



Vendor Application Form

1. General

Who is your contact person at Globeleq?	Choose an item.
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Please indicate which entity / entities you are supplying:		
Entity	VAT No	YES / NO
Globeleq South Africa Management Services (Pty) Ltd	4790261749	Choose an item.
De Aar Solar Power (RF) (Pty) Ltd	4920261817	Choose an item.
Droogfontein Solar Power (RF) (Pty) Ltd	4160261790	Choose an item.
Jeffreys Bay Wind Farm (RF) (Pty) Ltd	4730253707	Choose an item.

2. Vendor information

Type of Legal Entity (please mark the relevant type)	Choose an item.
Vendor Full Name	
Trading Name	
Company Registration No / ID No	
VAT Registration	
Registered Address	
Street	
City	
Zip / Post Code	
Province	
Country	
Trading Address (if different)	
Street	
City	
Zip / Post Code	
Province	
Country	
Name of Vendor Sales Representative	
Email address	
<i>Email address for Purchase Orders</i>	
Name of accounts department contact	
Email address	

3. Service Company / Schedule Four of the Income Tax Act

Is the entity a COMPANY providing a service?	Choose an item.
If YES, please declare by signature below that turnover being provided to Globeleq / Project is less than 80% of your entity's total annual income.	Choose an item.

Is the entity an INDIVIDUAL providing a service?	Choose an item.
<i>If YES, please note that it is assumed that the Fourth Schedule of the Income Tax Act applies, and that PAYE will be deducted from payments. It is the responsibility of the Vendor to provide a motivation for being classified as an Independent Contractor, if applicable.</i>	



4. Information for Enterprise Development (ED) Reporting

The Company's BBBEE Contributor Level	Choose an item.	Proof to be attached
The company is >50% women owned	Choose an item.	Proof to be attached
The company is an Exempted Micro Enterprise (EME) [turnover is between R0 and R5mil]	Choose an item.	Proof to be attached
The company is a Qualifying Small Entity (QSE) [turnover between R5mil and R35mil]	Choose an item.	Proof to be attached
Percentage ownership by disabled persons (as per the definitions in South African Income Tax legislation)		
Percentage ownership (at the time of first doing business with a Globeleq entity) by persons who are considered a youth (<35 years of age)		

5. Banking Information

Bank		Proof to be attached (Copy of Letter from Bank / bank statement / cancelled cheque)
Account Name		
Account Number		
Account Type		
Branch Name		
Branch Code		
IBAN Number		
Swift Code		
Bank ID (US)		

6. Standard Conditions of Service

Kindly attach the Vendors Standard Terms and Conditions for review by the Globeleq Compliance Officer	Choose an item.	Approval by Compliance Officer:
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7. Declaration

By signing this form I hereby acknowledge:

- that I have read the Globeleq Code of Business Conduct and Ethics ("**Code of Conduct**") and I understand that the Vendor is expected to comply fully with the Globeleq Code of Business Conduct and Ethics;
- that I am not currently aware of any exceptions to the **conflict of interest** provisions of the Code of Conduct; and
- that I am aware that **no work** can be done or charged to Globeleq before receipt of a **Purchase Order** from Globeleq or the Globeleq Group of Companies.

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Name of Representative	Position in Company	Signature	Date
<i>This form is being signed by a person that is duly authorised to do so, and on signing the form, is declaring that the completed information is correct.</i>			

CODE OF BUSINESS CONDUCT AND ETHICS

Employees of the Company are bound by the following code of conduct. Contractors are bound by the code of conduct to the extent that it relates to their contract with the Company. The Company refers to any of the entities listed under item 1(General) of this Vendor Application Form.

Compliance with Laws, Rules and Regulations

The Company and all its Vendors shall comply with all laws, rules and regulations by which the Company is governed. Indeed, we strive to comply not only with the letter but also with the spirit of laws and regulations and to employ international standards of best practice in its compliance efforts. All illegal activities or illegal conduct are prohibited whether or not specifically outlined in this Code.

Where laws, rules and regulations do not govern or where the laws, rules and regulations are conflicting or unclear, employees or Contractors should contact the legal department of the Company. Business should always be conducted in a fair and forthright manner. Officers, directors and Vendors of the Company are expected to set the example for integrity in business practice.

Health and Safety

The Company is committed to the protection of the health and safety of all individuals affected by our operations and to compliance with health and safety laws and regulations and the international standards adopted by the Company. All employees and Contractor of the Company shall strive to mitigate risks to the health and safety of individuals from the Company's operations while maintaining adherence to regulations, laws, permits, the Health and Safety Policy and guidelines and procedures adopted pursuant thereto. This commitment extends to, but is not limited to, developing, implementing and maintaining facility-specific health and safety programs and procedures. Contractors shall supply the complete health and safety file to the Company prior to any work commencing on any of the Company sites.

Conflicts of Interest

Conflicts of interest can arise in any area of our operations. A "conflict of interest" exists whenever an individual's private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Company. We must each make decisions solely in the best interest of the Company. Any business, financial or other relationship with suppliers, customers or competitors that might impair or appear to impair the exercise of our judgment solely for the benefit of the Company is prohibited.

Some examples of conflicts of interest are:

Family Members. Actions of family members may create a conflict of interest. For example, gifts to family members by a supplier of the Company are considered gifts to employees and must be reported. Doing business for the Company with organizations where an employees' family members are employed or which are partially or fully owned by employees' family members or close friends may create a conflict or the appearance of a conflict of interest.

Gifts, Entertainment, Loans or Other Favors. Directors, officers and employees shall not seek or accept personal gain, directly or indirectly, from anyone soliciting business from, or doing business with the Company, or from any person or entity in competition with us. Examples of such personal gains are gifts, non-business-related trips, gratuities, favors, loans, and guarantees of loans, excessive entertainment or rewards. However, employee may accept gifts of a nominal value. Other than common business courtesies, directors, officers, employees and independent contractors must not offer or provide anything to any person or organization for the purpose of influencing the person or organization in their business relationship with us.

Excessive gifts (for example, payments for flights and hotel bills) should not be accepted by employees for their personal benefit.

Dealing with Third Party Suppliers. Directors, officers and employees are expected to deal with advisors or suppliers who best serve the needs of the Company as to price, quality and service in making decisions concerning the use or purchase of materials, equipment, property or services. Directors, officers and employees who use the Company's advisors, suppliers or contractors in a personal capacity are expected to pay market value for materials and services provided.

Political Contributions. The Company will not make any contribution (any financial or other credit, gift, gratuity, item of value or compensation of any kind), directly or indirectly, to any holder of or candidate for public office, political parties, or other governmental or non-governmental authority. Every employee is responsible for ensuring that he or she does not violate the law or other applicable codes or the Company policy covering gifts or contributions.

Reporting Conflicts of Interest or Potential Conflicts of Interest. Employees and Contractors should report any actual or potential conflict of interest involving themselves or others of which they become aware to their supervisor or the Compliance Officer.



Corporate Opportunities and Use and Protection of Assets. Employees and Contractors are prohibited from taking for themselves, personally, opportunities that are discovered through the use of Company property, information or position; using Company property, information or position for personal gain; or competing with the Company. Employees of the Company have a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Employees and Contractors must not use Company funds, property, equipment, or other resources for personal benefit. In addition, Employees and Contractors are responsible for safeguarding the Company resources under their control, including information, and for maintaining accurate records regarding the use of these resources. Instances of fraud should on all occasions be reported to the Compliance Officer, or if anonymity is desired, to the Globeleq Hotline. Fraud generally involves some form of deceit, theft, trickery, or making of false statements, breach of trust and guilty intention with the object of obtaining money or other benefit. A fraudulent act can have significant consequences to the Company and the individuals involved, including loss of sales and access to financing, withdrawal of licenses, litigation and damaged reputation. At all times, employees and Contractors should use Company funds sensibly and effectively and are accountable for the proper expenditure of Company funds, including money spent for travel expenses or for customer entertainment. Employees and Contractors are also responsible for the proper use of property over which they have control, including both Company property and funds and property that customers or others have entrusted to their custody. Company assets must be used only for proper purposes.

Fair Dealing

No director, officer, Contractor or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Filing of Government Reports

Any reports or information provided, on our behalf, to governments should be true, complete and accurate. Any omission, misstatement or lack of attention to detail could result in violation of the reporting laws, rules and regulations.

Corporate Social Responsibility

The Company will take account of the impact of our businesses on employees, contractors, the local community and all others affected by our operations. As part of our commitment to sustainable development, we are part of and participate in the communities where we operate. While the power that we generate and distribute has a direct benefit to the societies in which we operate, we have a responsibility to be a good corporate citizen by recognizing that our business affects those who live near our power facilities. We fulfill that responsibility by supporting activities that contribute directly to the quality of life of our neighbors and others affected by our business.

International Business Practices

The Company does not permit the making of payments or payments in kind (gifts, favors, etc.) to influence individuals to award business opportunities to the Company or to make a business decision in the Company's favor. In business, in particular, employees may sometimes come under pressure to make payments or payments in kind to induce others improperly to award business or services to which the Company would not generally be entitled. Never make or agree to such payments.

Under no circumstances will the Company approve any irregular payment or payment in kind to win business or influence a business decision in the Company's favor. Bribes, "kick-backs," secret commissions, and similar payments are strictly prohibited. Moreover they may expose the Company, Contractors and its employees to criminal prosecution and serious penalties under laws of other countries, as well as those of the country in question.

Bribery is unlawful. There are potential serious consequences, including imprisonment, in the case of payments to public officials or employees of state-owned businesses. New laws and agreements are in place as part of an international effort to eliminate corruption and bribery from international business and to ensure that competition is fair and open.

The Foreign Corrupt Practices Act ("**FCPA**") and the anti-bribery legislation of the Organization for Economic Co-operation and Development ("**OECD**") Convention, the UK Prevention of Corruption Acts 1889 to 1916 and the Prevention and Combating of Corrupt Activities Act 2004 (South Africa) may all apply to corrupt payments. Employees who conduct business outside of the United States are expected to be familiar with the laws and regulations of each country in which they conduct business, as well as laws and regulations from the UK and the US applicable to businesses or individuals who conduct business abroad.

Foreign Corrupt Practices Act

The FCPA prohibits offering anything of value, directly or indirectly, to foreign officials or foreign political candidates in order to obtain, retain or direct business. In addition to governmental officials, "foreign officials" includes officials of public international organizations such as, for example, the United Nations, the International Committee of the Red Cross, various international development banks, and the World Health Organization. Similar legislation may apply as part of an OECD Anti-Corruption Convention or Part 12 of the Anti-Terrorism, Crime and Security Act 2001. Accordingly, corporate funds, property or anything of value may not be, directly or indirectly, offered or given by employees or an agent acting on their behalf, to a foreign official or foreign political party, or official thereof or any candidate for a foreign political office for the purpose of



influencing any act or decision of such foreign person or inducing such person to use his influence or in order to assist in obtaining or retaining business for, or directing business to, any person.

Failure to account properly for payments can also give rise to penalties. This policy also applies to agents and third parties who are contracted with by the Company to represent its interests. Care should be exercised in engaging anyone to act in such a capacity, and in monitoring their performance, to assess their reputation and suitability. In sensitive areas or circumstances, the Company's policy and expectations should be clearly communicated to, and accepted by, the agent or third party. The Foreign Corrupt Practices Act also contains significant internal accounting control and record-keeping requirements that apply to the Company's domestic and international operations. For more information on the FCPA or other anti-bribery, anti-corruption laws, please consult the legal department and guidelines and procedures adopted by the Company.

Anti-Terrorism, Crime and Security Act 2001 (the "Act")

The Act gives the UK courts jurisdiction over crimes of corruption committed overseas by UK nationals and companies. It also puts beyond doubt that the existing offenses of corruption apply to bribery of foreign public officials and foreign "agents."

It is now a criminal offense for a UK company or national to commit an act of corruption in relation to an overseas public official or commercial agent, even if all the acts constituting the crime take place overseas. The penalties are an unlimited fine and /or seven years in prison. There is no single easy definition of what constitutes bribery and corruption in the Act. However, Trade Partners UK (a governmental organization) gives a definition of bribery as follows:

"Bribery can be defined broadly as the receiving or offering of an undue reward by or to any holder of public office or private employee designed to influence them in the exercise of their duty, and to incline them to act contrary to the known rules of honesty and integrity."

Thus, any payment, or offer of payment (whether in money or in kind) to a person or company overseas with a view to influencing that person's decisions or actions or securing an improper commercial advantage could constitute a criminal offence in the UK.

The Act is more far-reaching than the FCPA in two key aspects:

Firstly, the FCPA is concerned with the corruption of a "foreign official, political party or candidate." The Act, on the other hand, concerns the corruption of public officials and commercial agents. An "agent" is a broad definition and is essentially any person who is employed by or performs functions for another person. Under UK law, it is therefore a criminal offence to offer a corrupt payment to a private person or company overseas that has no connection with the government or any state entity.

Secondly, the FCPA has a limited exception with regard to what are commonly termed "facilitation payments." Facilitation payments are insubstantial payments made merely to facilitate or expedite the performance of "routine governmental action." Examples of routine governmental actions might include clearing goods through customs, expediting the processing of permits, providing police protection, mail pick-up and delivery and scheduling inspections associated with contract performance. However, the Act contains no exceptions for facilitation payments; under UK law, facilitation payments are therefore illegal.

OECD Anti-Bribery Convention

The Convention on Combating Bribery of Foreign Public Officials in International Business Transactions has been ratified by the requisite number of countries. The UK has ratified the Convention and believes its existing laws meet the requirements of the Convention. The Convention adopts a wider definition of bribery than the FCPA, for example, prohibiting bribes to foreign officials not only to "obtain or retain business" but also to secure an "other improper advantage." It also includes accounting provisions similar to the FCPA "books and records" provisions.

The World Bank and the European Commission

The World Bank and the European Commission has guidelines which debar from future World Bank financed projects any firm and consultant found to have engaged in any corrupt or fraudulent practices. It does not require a court conviction to debar. The European Commission is reviewing a proposal for a new Procurement Directive "blacklisting" companies found guilty of corruption from tendering for public procurement projects in the EU.

Other laws which affect international business practices include, but are not limited to, the following:

- U.S. anti-boycott laws;
- U.S. Treasury embargo sanctions;
- U.S. export control restrictions; and
- U.K. Proceeds of Crime Act.

Please consult the Legal Department with questions or concerns regarding international business transactions.

Waivers

There shall be no waiver of any part of this Code of Conduct for any employee except by permission of the Compliance Officer.



GLOBELEQ

Generating *Power* for Emerging Markets

Compliance Officer

Globeleq's Compliance Officer is the Legal officer (currently Willie van Niekerk) who may be reached by calling the Cape Town Office at +27 21 180 4513.