohibited.

Any deviations from this will only be allowed if permission is received in writing from a member of the executive committee for the respective division.

7 Health and Safety

Suppliers who do business with Passenger are required to provide a safe and healthy work environment for all employees working at their sites. In addition, any Supplier employee or representative providing on-site services in a Passenger facility is required to adhere to Passenger safety standards and site rules.

8 International Trade Regulations

Passenger Suppliers must adhere to all applicable trade and import regulations that apply to their activities.

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9 Labour Practices and Human Rights

Passenger is committed to fair labour practices in the workplace and expects its Suppliers to take appropriate steps to ensure that they and their suppliers subscribe to the same principles and practices, and comply with labour laws of the country in which they operate, which include:

- a prohibition of all forms of unfair discrimination.
- an intolerance of the inhumane treatment of employees and behaviour which is tantamount to any form of harassment in the workplace.
- a prohibition of the use of child and forced labour.
- a prohibition of excessive working hours.
- meeting or exceeding minimum wages.
- the recognition of the right of employees to freedom of association, organisation, and collective bargaining.
- respect for the privacy of all employees; and
- the provision of equal opportunities without the discrimination based on age, colour, creed, disability, ethnic origin, gender, marital or family status, religion, or sexual orientation. In addition, all promotions and recognition will be based purely on merit.

10 Protecting the Environment

Passenger Suppliers shall comply strictly with the letter and spirit of applicable environmental laws and regulations. Suppliers must implement and maintain environmental policies to ensure that their actions are carried out in an environmentally responsible way and be transparent about and accountable for their environmental performance.

11 Quality Requirements

Passenger will only do business with Suppliers that produce, package, store, and ship products in accordance with good manufacturing practices prevailing in their respective industries. Suppliers are expected to provide goods and services that consistently meet required specifications or at least industry standards.

12 Sustainability

Passenger is committed to the principle of sustainable development by striking an optimal balance between economic, environmental, and social development and will strive to innovate and adopt best practice, working in consultation with its stakeholders. Passenger expects its Suppliers to take sustainability seriously including:

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- minimising their consumption of natural resources (including water) and waste generation.
- minimising the impact of their operations on the environment including energy consumption, carbon dioxide (CO2) and other greenhouse gases (GHG).
- maximising recycling where possible.
- minimising pollution and protecting the biodiversity; and
- requiring Suppliers to share its commitment to sustainability.

13 Reporting Ethical Concerns

Any Supplier or Supplier’s employees should report improper behaviour that violates this Code to the **KAPREF ethics report line**.

These communications shall remain confidential and shall be disclosed to others as necessary to investigate the activity, take appropriate action or as otherwise required by law.

KAPREF can be reached on the following numbers:

Calling from within South Africa: 0800 200 651

Calling from outside of South Africa: +27 12 543 5311

Nico Boshoff

Chief Executive Officer

Unitrans Passenger (Pty) Ltd