

Dimension Data Holdings Plc.

Ethics Policy

October 2011



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1. Introduction

As a business our core values ensure that we operate to the highest ethical and quality standards in all that we do. We expect all business dealings to be carried out fairly, openly and honestly, with the utmost transparency and integrity. Bribery and corruption are not countenanced.

We expect employees to engage with clients, partners and each other with mutual respect and in a way which upholds Dimension Data's principles and values.

This Ethics Policy, together with the Anti-Bribery and Corruption Policy, Hospitality and Gifts Policy and Whistleblowing Policy have been produced to provide guidance and support for all employees to ensure that we meet Dimension Data's standards on a global basis. These policies apply to all Dimension Data Employees, no matter where in the world they are employed (in addition to these policies countries may have specific policies which apply to employees within that country, but nothing within those country policies may permit a breach of the overall Group standards).

If any employee has any concerns as to the operation of these policies, the Whistleblowing policy enables staff and stakeholders to escalate any concerns through the appropriate channels to the highest level within the organization, where we can assure you that they will be acted upon.

Fair, honest and respectful business is good business. Our commitment to working towards the highest ethical standards in Dimension Data is unwavering and we urge every employee to read these policies carefully.

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2. Ethical Code

The Dimension Data Group is committed to the practice of responsible corporate behavior. It is open, honest and considerate in its dealings with customers, suppliers, members of staff, associates and all groups and individuals with whom it has contact and dealings. The following principles are mandatory on all its members of staff, associates and agents.

- 2.1. The Group will observe the laws of any country in which its business is transacted. Employees should take adequate measures to ensure that, in the areas of their involvement, the company complies with all legal requirements and regulations, including but not limited to tax and exchange laws and regulations.
- 2.2. Corrupt or illegal practices will not be tolerated. Bribes or any other illicit payments will neither be paid nor accepted, and all employees must comply with the Group's **Anti-Bribery and Corruption Policy**. If you are in any doubt of the validity of a payment or transaction, report such concerns immediately as per the **Whistleblowing Policy**. If an employee or an associated person is found guilty of giving or receiving a bribe, he/she will be personally criminally liable and responsible for any related remedial costs such as losses, court fees or expenses
- 2.3. All business transactions will be completely and properly recorded. No funds will be maintained in off-the-record accounts. In particular employees should take adequate measures to ensure that in the areas of their involvement, all customers invoicing and other transactions (including sales, purchases, payments and receipts) are bona fide, correct and complete and are in compliance with laws and regulations relating to customs duties, sales taxes and exchange controls.
- 2.4. Customers will be treated with the utmost confidentiality. No information concerning their affairs is published or passed to a third party without their written permission.
- 2.5. The Group does not participate in any illegal anti-competitive activity. Employees should not authorise nor participate in any illegal conduct or action (such as price manipulation or tender fixing) that restricts competition.
- 2.6. The Group is non-political. It does not make contributions to political parties or allow its assets and services to be used in any way which favours any particular political grouping, other than in the provision of its normal products and services, under its usual terms and conditions of sale, at arm's length prices.
- 2.7. Directors, managers and members of staff are not permitted to engage in business on behalf of the Group with organisations in which they or their associates have a material financial or other business interest, unless Board approval has been given in respect of Directors, or a full, written disclosure of the nature and extent of the interest has been made to the Managing Director in respect of all other Managers and Members of Staff. For the purposes of this code:
 - 2.7.1. Business includes but is not limited to transactions involving the provision/receipt of financial assistance, acquisition, disposal or leasing of assets, provision/receipt of

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services, issuance/subscription of securities, granting/being granted options and establishment of joint ventures/investments.

2.7.2. Associates include, but are not limited to, family members, friends, business associates, any company they or their family have an interest in, and any trust of which they or their family members or friends are trustees or beneficiaries.

2.8. Dimension Data Group business dealings (including use of company assets) should be conducted at normal arm's length terms, in the interest of the Dimension Data Group; in particular, Dimension Data employees and their associates should not be involved in (1) the diversion of any business away from the Dimension Data Group or (2) any transactions in which they personally derive benefit (directly or indirectly) other than benefit derived through their employment with Dimension Data.

2.9. Business gifts and other offers of hospitality can only be accepted in compliance with the Group's **Hospitality and Gifts Policy**:

If there is any doubt about whether an offer of hospitality or gifts conforms to acceptable practice, please report these concerns as per the **Whistleblowing Policy**.

2.10. The Group does not discriminate against any member of staff, customer, or member of the public on the grounds of race, colour, sex, sexual orientation, age, religion or creed.

2.11. Employees should ensure that they comply with this policy at all times.

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3. Appendices

3.1. Associated Policies

Appendix A.1. Dimension Data Anti-Bribery and Corruption Policy

Appendix A.2. Dimension Data Whistleblowing Policy

Appendix A.3. Dimension Data Hospitality and Gifts Policy