

1. Introduction

Tsebo Solutions Group (Proprietary) Limited, its parent Group and subsidiaries (collectively referred to as the "Group" and/or the "Group") are committed to the highest standards of social and business practices. Tsebo has a zero-tolerance policy on theft, corruption and inducements.

Our Code of Ethics and Good Business Practices ("The Code of Ethics") reflects this commitment, offering broader guidelines and standards that define how we run our business. Tsebo strives to comply with applicable anti-bribery and anti-corruption laws and regulations in the countries in which it operates.

1.1 Policy Objectives

The Anti-Bribery and Anti-Corruption Policy focuses, in greater detail on certain elements already included in the Code of Ethics and Good Business Practices. Its purpose is to:

- help Tsebo employees identify and avoid situations that could potentially violate anti-bribery and anti-corruption laws and should be read alongside the Code of Ethics;
- Ensure that Tsebo employees and third parties acting on behalf of the Group behave in an acceptable manner;
- Reduce the risk of legal, financial and reputational damage.

Nevertheless, the Tsebo's anti-bribery and anti-corruption policy cannot account for all situations with which employees may be confronted. An individual must therefore use his or her own judgment and common sense.

Understanding anti-bribery and anti-corruption laws is not always easy. Employees must be familiar with the rules described in this policy and regularly refresh their understanding of these rules. If this policy does not give you enough guidance on how to proceed in a particular situation, consult your line manager or the Group Compliance Officer.

Bribery is illegal and could expose both you and the Group to fines and other penalties including imprisonment. It is also against our values. For these reasons, compliance with this policy is mandatory for all employees of the Group.

If you are aware of any employee who is involved in acts of bribery, you must report such conduct without delay to Tip-Offs Anonymous hotline 0800 003317 or email Tsebo@tip-offs.com or to speak to your line manager, the Group Compliance Officer or the Group Audit and Risk Executive.

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Tsebo strictly prohibits retaliation against anyone for raising or helping to address this type of issue.

Tsebo is committed to complying with such laws in all countries where it operates or where its products are sold or sourced. We all share responsibility for complying with this policy.

2. Policy Statement and Scope

2.1 Overall Statement of Policy

Tsebo will conduct business in accordance with the highest ethical standards and in compliance with the law. This means that we will not authorise, pay, promise or offer to give anything to a third party to improperly influence that individual to act favourably towards the Group.

We will not request or authorise any third party to make any such payment, promise or offer in order to gain any commercial, contractual or regulatory advantage. Such behaviour constitutes bribery and is unacceptable business conduct wherever the Group operates or wherever its products are sold or sourced.

Failure to comply with any provision of this policy is a serious violation, and may result in disciplinary action, up to and including termination of employment, as well as civil or criminal charges.

Further, the Group, its directors, employees and agents are prohibited from giving, offering or promising anything of value to a supplier, customer, investor, government official or any other third party, with the intent to improperly obtain or retain any business or any other advantage.

This prohibition should be interpreted broadly. The following concepts are essential to understanding the scope of the prohibition against bribing third parties.

- *Giving* – if you are prohibited from making any payment, gift, offer or promise directly, you are also prohibited from making it indirectly.
- *Anything of value* – includes not only cash and cash equivalents but also gifts, entertainment, accommodation and anything else of tangible or intangible value save for as allowed in terms of the Tsebo Gifts Policy.
- *Improperly* – Improper intent exists when anything is given to an official with the intent to influence the official's acts or decisions, to induce the official to violate his or her duties or to obtain any other unfair advantage.
- *Business or advantage* – any improper payment in connection with the business of the Group is prohibited, including payments to obtain government business or to gain any other advantage.

2.2 Scope of the Policy

This policy defines the minimum standards that all employees of the Group must observe to prevent violations of applicable anti-bribery laws, rules and regulations. If you are in a situation that may raise anti-bribery concerns or if you are uncertain about how to proceed, consult your line manager, the Group Compliance Officer or Group Audit and Risk Executive before acting.

Additionally, if you suspect or have reason to suspect that an employee or business partner is even using his or her own funds to make such payments, you must report your suspicions to your line manager, the Group Compliance Officer or Group Audit and Risk Executive.

Alternatively, employees who wish to remain anonymous may use the Tip-Offs Anonymous Hotline:

SA Free call to 0800 00 33 17
International Toll-Free SMS to +27 72 01 4445
Email to Tsebo@tip-offs.com
Fax to 0800 00 77 88
More info at www.tip-offs.com

2.3 Applicable legislation

All domestic anti-bribery legislation of the countries in which Tsebo operates is applicable.

Tsebo strives to comply with the requirements of the Prevention and Combating of Corrupt Activities Act 12 of 2004. Foreign laws also apply such as the US Foreign Corrupt Practices Act and the UK Bribery Act, which severely punish acts committed not only in the United States and the United Kingdom, but also outside the borders of these countries.

3. Gifts

Tsebo has a separate Gifts Policy. This policy should be read alongside that policy. If there is any confusion or you are uncertain about the appropriateness of a gift, then you should read the Gifts policy and consult your line manager, the Group Compliance Officer or Group Audit and Risk Executive.

Employees and directors should not give or accept gifts, entertainment, or any other personal benefit or privilege that could in any way influence or appear to influence their objectivity in the execution of their duties or influence or be seen to influence the behaviour of any counter party, as set out in applicable anti-bribery and anti-corruption legislation.

Where anything is offered to an employee or director and/or a member of an employee's or director's immediate family for less than market value, the guidelines in determining a conflict of interest would be:

- The value or frequency of the offer made is excessive having regard to prevailing business standards and having regard to the personal circumstances of the employee or director involved;
- Should the receipt of such offering become a matter of public attention, the acceptance of such offering would jeopardise the trust that a stakeholder may have in the Group or may have the potential to negatively affect the Group's reputation; and
- Is the offering of a nature that the Group would, in all probability, not reciprocate?

In instances where it appears to be inappropriate to accept the item, an employee and/or director is advised:

- ❑ To tactfully refuse the offering; or
- ❑ In exceptional circumstances, if to refuse such offering would reasonably cause embarrassment or hurt to the person making the offering, the employee may accept the offering on behalf of the Group and then notify your line manager and the Marketing Director, so that an appropriate course of action may be determined;
- ❑ Comply with the prevailing Gifts Policy of the Group in terms of reporting thereof and acceptable values; and
- ❑ To declare the item in the official gift register of the Group which is held by the Group Compliance Officer.

Furthermore, any employee or director of the Group who, save for as allowed in terms of the Gift Policy:

- ❑ Directly or indirectly gives/agrees to give/offer any other person gratification for that person to act in a manner which is illegal or amounts to an abuse of authority or is designed to achieve an unjustified result;
- ❑ Directly or indirectly gives or receives gratification to improperly influence the promotion, execution or procurement of a contract; and
- ❑ Directly or indirectly offers or accepts gratification in order to influence the award or withdrawal of a tender is guilty of an offence of corruption in terms of the Prevention and Combating of Corrupt Activities Act which the Group is obliged to report to the police.

4. Political, Charitable and other Public Activities and Business Affiliations

In general, we would not expect that a conflict of interest will arise from a director or employee's affiliation with outside professional, political, civic or charitable organisations or (subject to written approval by the Group in advance) from directorships or trusteeships of non-competing business entities who do not trade with the Group.

Any request for such approval should be submitted in writing to the CEO. An employee should disclose to the CEO any such activities where the employee has reason to believe that an invitation to serve in any such organisation was offered primarily because of the person's employment with the Group or where there is an implication of the Group's interest or responsibility.

To avoid such an inference, unless approved by the CEO, in writing, an employee shall refrain from using the Group or its premises for charitable, political or other purposes outside the employee's normal duties and responsibilities.

4.1 Personal Political Contributions by Employees.

Tsebo respects the right of employees to participate in political activities. Personal political contributions are permitted subject to the following conditions:

- ❑ Contributions are not made from company funds;
- ❑ Expenses for personal political activities are not submitted to the company for reimbursement;

- Company resources are not used for personal political activities, such as company time, paper, the use of printing facilities;
- The employee in no way suggests that he/she is representing the company in the individual political activity; and

4.2 Lobbying

Lobbying activity generally includes attempts to influence the passage or defeat of legislation. It also extends to cover efforts to influence formal rulemaking by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other financial arrangement. Moreover, "grassroots" lobbying activity (where one communicates with the public or segment of the public encouraging others to contact public officials for the purpose of influencing the passage of legislation or a rulemaking) is in many cases also considered lobbying activity. The activities described in this paragraph are collectively referred to as "Lobbying Activities." The Group does not approve of any Lobbying Activities.

Tsebo employees must comply with the following:

- An employee, contractor, or agent may not engage in any Lobbying Activities, as described above, on behalf of Tsebo.
- An employee, contractor, or agent may not retain an outside consultant to provide Lobbying Activities, services in support of Lobbying Activities, or services otherwise related to government affairs or public policy.
- If you are not sure whether your activities would be considered Lobbying Activities, please contact the Group Legal Department.

5. Charitable Donations

To ensure that no donation is used to camouflage a bribe, and that no donation can be misconstrued as a bribe, any donation given on behalf of Tsebo should be done through the Tsebo Foundation and should comply with the following guidelines:

- Any request for a donation must be made in writing and must sufficiently describe the charitable purpose of the donation, any business reason for the donation, and all details about the recipient.
- The recipient must be screened to determine that it is a legitimate charitable organization.
- The recipient must be screened to determine that it has no connection to a third party who is in a position to act or take a decision in favour of Tsebo
- In case of doubt, legal department should confirm that the donation is lawful under the written laws and regulations of the country where the donation will be made.
- The donation must be approved in writing and in advance by the Tsebo Foundation in accordance with the charter and processes.
- The donation must be accurately recorded in accordance with the charter of the Tsebo Foundation.

Donations made other than through the Tsebo Foundation are not allowed unless:

- It is less than R20 000.00.

- The donation request is made in writing to the division for which the donation is being requested from and must sufficiently describe the charitable purpose of the donation, any business reason for the donation, and all details about the recipient.
- The recipient must be screened by the Financial Director (FD) of the division to determine that it is a legitimate charitable organization.
- The recipient must be screened to determine that it has no connection to a third party who is in a position to act or take a decision in favour of Tsebo.
- In case of doubt, the legal department should confirm that the donation is lawful under the written laws and regulations of the country where the donation will be made.
- The donation must be approved in writing and in advance by the divisional managing director (MD) and the divisional FD.
- A section 18(a) certificate must be obtained from the charitable organisation.

The following documents must be sent to the Group Financial Manager after the donation is made:

- Proof of approval from the divisional MD and FD;
- The written donation request with purpose of the donation and any other business reason;
- A section 18(a) certificate; and
- The proof of payment.

6. Facilitation Payments

It may be the local practice for businesses to make payments of small amounts to low-level government officials in order to expedite or facilitate routine government actions over which such officials have no discretion. Examples of routine, non-discretionary actions include providing police protection, granting visas or utility services, or clearing customs.

Such payments are called "facilitating payments". Facilitation payments are prohibited under this policy as they are acts of corruption.

7. Proper Accounting

The Group's books, records and accounts are to reflect accurately and fairly, in detail all transactions and acquisitions and dispositions of assets in accordance with the highest standards of integrity and international financial reporting standards.

No director or employee shall make false or misleading statements to either management or the internal or external auditors of the Group in connection with the preparation, audit or examination of any internal or external financial statement or otherwise.

No payment made or to be made shall be approved without the adequate supporting documentation or with the intention that or understanding that such payment is for a purpose other than that described in such supporting documentation.

8. Non-Solicitation

The Group does not approve of the making of any payment in any kind (gifts, favours, etc.) to influence any act or decision relating to the Group's business.

No director, supplier, customer, contractor, joint venture partner or employee of the Group is to make, offer, promise or authorise an unlawful or improper payment of any kind, whilst knowing that such payment is intended as a bribe, payoff or rebate in an attempt to coerce any individual into awarding business opportunities to the Group or preventing any business opportunity from being denied to /withdrawn from the Group.

Individuals are warned that such conduct could have serious consequences for the Group and the individual concerned, including but not limited to criminal and civil prosecution and the Group will investigate and pursue any such allegations to the full extent of the law.

The Group's views on non-solicitation should be clearly communicated to all parties that conduct business with the Group.

Furthermore, employees are not permitted either during their employment or for a period of 12 months thereafter to solicit or entice any employees of Tsebo to leave their employment with Tsebo. This obligation is a continuing one and shall survive termination of employment for whatsoever reason for a period of 12 months from date of termination of employment. Employees acknowledge that Tsebo has the right to enforce this provision after an employee has left and claim any damages which it may have suffered as a result thereof.

9. Relationships with Governments

The Group respects the authority of the governments in the countries in which it conducts its business. It is therefore imperative that directors and employees maintain an honest, transparent and ethical relationship with the government, their agencies, officials and personnel.

Directors and employees must ensure that when providing Group information to representatives of the government, that same is accurate, comprehensive and in compliance with applicable laws and regulations relating to corporate participation in public affairs.

10. Third Parties

10.1 Third Parties: Who Are They and Why Should We Care?

Bribery problems often involve third parties. In this policy, third party means any individual or entity who provides services to or acts on behalf of or under the control of Tsebo, such as agents, distributors, consultants, suppliers, customers, investors, joint venture partners, government officials or any other officials.

Because anti-bribery laws prohibit "indirect" as well as direct payments and offers, Tsebo and you may be held liable for the conduct of Third Parties when we know or reasonably should have known of the unlawful conduct. Turning a "blind eye" or ignoring "red flags" that something may be wrong does not exonerate Tsebo or you from criminal liability.

Authorizing a third party to do something that you cannot do directly is a violation of this policy.

10.2 Due Diligence

Before entering into any contract with a third party, you must first conduct a reasonable investigation into its background, reputation, and business capabilities. This investigation is called due diligence and should be documented.

A copy of the due diligence file shall be maintained with the contracting department for each party/entity with whom Tsebo ultimately enters into a contract.

10.3 Compensation and Payments to Third Parties

Compensation to Third Parties must be commercially reasonable and commensurate with the tasks that they undertake. Contracts should generally provide fixed compensation for specific, identified tasks and should avoid large percentage-based commissions, success fees and retainers.

Payments to Third Parties must be made in accordance with the terms of their contracts; in particular, it is a violation of this policy to honour requests by Third Parties to vary the terms of contracts by:

- Increasing or decreasing agreed amounts on any invoice if there is no factual, documented basis; or
- Submitting multiple invoices if you suspect such invoices may be used in a manner contrary to Tsebo standards, procedures or applicable laws or otherwise used improperly.

Contracts that provide for payments to parties other than the contracting party, or payments to countries other than where the entity operates of the contracting party, must be approved in advance by the divisional MD and the divisional FD.

10.4 Contractual Obligations of Third Parties

Contracts must contain representations and warranties around compliance with this policy and the Code of Ethics.

No employee of the Group may retain a consultant, agent or distributor until sufficient due diligence has been performed to enable the employee to conclude with reasonable assurance that the third party understands and will fully abide by the Group's policies. Any appointment of consultants must be approved in accordance with the Limits of Authority document.

The Tsebo entity must have a written agreement with each of its third parties and the agreement must specifically bind such party to comply with the applicable Anti-Bribery and Anti-Corruption legislation in which it operates as if it applied to them directly.

In evaluating potential third parties and then during any subsequent relationship with such parties, Tsebo employees must be conscious of any 'red flags' that may be present or arise. A 'red flag' is a fact or circumstance that serves as a warning signal that an intermediary may act corruptly. It is the responsibility of the employee who observes a red flag to refer the matter to the Group Financial Controller and Divisional Financial Director.

11. Discipline

Should an individual to whom this Anti-Bribery and Anti-Corruption policy applies, contravene this policy Tsebo reserves the right to discipline or terminate the employment of any such individual or to terminate any dealings or contracts it has with the contravening party. All persons to whom this policy applies hereby indemnifies and hold the Group harmless against any action which the Group may take against the contravening party and any ensuing damages, expenses, claims or losses arising as a result thereof.

Tsebo may also be legally obliged to or may voluntarily elect to report contraventions of this policy and/or the Code of Ethics to the South African Police Services and the contravening party acknowledges these rights and obligations and holds the Group harmless against any ensuing damages, expenses, claims or losses arising as a result thereof.

Further sanctions that may apply include and are not limited to:

- prison terms;
- heavy fines; - lawsuits;
- liability of directors, executives, representatives; - reputational damage.

ANNEXURE TO POLICY - ADDITIONAL GUIDANCE

Important Definitions:

Corruption:

There is no single definition of corruption and it may vary between the various anti-bribery and anti-corruption legislation. Anybody who accepts any gratification from anybody else or gives any gratification to anybody else in order to influence the receiver to conduct herself / himself in a way which amounts to the unlawful or unethical exercise of any duties commits the crime of corruption.

Bribery

- The offence of bribery is committed: when a financial or other advantage is offered, given or promised to another person with the intention to induce or reward them or another person to perform their responsibilities or duties improperly (it does not have to be the person to whom the bribe is offered that acts improperly); or
- when a financial or other advantage is requested, agreed to be received or accepted by another person with the intention of inducing or rewarding them or another person to perform their responsibilities or duties inappropriately (it does not have to be the person who receives the bribe that acts improperly).
- It does not matter whether the bribe is:
 - given or received directly or through a third party (such as someone acting on the behalf, for example an agent, distributor, supplier, joint venture partner or other intermediary); or
 - for the benefit of the recipient or some other person.

Extortion

The crime of extortion is committed when a person unlawfully and intentionally obtains some advantage either of a patrimonial or a non-patrimonial nature, which is not due to such person, from another by subjecting the latter to pressure which induces him or her to submit to the taking or handing over of the advantage.

Kickbacks

Kickbacks take place when suppliers or service providers pay part of their fees to the individuals who give them the contract or some other business advantage.

Nepotism

Occurs when a person shows unfair favour towards family, relatives or friends instead of applying an objective evaluation on the ability or suitability of the person. Normally involves the circumvention of processes and a conflict of interest.

Favouritism

It involves the provision of services or resources or benefits according to a person's personal preferences which could be based on the person's religious, ethnic or other personal beliefs.

Fronting

- Involves the misrepresentation of a person or entity so as to increase the probability of attaining some kind of benefit. Is committed to win contracts or business opportunities and may take the following form:
 - Tokenism: superficial inclusion of previously disadvantaged individuals thereby claiming to be a majority black owned company.
 - Fronting entails deliberate circumvention of the B-BBEE (Broad Based Black Economic Empowerment).

Government Officials

A government official includes anyone, regardless of rank, who is a Politically Exposed Person (PEP), Prominent Influential Person (PIP) or any known associates of such persons

- Heads of state, cabinet ministers, members of parliament/local/provincial government, senior administrators in government departments (financial departments/tender processes), senior judges, managers of local municipalities who award tenders, senior and/or influential officials, ambassador/high commissioner, senior representatives of religious organisations.
- Any individuals who are or have in the past been entrusted with prominent functions in a particular country, police officers, firefighters, members of the military, tax authorities, customs or health inspectors, etc. A Foreign Prominent Public Official (FPPO) would be someone who holds a Prominent Public Official (PPO) position in a Foreign country. For example: Premier of a province; member of a foreign royal family; government minister or equivalent senior politician; leader of a political party; high ranking member of the military/police, etc.
- Any officer or employee of a political party;
- Any candidate for political office;
- A close relative (for example, parent, sibling, spouse or child) of any of the above;
- A director, officer, representative, agent or employee of any government-owned or controlled business or Group (meaning that the government owns some shareholding of the stock or business, or is its largest shareholder, or controls the entity through its management, board membership or other means); and
- An officer or employee of a public international organization (for example, the United Nations, International Olympic Committee, International Red Cross, World Organisation, etc.).

Additional Examples:

1. **Examples of Bribes –Influencing A third party and Improper Actions or Conduct in Favour of Tsebo**

The following are examples of things of value that, if given with improper intent or under improper circumstances, may be unlawful:

- Cash, cash equivalents (e.g., gift cheques) or loans to third parties, their family members or associates (associates include anyone described above);
- Payments for travel or entertainment of third parties, their family members or associates;
- Favours, including offers of employment or internships to third parties, their family members or associates;
- Gifts (e.g. perfume, jewellery, use of club membership) to third parties, their family members or associates;
- Donations to a charity affiliated with or sponsored by a third party, his/her family members or associates; and
- Political contributions to political parties or candidates.

2. **Examples of improperly influencing a third party**

- to act favourably towards Tsebo include, but are not limited to, offering a gift, or anything else of value, no matter how small in value where:

- The third party would not act if you did not make the gift, and you give a gift to increase the chances that the third party will take such action; and
- The third party has the choice to act or not and makes a decision based on the gift.

3. **Some examples of improper business advantage**

Includes, but are not limited to, when a third party:

- Overlooks a violation or tolerates non-compliance with relevant laws (e.g., environmental or worker safety laws);
- Does not perform a task that should otherwise be performed (e.g., does not conduct a required inspection prior to issuing a permit);
- Reduces customs duties and grants a favourable tax treatment.

4. **Remember**

- The mere appearance of influencing a third party may be sufficient to trigger an allegation that bribery has been committed.
- Even an attempt to bribe a third party is unacceptable. It is still illegal even if the offer is not accepted or the payment does not achieve the desired outcome.
- Even if there is no intent to improperly influence a third party, there is still a risk if the recipient is unduly influenced, or if the recipient perceives a gift as an attempt to influence him/her to act favourably towards Tsebo.
- Even the perception of impropriety can cause embarrassment to Tsebo, damage its reputation and force the organisation to pay exorbitant litigation fees in its defence.