



SAHARA GROUP THIRD PARTY NON SOLICITATION POLICY

Produced and Issued by Group Corporate Governance Directorate

April 2014



PURPOSE

In compliance with Sahara Group and/or its affiliates (the “Company’s”) Corporate Governance Policies, **The Company’s Third Party Non Solicitation Policy (the “Policy”)** sets out the standards of behavior expected from all third parties who are in a business relationship with the Company. The Policy is aligned with our purpose, mission and values as well as our culture and brand. It is designed to help us achieve our vision and mission statement in full compliance with our key tenets in **integrity and ethical values**.

This Policy provides guidance to govern the relationship between the Company and third party business partners (“Third Parties”). It is important that all Third Parties dealing with the Company familiarize themselves with this policy and the Company’s charter on business transactions and relations and any agreement terms and conditions applicable to their engagement.

Adherence to this Policy will be regularly evaluated and any deviation could lead to the termination of the relationship with the Business Party that deviates from it.

Failure to adhere to the Policy may result in breaches of laws, regulations, the Company’s standards and reputational damage. It may also lead to litigations and liabilities which could lead to blacklisting and/or legal action.

An attestation to this Policy is a requirement for the successful completion of the Company’s due diligence questionnaire and/or registration of any such Third Party organization as a business partner of any kind.

If you have any question about the Policy, you should contact the [Head of Corporate Governance and Compliance](#) of the Company [or send an email to expressyourself@sahara-group.com](mailto:expressyourself@sahara-group.com).

POLICY GUIDANCE

The word “**SOLICITATION**” as used in this policy means – **any money, fee, commission, credit, gift, gratuity, bribe, hospitality, thing of value or compensation of any kind** – that is provided directly or indirectly to any “**DIRECTOR, EXECUTIVE MANAGEMENT STAFF and/or EMPLOYEE**” for the purpose of improperly obtaining or rewarding any favorable treatment in connection with a contract and/or agreement for the provision of **GOODS, SERVICES, SUPPLIES, or in whatsoever manner it is defined**.

The Company prohibits any of its third party business partners and/or their affiliates providing any form of service to the Company arising from;

- Soliciting or providing or attempting to provide or offering to provide any form of financial inducement or gratification in cash/kind or overriding commission including directly or indirectly, the amount of any financial inducement or gratification in cash/kind or otherwise or overriding commission in the contract price charged by a Business Partner to the Company.

Where as a Third Party there are reasonable grounds to believe that violation (as defined in context above) could and/or have occurred, the Third Party shall promptly report the possible violation to the Head Corporate Governance and Compliance in writing or via an email to expressyourself@sahara-group.com

Bribery, Gifts, Benefits, Hospitality and Entertainment

In line with the Company's policies on Anti-Bribery and Gifts and Hospitality, employees of the Company are not allowed under any circumstance to receive either directly or indirectly any form of material benefits, gifts, favors and entertainment that might conflict with the proper conduct of their corporate responsibilities or hinder or interfere with their judgment in respect of the Company from any third party or outside concern that does or seeks to enter into a business relationship with the Company.

Third Party organizations are **strongly discouraged** from giving benefits, gifts or entertainment to the Company's Directors, Executive Management and/or Employees. All forms of **solicitation** from Executive Management and/or Employees at all levels must be promptly reported to the Head of Corporate Governance and Compliance, who will investigate all allegations, and refer the matter to the next level of disciplinary authority for appropriate sanctions in line with the Company's sanction grid.

Third party organizations should however be cautious as all forms of malicious reports or accusations as these will not be tolerated by the Company.

Third Party organizations shall not engage in any fraudulent activity and/or embezzlement that would affect the Company's properties, funds, securities or other assets, wilfully damage or destroy property and/or materials that belong to the Company and/or the Company's employees. They should not engage in diversion of the Company products either produced or distributed by the Company.

The Third Party organization agrees to incorporate the substance of this policy in all sub-contracts under any contract with the Company.

As a Third Party organization trying to and/or carrying out business with the Company, the following is what you may expect from us:

- Honesty and ethical behaviour
- Fair competition
- Prompt responses to enquiries
- Unbiased listening
- Compliance with agreed timelines
- Exchange of mutually beneficial information

The Company expects the following from Third Party organizations trying to and/or carrying out business with us:

- To deal fairly and honestly with the Company
- To offer suggestions of alternatives that will improve or reduce the cost of goods and/or services being purchased
- To inform the Company of changes in economic and/or market conditions that might affect our purchasing decision



- To quote your best prices at all times and stand on that basis unless there is clear evidence of error
- To fulfill the terms and conditions of all contracts and/or agreements
- To responsibly provide delivery only in line with agreed specifications
- To ensure that all their affiliates and/or supply chain abides by the provisions of this Policy in business transactions relating to the Company

THIRD PARTY ORGANIZATIONS MUST REMEMBER THAT CASH GIFTS OF ANY AMOUNT ARE PROHIBITED BY THE COMPANY.

THIRD PARTY DECLARATION

We _____, the third party business partner, hereby certify that to the best of our knowledge and belief that no form of gratification cash/kind and/or financial inducement or overriding commission has been paid or would be paid for influencing or attempting to influence any Director, Executive Management Staff and/or Employee of the Company, directly and/or indirectly with the definitions of the Company's policy on Non-Solicitation

Name of Company _____

Name of Authorized Signatory _____

SIGNATURE

DATE



All operations, activities and relationships of the Company with third party organizations shall be guided by this Policy and no clause shall be subject to waiver.

THIS POLICY APPLIES TO ALL THIRD PARTY ORGANIZATIONS AND BUSINESS PARTNERS DOING BUSINESS OR WISHING TO DO BUSINESS WITH THE COMPANY.

ALL MEMBERS OF THE BOARD, CEO/OTHER MEMBERS OF THE SENIOR EXECUTIVE MANAGEMENT TEAM AND ALL STAFF OF THE COMPANY MUST ENSURE STRICT ADHERENCE TO THIS POLICY AND ON NO OCCASION SHALL THEY TRANSACT BUSINESS WITH ANY THIRD PARTY ORGANIZATION THAT REFUSES TO ATTEST TO THIS POLICY OR UPON ATTESTATION FAILS TO ADHERE TO THE REQUIREMENTS OF THE POLICY.
