



SUPPLIER CODE OF CONDUCT

1. PURPOSE

This supplier code of conduct (this “**Code**”) establishes the minimum standards of behavior expected from all persons that sells or supplies goods or services (each a, “**Supplier**”) of Africell Global Holdings Ltd, its subsidiaries, and affiliates (hereinafter referred to as “**Africell**”, “**we**”). Suppliers must adhere to these standards, ensuring that all their employees, agents, and subcontractors also comply.

We may request to review your business practices and standards to ensure alignment with this Code. Furthermore, we may ask for access to information necessary for verification purposes.

2. SCOPE

This Code applies to all Suppliers of Africell, including their subcontractors. Suppliers encompass individuals and entities providing goods and/or services directly to Africell or on its behalf. Subcontractors of Suppliers are obliged to adhere to this Code when their work is associated with Africell. It pertains to all business dealings with Africell, regardless of geographic location.

3. POLICY STATEMENT

We are dedicated to conducting business according to the highest ethical standards. This Code acts as a roadmap for Suppliers to maintain these standards. Suppliers are obligated to adhere to all relevant local and international laws, regulations, and Africell's internal policies, including this Code. While the Code offers general guidance, Suppliers are expected to exercise judgment guided by its principles. Africell reserves the right to periodically update and amend this Code.

3.1 COMPLIANCE AND INTEGRITY

- Compliance with all applicable local and international laws and regulations is mandatory.
- Suppliers must maintain adequate ethical and operational standards ensuring Africell's reputation is preserved.
- Subcontractors of Suppliers must also comply with this Code.

3.2 NON-DISCLOSURE

- Unless written consent is provided by Africell, the Supplier shall refrain from disclosing the contractual relationship with Africell or the scope of the contract to any third party.

3.3 ENVIRONMENTAL AND SOCIAL CORPORATE RESPONSIBILITY

- Fair labor practices, and respect for basic human rights are mandatory.
- Suppliers should adopt eco-friendly practices to minimize environmental impact.
- Engagement in community support initiatives is encouraged.

3.4 ANTI-BRIBERY, CORRUPTION, AND FRAUD

- Suppliers must abstain from corrupt or fraudulent practices and maintain professionalism and integrity.

- Africell maintains a zero-tolerance policy for bribery, corruption, and fraud.
- Compliance with all applicable anti-bribery and corruption laws is mandatory.
- Bribery, facilitation payments, and undisclosed connections with public officials are prohibited;
- Suppliers must maintain and implement comprehensive policies to manage bribery, corruption, and fraud risks.

3.5 GIFTS AND ENTERTAINMENT

- Suppliers must not offer or receive gifts or entertainment for improper advantage.
- Modest, reasonable gifts, and entertainment are acceptable if: lawful, appropriate, infrequent, unsolicited, are not in the form of cash (or usable as cash), are made openly and transparently, and are below USD 100 in face value in a calendar year.

3.6 MONEY LAUNDERING AND TERRORISM FINANCING

- Africell maintains a zero-tolerance policy towards any form of money laundering or terrorism financing.
- Suppliers must avoid engaging in or facilitating money laundering or terrorism financing and must engage only with reputable counterparts.

3.7 CONFLICTS OF INTEREST

- Conflict of interest occurs when personal or financial interests interfere with professional duties or responsibilities, potentially compromising the integrity or impartiality of decision-making processes. Suppliers should, to the extent possible, refrain from activities conflicting with their responsibilities towards Africell.
- Prompt disclosure of actual or apparent conflicts of interest to Africell is mandatory by emailing: Compliance@africell.com

3.8 INTEGRITY AND WORK ETHICS

- Suppliers must conduct business ethically and professionally, reflecting positively on Africell's image and reputation.
- Adherence to all applicable health and safety regulations is mandatory.
- All employees must be treated fairly, with dignity, and respect. Implementation of policies ensuring acceptable employee behavior is required.

3.9 REPORTING

- Reporting of known or suspected violations of this Code is mandatory by emailing: Compliance@africell.com.
- Investigations will be conducted for reported concerns.
- Non-retaliation against individuals reporting concerns is mandated.

3.10 NON-COMPLIANCE

Non-compliance with this Code may result in the termination of the business relationship.

3.11 UPDATES

Suppliers are responsible for staying informed about updates to this Code. Updated versions will be provided as necessary.