

**BROKKR (PTY) LTD**

**ANTI-BRIBERY CORRUPTION POLICY**

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## 1. DEFINITIONS

In this Anti-Bribery and Corruption Policy, the following words and expressions bear the meanings ascribed to them –

- 1.1. **Applicable Laws** refers generally to all local, national, and international laws, regulations, and statutes that govern anti-bribery and/ or anti-corruption practices but specifically incorporates the following legislation:
  - 1.1.1 Prevention and Combating of Corrupt Activities Act 12 of 2004 (“**PRECCA**”);
  - 1.1.2 Prevention of Organised Crime Act 121 of 1998 (“**POCCA**”);
  - 1.1.3 Financial Intelligence Centre Act 38 of 2001 (“**FICA**”);
  - 1.1.4 Financial Advisory and Intermediary Services Act 37 of 2002 (“**FAIS**”);
  - 1.1.5 Criminal Procedure Act 51 of 1977 (“**CPA**”);
  - 1.1.6 The UK Bribery Act, 2010;
  - 1.1.7 The Criminal Finances Act 2017; and
  - 1.1.8 The Foreign Corrupt Practices Act of 1977 (“**FCPA**”).
  
- 1.2. **Bribe** and/or **Bribery** means the offering, giving, receiving or soliciting of anything of value as an inducement or reward directly or indirectly for an action that is illegal, unethical, a breach of trust, or to gain an improper advantage for the Company. A Bribe may be monetary or non-monetary, tangible or intangible. A Bribe may take the form of, or be facilitated through:
  - 1.2.1. payments of money;
  - 1.2.2. Gifts or Entertainment;
  - 1.2.3. discounts, loans and/or financing given on non-commercial terms;
  - 1.2.4. rebates or kickbacks in relation to services provided;
  - 1.2.5. use of assets at a discount or free of charges, sponsorships, charitable contributions and community investments, political contributions; or
  - 1.2.6. employment or internships.
  
- 1.3. **Company** means Brokkr (Pty) Ltd, a private company with registration number 2002/005793/07, duly incorporated in terms of the company laws of South Africa.
  
- 1.4. **Corruption** means any conduct, whether directly or indirectly, where an Employee, accepts and/or offers any gratification, including but not limited to Gifts and/or Entertainment, in order to influence the receiver of such gratification to conduct herself or himself or itself in a way that directly or indirectly benefits the Company, alternatively the receiver of such gratification.
  
- 1.5. **Entertainment** means, but is not limited to, meals, tickets to events, travel expenses, accommodation, and other hospitality activities provided in connection with business interactions.
  
- 1.6. **Employee/s** means any person employed by the Company.
  
- 1.7. **Extortion** refers to the threatening to do something that would cause harm to another person unless that person complies with the first person’s request or instruction.
  
- 1.8. **Fraud** means an act of deliberately deceiving someone to gain something valuable, usually money,

property, or services, through false representation, concealment, or other dishonest means.

- 1.9. **Gift/s** means any item of value, whether tangible or intangible, given or received in connection with a business relationship.
- 1.10. **Gifts and Entertainment Register:** Refers to the Company's register for each Employee wherein Gifts and Entertainment offered and received are recorded, setting out the following:
- estimated monetary value of the Gift and/or Entertainment;
  - description of the Gift and/or Entertainment;
  - details of the Stakeholder that offered or received the Gift and/or Entertainment;
  - date when the Gift and/or Entertainment was offered or received; and
  - name of the Employee who accepted or offered the Gift and/or Entertainment.
- 1.11. **Money Laundering** refers to the way in which the proceeds of unlawful activities move through the financial system in order to disguise or obscure their origin, nature, or movement and benefit to criminals.
- 1.12. **Policy** means this Anti-Bribery and Corruption Policy.
- 1.13. **Proceeds of unlawful activities** refers to any property, advantage, benefit or reward which was derived, received or retained, directly or indirectly, in connection with or due to any unlawful activity carried on by any person.
- 1.14. **Protected Disclosure** means a disclosure made to the Company via the appropriate whistle-blowing channels. It encompasses any disclosure of information regarding any conduct of an employer, or of a colleague, made by any Employee or worker who has reason to believe that the information concerned shows or tends to show one or more of the following: that a criminal offence has been committed, is being committed or is likely to be committed; that a person has failed, is failing or is likely to fail to comply with any legal obligation; that a miscarriage of justice has occurred; that the health or safety of an individual has been endangered; that the environment has been, is being or is likely to be damaged; or that unfair discrimination has occurred, amongst other conduct.
- 1.15. **Public Official** means any individual holding a position of authority in a government or public sector organisation and includes any person or entity who:
- 1.15.1. provides services for national or local governments;
  - 1.15.2. provides services for an agency or organisation affiliated with a government entity;
  - 1.15.3. provides services for a public enterprise or state-owned entity;
  - 1.15.4. is an employee or agent of an international public organisation (including but not limited to the United Nations, World Trade Organisation or World Bank);
  - 1.15.5. is a political party, party official, or candidate for political office;
  - 1.15.6. is a person authorised by a government entity to exercise a public function;
  - 1.15.7. is an active or reserve member of the police and/or armed forces;
  - 1.15.8. is an educational and medical employee of state-owned entities, including professors and doctors;
  - 1.15.9. is a journalist and representative of state-controlled media entity; or
  - 1.15.10. are members of a ruling or royal family.
- 1.16. **Red Flag/s** means any suspicious activity, behaviour, or situation that raises concerns about potential Corruption, Fraud, or unethical conduct in business dealings.
- 1.17. **Theft** refers to the deliberate appropriation of another's property without the intention of returning it to its owner.
- 1.18. **Third Party:** means any individual or entity that is not directly employed by the Company, including but not limited to clients, vendors, suppliers, agents, consultants and business partners.

1.19. **Transparency International Corruption Perceptions Index** means an annual ranking that scores and ranks countries based on perceived levels of public sector Corruption, using expert assessments and opinion surveys.

## **2. PURPOSE**

- 2.1. The purpose of this Anti-Bribery and Anti-Corruption Policy is to promote ethical conduct within our Company and ensure compliance with South African laws and regulations regarding Anti-Bribery and Anti-Corruption, including PRECCA.
- 2.2. The objectives of this Policy are:
- 1.2.1 To set out the required standards for preventing Bribery and Corruption within the Company.
  - 1.2.2 To not only reflect the Company's cultural and ethical commitment to preventing Bribery but also compliance with applicable legal and regulatory requirements in the various jurisdictions in which the Company operates.
  - 1.2.3 To provide a summary of processes to address Anti-Bribery and Anti-Corruption requirements at the Company.
- 2.3. This Policy further sets out the Company's approach to the prevention of Bribery and other forms of Corruption, it demonstrates the Company's firm commitment to acting with integrity at all times and to conducting business globally in an ethical and legal manner.

## **3. POLICY STATEMENT**

- 3.1. Bribery is a criminal offence in many countries and Corrupt acts expose the Company and its Employees to the risk of prosecution, substantial fines, and imprisonment, as well as endangering the reputation of the Company.
- 3.2. The Company support the objectives of PRECCA and the Organisation for Economic Cooperation and Development (OECD) Anti-Bribery Convention, to which South Africa is a signatory.
- 3.3. It is this Company's Policy to conduct all of our business in an honest and ethical manner. We take a zero tolerance approach to Bribery and Corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships where ever we operate and implementing and enforcing effective systems to counter Bribery.
- 3.4. We will uphold all Applicable Laws relevant to countering Bribery and Corruption in all the jurisdictions in which we operate.
- 3.5. The Company prohibits all forms of Bribery and Corruption in all business dealings. Employees may not offer, promise, give, or accept any Bribes or improper payments. All transactions must be transparent and properly recorded in the Company's financial records as well as our Gifts and Entertainment Register.
- 3.6. We therefore take our legal responsibilities very seriously, to ensure good industry practices across our Company and to abide by the Applicable Laws as well as to ensure all our Employees are aware of the far reaching effects if we do not comply.

## **4. SCOPE / APPLICATION**

- 4.1. This Policy applies to all Employees working at all levels in the Company, including senior managers, officers, or directors (whether permanent, fixed-term or temporary).
- 4.2. The scope of the Policy is in respect of all business activities conducted with the Company, whether with the private or public sector.
- 4.3. In addition to the above, under certain circumstances a third-party service provider and/or supplier engaged by the Company may be required to comply with this Policy and to take reasonable steps to ensure that its Employees and agents that perform work for or on behalf of the Company also comply with this Policy.
- 4.4. This Policy may apply to consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with the Company, or any of our subsidiaries or their employees, wherever located.
- 4.5. This Company conducts due diligence on Third Parties to assess their integrity and compliance by ensuring all Third Parties are screened as set out in FICA.
- 4.6. It is expected from our Employees to take steps to ensure that anyone doing business with or on behalf of the Company, including contractors, consultants, advisors, agents, lobbyists, distributors, resellers, suppliers and business associates, as well as their respective officers, Employees and subcontractors comply with the terms of this Policy

## **5. BRIBERY AND CORRUPTION**

- 5.1. PRECCA is the principal anti-corruption legislation in South Africa. It prohibits both passive Corruption and active Corruption including private and public Corruption.
- 5.2. Active corruption is when one person offers; gives; or offers to give another person a Bribe or gratification in exchange for the second person acting in an in an unauthorised, illegal or dishonest manner or for that person to influence someone else to act in an unauthorised, illegal or dishonest manner.
- 5.3. Passive corruption is when one person accepts, offers to accept, or agrees to accept a gratification or a Bribe in exchange for acting in an in an unauthorised, illegal or dishonest manner or for influencing someone else to act in an unauthorised, illegal or dishonest manner.
- 5.4. Both active and passive Corruption are prohibited by this Policy. An Employee may not offer, give or agree to give gratification or a Bribe to any other person in order to receive some unfair advantage, or business benefit. An Employee may also not accept, offer to accept, solicit or agree to accept any gratification in order to behave in an unauthorised, biased, dishonest or illegal manner. Similarly, where applicable to Third Party service providers and/or suppliers when conducting business within the Company, such conduct is prohibited. For the avoidance of doubt, any party conducting business related to the Company may not engage in any form of Bribery or Corruption in relation to the business and activities of the Company.
- 5.5. Employees are also prohibited from engaging in any form of Bribery, either directly or through any Third Party (such as an agent or distributor). Employees may not Bribe a foreign Public Official anywhere in the world.
- 5.6. Facilitation payments fall under the definition of 'gratification' under PRECCA and are, accordingly prohibited. As such, these payments are similarly prohibited under this Policy.

## **6. FACILITATION OF PAYMENTS**

- 6.1. Facilitation payments are a form of Bribery made for the purpose of expediting or facilitating the performance of a Public Official for a routine governmental action, and not to obtain or retain business or any improper business advantage. Facilitation payments tend to be demanded by low level officials to obtain a level of service which one would normally be entitled to.
- 6.2. Employees are prohibited from making any facilitation payments. The Company however recognizes, that our Employees may be faced with situations where there is a risk to the personal security of an Employee or his/her family and where a facilitation payment is unavoidable, in which case the following steps must be taken:
  - 6.2.1. Keep any payment amount to the minimum;
  - 6.2.2. Create a record concerning the payment; and
  - 6.2.3. Report such facilitation payment to your line manager as soon as reasonably possible after such payment.
- 6.3. In order to achieve our aim of not attending to any facilitation payments, the Company will keep a record of all payments made, which must be reported to the Company Secretary, in order to evaluate the business risk and to develop a strategy to minimise such payments in the future.

## **7. POLITICAL CONTRIBUTIONS**

- 7.1. Employees are prohibited from making any donations, whether in cash or otherwise, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

## **8. CHARITABLE CONTRIBUTIONS**

- 8.1. Charitable support and donations are acceptable (and indeed are encouraged), whether of in-kind services, knowledge, time, or direct financial contributions. However, Employees must be careful to ensure that charitable contributions are not used as a scheme to conceal Bribery. We only make charitable donations that are legal and ethical under local laws and practices. No donation may be offered or made without the prior approval of the compliance manager.
- 8.2. All charitable contributions should be disclosed to the Company Secretary to be listed in the gift register.

## **9. GIFTS AND ENTERTAINMENT**

- 9.1. The Company acknowledges that offering business courtesies, such as modest business meals or promotional Gifts is an accepted part of forming and maintaining good business relationships. As such, Employees may accept low value Gifts from Third Parties, provided such Gifts or Entertainment are not received with the intention of influencing the Employee to act in a dishonest, illegal or corrupt manner. These Gifts and Entertainment must be disclosed in the appropriate Gifts and Entertainment Register.
- 9.2. Also refer the Gifts and Entertainment Policy (POL no----).

## **10. THIRD PARTIES**

## 10.1. Due Diligence -

- 10.1.1. The Company will **never** engage in business with any Third Party that is suspected of involvement in bribery, corruption, fraud, or any other unlawful activity.
- 10.1.2. All Third Parties who engage with the Company, whether directly or indirectly, are expected to take a similar zero-tolerance approach to Bribery and Corruption.

## 10.2. Red Flags –

- 10.2.1. When conducting due diligence on a Third Party, the Red Flag examples contained below should always trigger concern and appropriate review by the Legal and Compliance and/or Procurement department.
- 10.2.2. While these examples are not exhaustive and may not in themselves constitute or indicate a violation of any of the relevant Applicable Laws, they may be indicators of potential current or future anti-Corruption non-compliance. Such indicators must be evaluated to understand any actual risks, any reasonable resolution or measures which must be implemented to mitigate a risk, or if the Company should not engage the Third Party because the risk is unacceptable.
- 10.2.3. The most common Red Flag examples for Bribery and/ or Corruption are, including but not limited to, the following:
  - 10.2.3.1. **Poor reputation:** The transaction or the Third Party is in a country known for widespread Corruption, as measured by the Transparency International Corruption Perceptions Index or other similar indices;
  - 10.2.3.2. **Questionable or Unusual Circumstances:** Misrepresentation or inconsistencies in the Third Party's application during the due diligence process or their refusal to certify compliance with Applicable Laws;
  - 10.2.3.3. **Unusual Compensation & Questionable Invoicing:** Fee, commission, or volume discount provided by the Third Party is unusually high compared to market rates;
  - 10.2.3.4. **Insufficient Capabilities:** The Third Party lacks the staff, facilities or expertise to perform substantial work; and/or
  - 10.2.3.5. **Ties to Public Officials:** The Third Party has financial or business ties, relationship, or association with Public Officials.

## 11. OTHER CRIMES

- 11.1. Illegal conduct is entirely prohibited by the Company and anyone found to be engaging with criminal activities will be subjected to disciplinary action, up to and including dismissal. However, we flag the following crimes as they also trigger reporting obligations in terms of PRECCA:
  - 11.1.1. Extortion  
Threatening to do something that would cause harm to another person unless that person complies with the first person's request or instruction.
  - 11.1.2. Fraud  
A deliberate misrepresentation made with the purpose of deceiving another person into acting to his or her detriment. It should be noted that the victim does not need to actually suffer harm in order for

a Fraud to be committed – as long as the misrepresentation had the potential to cause harm, the perpetrator could be found guilty of fraud.

11.1.3. Gratification

Is any benefit given from one person to another with the intention of influencing the second person to act in an unauthorised, illegal, biased or dishonest manner.

11.1.4. Money Laundering

The way in which the proceeds of unlawful activities move through the financial system in order to disguise or obscure their origin, nature, or movement and benefit to criminals.

## 12. EMPLOYEE RESPONSIBILITIES

12.1. All Employees are individually responsible for complying with this Policy.

12.2. Employees are expected to: -

12.2.1. prevent, detect and report any suspicion of Bribery and other forms of Corruption;

12.2.2. avoid conflicts of interest that may compromise their judgement or objectivity in business decisions. (This includes situations where Employees or their family members have a personal interest or financial interest that conflicts with the interests of the Company);

12.2.3. avoid any activity that might lead to a breach of this Policy; and

12.2.4. notify their line manager, the HR department and/ or the Legal and Compliance department, as soon as possible, if they believe or suspect that a breach of or conflict with this Policy has occurred or may occur in the future.

12.3. The Company will ensure that safe and effective processes are in place to support Employees who wish to report any forms of Bribery, Corruption and/ or unethical conduct.

12.4. All Employees are encouraged to report any suspicious and/ or unethical conduct to the following email address: Company Secretary at [hermine@pistorius.co.za](mailto:hermine@pistorius.co.za)

## 13. RECORD KEEPING

13.1. The Company keeps financial records and have appropriate internal controls in place which will evidence the business reason for making payments to Third Parties.

13.2. Employees must declare to their Line Manager and the Company Secretary, and keep a written record of all Gifts and Entertainment accepted or offered, which will be subject to managerial review.

13.3. Employees must ensure all expense claims relating to Gifts, Entertainment or expenses incurred to Third Parties are submitted to the correct person, specifically to record the reason for the expenditure.

13.4. All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

## 14. MEASURES TO PREVENT BRIBERY AND CORRUPTION:

14.1. The Company undertakes to have the following measures in place:

- 14.1.1. **Implement and regularly update its code of conduct:** The Company has established its Code of Business Conduct and Ethics (“**Code**”) and will update this Code to ensure it is aligned with Applicable Laws and relevant updates. This Code establishes clear ethical guidelines for all Employees.
- 14.1.2. **Conduct regular training:** The Company will provide training on this Policy to all Employees.
- 14.1.3. **Employee recruitment and evaluation practices:** The Company’s HR practices, including recruitment, promotion, training, performance evaluation, remuneration, recognition and business ethics in general, must reflect the guidelines in the Policy.
- 14.1.4. **Perform due diligence:** The Company will thoroughly vet all Third Parties during the procurement onboarding process.
- 14.1.5. **Enforce Financial Controls:** the Company will implement and maintain strict financial controls and auditing procedures.
- 14.1.6. **Establish Reporting Mechanisms:** The Company has created and will manage confidential channels for reporting suspicious activities.
- 14.1.7. **Monitor and Review:** The Risk and Governance Committee of the Company will regularly review, at least annually, and update this Policy.
- 14.1.8. **Disciplinary Actions:** The HR department will enforce strict disciplinary actions for violations of this Policy, up to and including termination of employment.
- 14.1.9. **Leadership Commitment:** The Company’s Executive and Senior Management is dedicated to demonstrating a strong commitment to ethical practices.

## 15. HOW TO RAISE A CONCERN

- 15.1. Employees must raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If unsure whether a particular act constitutes Bribery or Corruption, or if there are any other queries or concerns, these should be raised with the line manager **OR** the Company Secretary.

## 16. VICTIM OF BRIBERY OR CORRUPTION

- 16.1. It is important that all Employees inform the Company Secretary or the Line Manager as soon as possible if they are offered a Bribe by a Third Party, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity.

## 17. PROTECTION / WHISTLEBLOWING

- 17.1. Employees who refuse to accept or offer a Bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Company aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.
- 17.2. The Company is committed to ensuring no one suffers any detrimental treatment because of refusing to take part in Bribery or Corruption, or because of reporting in good faith their suspicion that an actual or potential Bribery or other Corruption offence has taken place or may take place

in the future.

- 17.3. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform The Company Secretary immediately and the correct measures will be taken to remedy the matter.

## **18. TRAINING AND COMMUNICATION**

- 18.1. Training on anti-Bribery and Corruption will form part of the induction process for all new Employees.
- 18.2. All existing Employees will receive regular, relevant training on how to implement and adhere to the Policy.
- 18.3. The zero-tolerance approach to Anti-Bribery and Corruption must be communicated to all suppliers, contractors and business partners at the outset of the business relationship with them and as appropriate thereafter.

## **19. MONITORING AND REVIEW**

- 19.1. The Company will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness.
- 19.2. All Employees are responsible for the success of this Policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 19.3. Any violation of this Policy may result in disciplinary action, up to and including termination of employment, as well as civil and/or criminal liability under the Applicable Laws.
- 19.4. Failure to report any suspected Bribery or Corrupted activity will also result in disciplinary action, up to and including termination of employment, as well as civil and/or criminal liability under applicable legislation.
- 19.5. Prompt and proper disciplinary action will be taken after undertaking proper investigation of all violations of this Policy, whether actual or suspected, directly or indirectly, carried out in accordance with the relevant internal procedures within the Company.

## **20. REVIEW AND AMENDMENTS**

- 20.1. This Policy will be reviewed annually and may be amended as necessary to ensure continued compliance with applicable laws and best practices.

## **21. ACKNOWLEDGMENT**

All Employees are required to acknowledge their understanding of and commitment to this Policy.