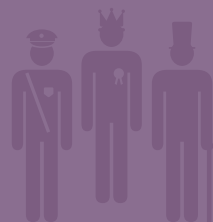


GFF

ANTI-CORRUPTION POLICY



1. INTRODUCTION

The Foschini Group Limited and all of its subsidiaries wherever they operate (hereinafter collectively referred to as “TFG”) are committed to conducting business both ethically and lawfully. TFG recognises that corruption can negatively impact economic stability, has the potential to irreparably harm a country and a company’s reputation. In the business environment, corruption can also have a negative impact on employee morale and serious financial consequences in the form of fines and imprisonment.

TFG encourages transparency, ethical behaviour and accountability among all of its employees. TFG strongly condemns corruption in all of its forms and will not tolerate it within its business, nor in its relationships with external parties. TFG has a zero tolerance approach to corruption. Corrupt practices are contrary to TFG’s PRIDE² values (Passionate about Service, Resilience, Integrity, Dignity and Respect, Empowerment and Excellent Performance), in particular, the value of “Integrity”. TFG is committed to being honest and ethical at all times.

This policy sets-out TFG’s approach to compliance with all applicable anti-corruption and bribery laws, international conventions or documents, standards and corporate governance codes (such as King IV) in the countries in which TFG operates.

2. DEFINITIONS

In this policy, the following definitions apply:

“Business Contacts” includes all business partners, consultants, suppliers, service providers and agents, with whom TFG contracts or does business, whether currently or in the future (including all employees of the Business Contacts);

“Employees” includes all individuals employed by TFG whether on a full-time, part-time or casual basis and for the purposes of this policy, also includes independent contractors.

3. SCOPE

This policy applies to TFG and all of its Employees. All Employees must read, understand and comply with this policy. Line managers must ensure that their Employees are aware of, understand and comply with this policy.

TFG Business Contacts must abide by the contents of this policy, in so far as it relates to any business dealings which they have with TFG.

4. PURPOSE

The purpose of this policy is to help Employees and Business Contacts to identify and avoid situations which could result in a breach of anti-corruption and bribery laws and must be read along with TFG's Code of Ethical Conduct.

This policy provides guidance on the identification, avoidance and management of corruption risks by -

- explaining what corruption, bribery and facilitation payments are;
- explaining TFG's position on corruption;
- setting out indicators to identify corruption;
- providing guidance on how to avoid corruption;
- disclosing the ways to report corrupt activities;
- highlighting the consequences of non-compliance with the policy.

5. WHAT IS CORRUPTION, BRIBERY AND A FACILITATION PAYMENT?



Corruption is the offering, giving or acceptance of an inducement, reward or payment which may improperly influence the actions of any person, including government officials or political parties. Corruption includes bribery and facilitation payments.



Bribery involves offering something, usually money (but can include gifts, entertainment and accommodation), to gain an unfair advantage.



Facilitation payments are improper payments (usually in smaller amounts than a bribe) made to expedite governmental processes.

Refer to Annexure "A" for examples of corrupt activities.

6. PROHIBITED CONDUCT

TFG will not pay, promise or offer to give something to any person in order to improperly influence a decision in TFG's favour.

In line with this policy, all Employees are prohibited from making or receiving any payment, gifts, offers or promises, whether directly or indirectly to any government official, political party or Business Contact in order to obtain or keep any business or other advantage, or to expedite any process.

TFG does not condone any corrupt activities by its Business Contacts.

Gifts that fall within TFG's gift policy are excluded from the scope of this policy. TFG's gift policy, requires the reporting of gifts over a value of R150 and it encourages Business Contacts to make charitable contributions instead of giving gifts to Employees.

7. MECHANISMS TO IDENTIFY CORRUPTION

A number of measures will be used by TFG to identify corruption, which includes but are not limited to -

- regular monitoring of the Deloitte Tip-Off Line reports;
- annual anti-corruption disclosure (contained in the conflict of interest disclosure);
- employee lifestyle audits (as and when required);
- ad hoc Business Contact audits and/or annual disclosures;
- TFG line management monitoring of gifts received by Employees, either via a gift register or ad hoc when gifts are received by Employees;
- new vendor take-on process which includes background checks and exposure to TFG's policies and Deloitte Tip-Off Line.

8. MEASURES TO AVOID CORRUPTION

These measures will include (but are not limited to) -

- adhering to TFG's culture and values;
- avoiding situations where the opportunity for bribery or corruption could take place;
- a gift policy which encourages charitable donations by Business Contacts instead of gifts to Employees;
- training for Employees on how to identify, prevent, avoid and report corrupt activities.

9. HOW TO DISCLOSE CORRUPT ACTIVITIES:

Disclosure mechanisms -

- anonymously via the Deloitte Tip-Off Line (refer to Annexure "B" for the contact details);
- annual conflict of interests disclosure;
- Employees can report any corrupt activities directly to their line manager (either via email or in person). The line manager must then report the corrupt activity (via email) to the Head of Legal Compliance (annam@tfg.co.za);
- if the Employee or line manager is uncertain about whether a particular situation is a transgression of this policy or is a corrupt activity, he/she must approach the Head of Legal Compliance for guidance;
- where a Business Contact becomes aware of corruption by an Employee, he/she must report the matter to TFG's Head of Enterprise Risk (tfg@tip-offs.com).

10. WHAT HAPPENS WHEN A CORRUPT ACTIVITY IS REPORTED?

TFG will investigate the corrupt activity claim/s and where appropriate, report the criminal conduct to the police. As previously mentioned in this policy, TFG takes a zero tolerance approach to corruption.

Any investigation into corrupt activities will involve the following parties: TFG Forensics, TFG Internal Audit, TFG Legal Compliance, TFG Enterprise Risk and TFG Human Resources.

11. CONSEQUENCES OF NON-COMPLIANCE WITH THIS POLICY

Failure to comply with this policy will result in disciplinary proceedings in terms of the relevant TFG disciplinary policy, which could result in the termination of employment with TFG. TFG's disciplinary process will be followed where it is found that an Employee has been involved in or is suspected of being involved in corrupt behaviour.

For Business Contacts, non-compliance will be a material contractual breach, which may result in the termination of the business relationship with TFG.

Employees and Business Contacts have a specific duty to report any corrupt activities which they become aware of. Failure to do so could result in criminal charges being laid against these Employees and Business Contacts.

12. PUBLICATION

For a copy of this policy, please go to TFG's website www.tfglimited.co.za

13. TFG CODE OF ETHICAL CONDUCT:

TFG's Code of Ethical Conduct is available on request. For a copy, please email annam@tfg.co.za

14. APPROVAL OF THIS POLICY

ACTION	NAME AND TITLE	CONTACT DETAILS
Approved by:	Social and Ethics Board Committee	company_secretary@tfg.co.za
Owned by:	TFG Company Secretary	company_secretary@tfg.co.za
Administered by:	Senior Manager: Legal Compliance	annam@tfg.co.za

15. REVIEW OF THIS POLICY

This policy will be reviewed every two years. The next revision date is 31 January 2020.

ANNEXURE A

**These are examples of various corrupt practices.
These are not meant to be an exhaustive list.**



Cash or gifts given to government officials, their family members or friends **to secure or expedite a licence for TFG**



Cash or offers of employment to government officials, their family members or friends **in exchange for avoiding a fine for non-compliance**



Paying for travel or accommodation of a government official, their family members or friends **so that he/she does not conduct an inspection**



Where a Business Contact of TFG **gives cash** to a government official, their family members or friends **to release goods which are being delayed at customs**



Where a Business Contact of TFG **gives cash or gifts** to an Employee **to secure a contract**



Examples of government officials

- Tax authorities
- Customs officials
- Police officers
- Regulatory officials
- Labour inspectors
- Employees of local, provincial or national government

ANNEXURE B

Deloitte TIP-OFF LINE DETAILS



SOUTH AFRICA

Toll Free: 800 118 444 or 0800 00 77 88

(normal call rates from mobile phones)

SMS: 'Please Call Me': 32840

Email: tfg@tip-offs.com

Website: www.tip-offs.com

Mail: KZN 138, Umhlanga Rocks, 4320,
Kwazulu Natal, South Africa (free post)

NAMIBIA

Toll Free: 0800 003 313 (Namibia Telecoms),
08191847 (MTC)

Email: tfg@tip-offs.com

Website: www.tip-offs.com

BOTSWANA

Toll Free: 0800 600 644 (BTC),
1144 (Orange), 71119602 (Mascom),

Email: tfg@tip-offs.com

Website: www.tip-offs.com

LESOTHO

Toll Free: 80022055 (Econet)

Email: tfg@tip-offs.com

Website: www.tip-offs.com

ESWATINI

Toll Free: 8007006 (SPTC)

Email: tfg@tip-offs.com

Website: www.tip-offs.com

ZAMBIA & GHANA

Email: tfg@tip-offs.com

Website: www.tip-offs.com

Email: tfg@tip-offs.com

Website: www.tip-offs.com

KENYA

Toll Free: 0800722626 (Safaricom)

Email: tfg@tip-offs.com

Website: www.tip-offs.com

AUSTRALIA AND NEW ZEALAND

Toll Free: 1-800-633-293

Email: tfg@tip-offs.com

Website: www.tip-offs.com

UK

Whistleblowing hotline: 0207 471 4423

Toll Free: 0800 189 1196

Email: tfg@tip-offs.com