PUBLIC INVESTMENT CORPORATION®

Est. 1911

ETHICAL CONDUCT GUIDELINES FOR ASSOCIATED PARTIES

POLICY MAINTENANCE DATA

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DOCUMENT REVIEW AND APPROVAL

Revision history:

Version	Author	Date	Inception/Revision
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This document has been reviewed by:

Reviewer	Date	Reviewed
Head: Ethics	October 2024	Reviewed
EXCO	October 2024	Reviewed and Approved

This document has been recommended for approval/ approved by:

Subject Matter Experts		
Name	Signature	Date Reviewed
Head: Ethics		October 2024

Contact details of persons to be contacted if there are any questions and/or queries regarding the policy:

Division	Contact Details of Key Person [Insert Relevant Department]
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INTRODUCTION

1. The PIC is a financial services provider in terms of the Financial Advisory and Intermediary Services Act, 2002 ("FAIS Act") with the Financial Sector Conduct Authority (FSCA), previously the Financial Services Board (FSB) as the regulator. The PIC manages funds on behalf of public sector institutions and is the largest asset manager in the African continent.

2. In view of the standing and the nature of business of the PIC, employees of the PIC, including key individuals and representatives in terms of FAIS Act are expected to act and behave with high levels of ethics and conduct, and further act with due care, skill, and diligence.

3. The Ethical Guidelines for Associated Parties ("The Guideline) is a fundamental element of good governance and provides ethical guidelines for our business partners. Due to the nature of the business of the PIC, the employees and stakeholders of the PIC are required to act with utmost ethical conduct. It is important for the PIC suppliers to act ethically in compliance with the guideline. Within the context of the PIC, ethics entails applying well founded standards of good, right, and fair, that prescribe what individuals ought to do when faced with an ethical dilemma that benefits self, the organisation and society.

4. The PIC aspires to do the right things, at the right time and in the right way, for the best interests of the PIC and its Clients, at all times. Doing the right things, speaks to the link between the ethical standards the PIC espouses and the integrity with which it holds these standards, by ensuring that at the PIC acts in accordance with the ethical standards of the PIC.

5. The PIC is committed to maintaining the highest standards of ethical behaviour. To upholding ethical standards in all its activities, and to complying with all prevailing laws that are applicable to its business and the environment in which it operates.

PURPOSE

6. The purpose of this the Guideline is for the PIC to publicly declare the behavioural standard that promotes ethical business practices and uphold our values. At the PIC, we are committed to conducting business ethically, responsibly, and sustainably. As part of this commitment, we expect our associated parties to uphold similar principles and standards.

7. The Guidelines serve as a reference for all persons associated with the PIC, detailing the minimum standards expected from them. By partnering with the PIC, associated parties agree to be guided by these ethical guidelines when performing services for or on behalf of the PIC.

8. The PIC views all its suppliers/vendors as Associated Parties and undertakes to ensure that a good working relationship is maintained based on ethics and values. By partnering with the PIC, associated agree to be guided by the following minimum standards:

9. Compliance with Laws and Regulations:

9.1. Associated Parties must comply with all applicable laws, regulations, and industry standards relevant to their business operations, including but not limited to those related to labour, health and safety, environmental protection, and anti-bribery and anti-corruption.

10. Ethical Practices

10.1. Associated Parties must conduct their business ethically and with integrity, refraining from bribery, corruption, collusion, or any other unethical business practices.

11. Anti-Bribery and Anti-Corruption (ABAC) Requirements

11.1 All forms of bribery and corruption are strictly prohibited. This includes offering, promising, giving, or accepting anything of value to influence the actions of another party in a business transaction.

11.2 All contracts with associated parties must include specific ABAC clauses. These clauses will outline the expectations for ethical behaviour and the consequences of non-compliance.

11.3 Associated parties are required to undergo regular training on ABAC policies and procedures. This training will cover the definition of bribery and corruption, the PIC's expectations, and the legal consequences of non-compliance.

11.4 Associated parties must establish internal reporting mechanisms to report any suspected instances of bribery or corruption. They are also required to cooperate fully with any investigations conducted by the PIC or regulatory bodies.

11.5 The PIC will conduct regular audits to ensure compliance with ABAC policies. Associated parties must provide access to relevant records and cooperate with audit teams.

11.6 Failure to comply with ABAC requirements will result in immediate termination of business relationships and may lead to legal action. Associated parties are responsible for ensuring that their employees and subcontractors also comply with these guidelines.

12. Records and Data

12.1. Associated Parties should maintain transparent and up to date books and records, to demonstrate compliance with this guideline and applicable governmental and industry regulations. They must also abide by privacy laws and regulations that set out requirements for handling personal information.

13. Confidentiality

13.1. Associated Parties must respect the confidentiality of sensitive information obtained during their business relationship with the PIC and safeguard any intellectual property rights entrusted to them.

13.2. Associated Parties shall not use any confidential information for personal gain or the gain of a third party.

13.3. Associated Parties are expected to prohibit the misappropriating or abusing confidential and sensitive information about workings of the PIC's business, its investments, and transactions that they may be privy to.

14. Labour and Human Rights Practices

14.1. Associated Parties shall respect human rights and not condone forced, bonded or child labour.

14.2. Associated Parties must uphold the fundamental labour rights of their employees as defined by international standards, including the right to fair wages, reasonable working hours, employment equity, safe working conditions, and freedom from discrimination and harassment.

15. Health and Safety

15.1. The Associated Parties shall provide a safe and healthy work environment for their employees, visitors, and contractors. This includes identifying and mitigating workplace hazards, providing necessary training and protective equipment, and promoting a culture of safety.

16. Environmental Responsibility:

16.1. The Associated Parties must minimise their environmental impact by implementing practices that promote sustainability, resource conservation, pollution prevention, and responsible waste management.

17. Supply Chain

17.1. Employees and Directors of the PIC must avoid any relationship, financial or otherwise, with any associated parties that could conflict, or appear to conflict, with their duty to act in the best interest of the PIC and our clients.

17.2. Associated Parties must keep proper records of their dealings with the PIC.

18. Reporting Unethical Conduct

18.1. The PIC is committed to providing a professional working environment that is free of any form of unethical, unlawful, or irregular activity. We are required by law to ensure that all our stakeholders are aware of the responsibility to disclose unlawful, criminal, or irregular conduct in the workplace and to establish and maintain a mechanism to facilitate confidential and other disclosures.

18.2. If you believe something is not right and is not aligned with our values, for example: fraud, misconduct, or any illegal activity, it is important that you speak up. Promptly report any violations or concerns regarding compliance with this Guideline to the PIC. Any identified non-compliance issues should be addressed promptly and effectively, with corrective actions implemented as necessary.

APPLICABLE LEGISLATION AND GOVERNANCE DOCUMENTS

1.1. Applicable Legislation

1.1.1. Basic Conditions of Employment Act, 1997 (Act No. 75 of 1997)
1.1.2. Companies Act, 2008 (Act. No. 71 of 2008)
1.1.3. Electronic Communications and Transmissions (Act No. 25 of 2002)
1.1.4. Financial Advisory and Intermediary Services Act, 37 of 2002 (“FAIS”)
1.1.5. Financial Intelligence Centre Act, 38 of 2001 (“FICA”)
1.1.6. Labour Relations (Act No.66 of 1995)
1.1.7. Prevention and Combating of Corrupt Activities Act, 2004 (Act No. 12 of 2004)
1.1.8. (“PRECCA”)
1.1.9. Public Investment Corporation (Act No. 23 of 2004) (“PIC Act”)
1.1.10. Promotion of Equality and Prevention of Unfair Discrimination (Act No. 4 of 2000)
1.1.11. Protected Disclosures Act, 2000 (Act No. 26 of 2000) (“PDA”)
1.1.12. Protection of Personal Information Act, 2013 (Act No. 4 of 2013 (“POPIA”)
1.1.13. Public Finance Management Act, 1999 (Act No 1 of 1999) (“PFMA”)

1.2. Related Governance Document

1.2.1. Foreign Law
- 1.2.1.1. Foreign Corrupt Practices Act 1977 (FCPA)
- 1.2.1.2. The UK Bribery Act 2010

1.2.2. Other Reference Documents
- 1.2.2.1. Code for Responsible Investing in South Africa (“CRISA”
- 1.2.2.2. ISO 37001 - Anti-Bribery Management System Standard
- 1.2.2.3. King IV Report on Corporate Governance
- 1.2.2.4. OECD recommendations regarding corruption
- 1.2.2.5. United Nations Global Compact (“UNGC”) Principles
- 1.2.2.6. United Nations Principles for Responsible Investment
- 1.2.2.7. United Nations Sustainability Development Goals

1.2.3. PIC Governance Documents
- 1.2.3.1. Anti-Fraud and Corruption Policy and Procedures
- 1.2.3.2. Anti-Money Laundering Policy and Procedures
- 1.2.3.3. Business Continuity Framework and Plan
- 1.2.3.4. Client Relations Policy and SOP
- 1.2.3.5. Conflict of Interest Management Policy and Procedures
- 1.2.3.6. Directors Code of Conduct
- 1.2.3.7. Debarment Policy and Procedures
- 1.2.3.8. Employee Relations Policy and Procedures
- 1.2.3.9. Framework on Mpati and other Investigations Report
- 1.2.3.10. FAIS Fit and Proper Policy
- 1.2.3.11. Gifts Policy and Procedures
- 1.2.3.12. Human Resources Policies of PIC
- 1.2.3.13. PIC Privacy Policy
- 1.2.3.14. PIC Procurement Policies and Procedures
- 1.2.3.15. Personal Account and Insider Trading Policy
- 1.2.3.16. Safety, Health, and Environment Policy
- 1.2.3.17. Anti-Sexual Harassment Policy and Procedure
- 1.2.3.18. Treating Customers Fairly Policy
- 1.2.3.19. Whistleblowing Policy and Procedures
- 1.2.3.20. PIC Nominee Directors’ Policy