

1. Background

Tsebo Solutions Group Holdings SA (Tsebo or The Group) has adopted a Code of Ethics and Good Business Practice. In accordance with the principles set out therein, Tsebo has produced a policy designed to regulate and control the receiving and giving of Gifts and Entertainment externally and internally.

2. Definitions

For the purposes of this policy the following definitions are relevant:

- **Benefit:** Includes any tangible or intangible advantages or profits gained, such as tickets to sporting events, theatrical or other events, invitations to lunches, dinners, promotions or travel;
- **Client:** Includes existing and potential future Clients or customers' external to Tsebo;
- **Corporate Social Responsibility (CSR):** CSR refers to Tsebo's structured approach to managing its social, environmental, and community impact through approved initiatives and contributions aligned with the Group's values and governance standards;
- **CSR Committee and/or Divisional CSR Committee:** The CSR Committee is the designated governance body responsible for reviewing and recommending CSR initiatives, ensuring they are appropriate, compliant, and aligned with the Group's ethical and governance requirements;
- **Corruption:** The abuse of a position of employment by the offering or acceptance of a benefit that is not legally due, for the commission of an act in connection with that position of employment, as defined in the Prevention and Combating of Corrupt Activities Act, No 12 of 2004 as amended from time to time, including the 2024 insertion of section 34A;
- **Employee:** Includes employees, temporary employees, independent contractors and directors of Tsebo;
- **Employee's Family:** Includes the Employee's spouse or equivalent, sibling, parent, grandparent, child, grandchild and any person who is a blood relation of the Employee or through marriage;
- **Entertainment:** Refers to any form of hospitality or outing, or experience, including virtual or digital entertainment afforded to an Employee by a Client, Supplier or any other person outside of Tsebo or offered to a Client, Supplier or Government Official by an Employee of Tsebo. This includes and is not limited to meals, drinks, tickets to sporting events, concerts, cultural events, subscriptions, or any virtual events paid for by anyone outside of Tsebo.

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- **Gifts:** Includes items, goods, services or digital assets in whatever form, from which the recipient may derive benefit, as well as any other benefit or gratuity, but does not include:
- Gifts in the form of entertainment for/of Suppliers or Clients where the monetary value is below the Monetary Thresholds below;
 - Official Tsebo branded goods or items;
 - Official Tsebo sponsored functions, promotions or hospitality events;
 - Official donations made on behalf of Tsebo; or
 - Items, goods, services, information or money in whatever form provided or obtained from third parties in terms of an official contract with Tsebo.
- **Gratuity:** Includes any sum of money, financial reward, or non-monetary compensation (e.g., vouchers, digital credits) paid in respect of any defined task or project other than the contracted remuneration paid by Tsebo;
- **Monetary Thresholds:** Tsebo has established a maximum Rand amount for any gift given and/or received by Group Management and/or employees considering reasonableness, practicality and operational exposure.
 - **Group and Divisional Exco Members:** Gifts and/or entertainment from and for/of Suppliers or Clients may not exceed R2 000 (two thousand Rand);
 - **Other Employees:** Gifts and/or entertainment from and for/of Suppliers or Clients may not exceed R500 (five hundred Rand).Gifts and entertainment exceeding the abovementioned thresholds must be disclosed as per the procedural requirements described under clause 6.
- **Supplier:** Includes existing and potential vendors, contractors, sourcing partners, service providers, distributors, and consultants who supply goods to Tsebo as well as any other third parties who may in future become suppliers or vendors of goods or services to Tsebo.

3. Objectives

Tsebo recognises that in executing its business and in applying industry norms, Employees may be required to receive, or give Gifts and Entertainment as a means of gratitude or cultural diplomacy. It is the objective of Tsebo to engage in business based on the principles of quality, service excellence, pricing and technical ability, and to avoid any impropriety in the receipt, and giving of Gifts and Entertainment.

The primary objectives of this policy therefore are to:

- Provide guidance on the behaviours expected in accordance with Tsebo's values;
- Promote transparency and avoid business-related conflicts of interest;
- Ensure fairness in the interests of Employees and Tsebo;
- Document the process for the receiving and giving of Gifts and Entertainment;
- and
- Comply with the requirements of the law relating to the prohibition of corruption.

By ensuring the above is implemented, Tsebo will be able to:

- allow Employees, where appropriate, to receive and give Gifts and Entertainment, provided that these Gifts and Entertainment do not interfere with or have the potential to interfere with their responsibilities to Tsebo, improperly influence the judgments expected of them or 3rd parties who are recipients of gifts from Tsebo, when acting on behalf of Tsebo or their own employers or amount to corruption in any way;

- protect Employees from misplaced charges of conflict of interest or corruption by providing a mechanism for the receipt, and giving of Gifts and Entertainment by Employees;
- avoid any unjustified perception of bias or self-interest by Employees acting in situations where Tsebo has approved the acceptance, receipt, and giving of Gifts and Entertainment by Employees; and
- ensure that work related entertainment, office teas and meals occur in a controlled environment and in the best interest of Tsebo and its employees. It further strives to improve internal control and accountability regarding these expenditures.

4. Scope

The requirements outlined in this policy apply to all employees and executive directors of the Tsebo Group.

This policy regulates processes and procedures in accordance with existing legal duties and obligations that an Employee owes an employer in terms of the law and should therefore not be construed or applied in a manner contrary to such duties and obligations, nor is it designed to replace such duties and obligations.

5. Process and Requirements

5.1. Ownership

Tsebo management is responsible for implementing this policy and for taking reasonable steps to ensure that all Employees are aware of the contents thereof.

5.2. General Prohibition

In accordance with an Employee's obligation to act in the best interest of his or her employer, all Employees are prohibited from soliciting, accepting or receiving, or from agreeing to solicit, accept or receive, any Gifts and Entertainment directly or indirectly, other than in terms of the procedures prescribed in this policy.

An Employee's Family is prohibited from soliciting, accepting or receiving any Gifts and Entertainment directly, or indirectly on behalf of the Employee, where such Gifts and Entertainment are obtained from Suppliers, Clients or third parties, and where the Employee has a professional relationship with those Suppliers, Clients or third parties on behalf of Tsebo.

In the event of uncertainty as to whether a disclosure should be made in terms of this policy, it is the duty of an Employee to seek advice and to make a disclosure as per the appropriate procedures described in Section 6 below.

5.3. Specifically Prohibited Gifts

All travel at the expense of Suppliers, Vendors, Clients or third parties by Employees or Employee's family is specifically prohibited. Any travel by an Employee at the invitation of Suppliers, Clients or third parties may only be undertaken if the costs are being borne by Tsebo, and where prior written approval has been obtained from the responsible Divisional CEO.

The acceptance or receipt of cash (bank notes or equivalent) is specifically prohibited.

Any deviation from the prohibition on the acceptance or receipt of cash, or the principle that travel costs must be borne by Tsebo, may only take place with the prior written permission of the Divisional CEO.

6. Procedure for the Acceptance and Receipt of Gifts and Entertainment

6.1. General procedure

When receiving or accepting any Gifts or Entertainment exceeding the monetary threshold, the following conditions apply:

- The Employee must disclose the acceptance or receipt of any Gift and Entertainment as soon as practicably possible, but within 2 (two) days, by completing a [Tsebo Gifts and Entertainment Form](#) or sending completed form to compliance@tsebo.com.
- The Employee must submit a Pre-Approval Request for Entertainment by completing the [Tsebo Gifts and Entertainment Form](#) to Group Compliance and to the relevant line manager for processing and approval.
- An Employee may not accept or receive more than 1 (one) Gift or form of Entertainment from the same Supplier, client or third party in any given 3 (three) month period.

6.2. Staff Entertainment and Gifts

Internal gift giving between staff members is permitted provided that company funds are NOT used to purchase these gifts and the act of giving or receiving does not lead to a conflict of interest between Employees and is in accordance with the Code of Ethics & Good Business Practice.

Bereavement-related or solidarity contributions between Employees must be strictly voluntary and privately funded in the Employees' personal capacity.

Such contributions:

- Are not classified as Gifts or Entertainment;
- Do not fall within Tsebo's approved CSR focus areas;
- May not be funded, directly or indirectly, from any Tsebo-controlled funds, including divisional budgets, discretionary spend, marketing budgets, BEE NPAT allocation, or any other company financial resource;
- May not be coordinated using company resources in a manner that creates a perception of obligation, preferential treatment, or entitlement to company-funded support; and
- May not be represented as being made on behalf of Tsebo.

No CSR funding may be utilised for bereavement or solidarity contributions for the benefit of Employees or their families.

6.3. Special considerations

Where it would be reasonably deemed to be impractical, inappropriate or insulting to refuse to accept or receive a Gift or form of Entertainment that has been offered, an Employee may accept the Gift or Entertainment, with the proviso that the Employee must disclose the acceptance or receipt of any Gift or Entertainment as soon as practicably possible, but within 2 (two) days, by emailing a completed Gifts & Entertainment Declaration form to compliance@tsebo.com.

7. Conditions for the giving of Gifts or providing any form of hospitality or Entertainment

Gifts and Entertainment may only be given by an Employee, whilst acting in his or her capacity as an Employee of Tsebo to Suppliers, Clients or third parties, under the following conditions:

- The Employee must provide a record of any Gifts and/or Entertainment accepted/received and in the case of entertainment given, evidence the approved Pre-Approval Request referred to in 6 above.
- An Employee may not give more than 1 (one) Gift or offer of Entertainment to the same Supplier, Client or third party in any given 3 (three) month period;
- The acceptance or giving of the Gift or Entertainment will not negatively affect Tsebo's reputation or amount to a conflict of interest as defined in the Code of Ethics and Good Business Practice or Corruption;
- The Supplier or Client contract must not be due for renewal at the time of giving or receiving the Gift or Entertainment.

Attempts by Suppliers, Clients or third parties to solicit Gifts and/or a form of Entertainment during the course of their interaction with an Employee should be reported immediately to Internal Audit or the Tip-Offs Anonymous Hotline.

8. Branded Gifts

Gifts must preferably be purchased from the client gifting catalogue that is available on the various procurement platforms within Tsebo. There is a wide range of Tsebo branded gifts offered for Employees to purchase. The catalogues are available on the various procurement platforms and by emailing the Marketing department. If Employees experience any issues with placing orders for gifts through these platforms, they must contact the Procurement division. Please note gifts given from the Tsebo branded gifts catalogue do not need to be declared.

9. Gift and Entertainment Declaration Form

Group Compliance will monitor and oversee all disclosures made. Declarations for the acceptance and giving of Gifts and Entertainment must be made using the [Tsebo Gifts and Entertainment Form](#) which is also available on Tsebo SharePoint. Any Disclosures which could pose a threat to the reputation of Tsebo will be referred to the Group CEOs for review.

For the avoidance of doubt, charitable donations, social investments, enterprise development contributions, community upliftment initiatives, or any funding submitted through the formal CSR process are governed by the CSR Committee in accordance with the Corporate Social Responsibility Policy. Such contributions are subject to Divisional CSR Committee review and formal written approval by the Group Chief Executive Officers in accordance with the Limits of Authority framework, together with ongoing monitoring and quarterly reporting to the SETC, and must be tracked in the CSR database and not in the Gifts and Entertainment register.

10. Non-compliance and Reporting

Non-compliance with this policy and the procedures described in it may be considered to be misconduct and Employees may be subject to disciplinary action that could lead to dismissal or could be reported to the Police in terms of Tsebo's reporting obligation under Prevention and Combatting of Corrupt Practices Act 12 of 2004.

All suspected incidents of corruption and contraventions of this policy should be reported to Internal Audit for investigation or to the Tip-Offs Anonymous Hotline.

11. Role of Internal Audit and Compliance

Internal Audit is to conduct periodic reviews to provide assurance to the Tsebo Social Ethics and Transformation Committee and the Tsebo board of directors that this policy is implemented and followed, and that the risks are being appropriately assessed, managed and controlled.

Compliance will summarise the gifts and/or entertainment given/received during the period under review, to the Tsebo Social Ethics and Transformation Committee.

CSR-related donations, enterprise and supplier development funding, community upliftment initiatives, and any approved solidarity or bereavement support processed through the CSR Committee must be reported separately by the CSR Committee in accordance with the CSR Governance Structure and quarterly reporting framework to the SETC and Board.

Internal Audit in consultation with other relevant role players, must ensure that contraventions of this policy are investigated in accordance with the Tsebo Policy on Fraud, Theft and Corruption.

12. Related Policies & Procedures

- Anti-Bribery and Anti-Corruption Policy
- Code of Ethics and Good Business Practice Policy
- Whistle Blower Policy and Procedure
- Sustainability Policy
- For all charitable donations, social investments, enterprise and supplier development contributions, or community upliftment initiatives submitted as part of Tsebo's formal CSR process, refer to the Corporate Social Responsibility Policy and the Anti-Bribery and Anti-Corruption Policy. All CSR proposals are subject to governance by the CSR Committee and Divisional CSR Committees, must follow the approved CSR Funding Process, and require formal written approval by the Group Chief Executive Officers (Executive Authority) in accordance with the Limits of Authority framework. These contributions are distinct from gifts and entertainment and must not be recorded in the Gifts register.