

A photograph of a modern building facade with large glass windows and concrete pillars. The building has a distinctive architectural style with a series of horizontal slats or louvers on the upper levels. The sky is clear and blue.

# ANTI-BRIBERY AND CORRUPTION POLICY

**WBHO**

GENERAL  
COMPANY  
POLICY

	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

## TABLE OF CONTENTS

<b>1.</b>	<b>PURPOSE .....</b>	<b>4</b>
<b>2.</b>	<b>SCOPE.....</b>	<b>4</b>
<b>3.</b>	<b>ROLES &amp; RESPONSIBILITIES.....</b>	<b>5</b>
<b>4.</b>	<b>BUSINESS PARTNER OBLIGATIONS.....</b>	<b>6</b>
<b>5.</b>	<b>ENTRY INTO NEW MARKETS&amp;JURISDICTIONS, CORP RESTRUCTURES, MERGERS&amp;ACQUISITIONS</b>	<b>6</b>
<b>6.</b>	<b>REPORTING PROCEDURES .....</b>	<b>6</b>
<b>7.</b>	<b>POLICY.....</b>	<b>7</b>
<b>8.</b>	<b>GUIDELINES AND PROCEDURES .....</b>	<b>8</b>
8.1	Guidelines: Do not engage in bribery.....	8
8.2	Guidelines: Do not pay facilitation fees .....	10
8.3	Guidelines: Do not use third parties as conduits for bribery .....	12
8.4	Guidelines: Do not make inappropriate political contributions or hire Government Officials .....	13
8.5	Guidelines: Do follow the rules when giving or receiving gifts.....	14
8.6	Guidelines: Do keep record of all transactions .....	16
8.7	Guidelines: Report and investigate bribery and corruption .....	17
8.8	Guidelines: Address corrupt conduct and recover losses .....	18
	<b>ANNEXURE 1 - BRIBERY AND CORRUPTION RISK ASSESSMENT .....</b>	<b>19</b>
<b>1.</b>	<b>CONSIDER THE FOLLOWING WHEN UNDERTAKING A RISK ASSESSMENT: .....</b>	<b>19</b>
1.1	Jurisdiction .....	19
1.2	Industry .....	19
1.3	Connection with government officials or entities .....	19
1.4	Compensation structure .....	19
1.5	Other .....	19
1.6	Appropriate steps in your due diligence on a potential Business partner should include: .....	19

	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

## 1. PURPOSE

In certain of the markets in which the WBHO Group operates, we encounter: (i) Government Officials who engage in commercial and financial activities for their personal benefit, particularly at border posts; (ii) corruption which is commonplace and entrenched; and (iii) legal standards which are unclear and inconsistent on the treatment of Bribery and Corruption and the enforcement of sanctions against such conduct.

The prohibitions and limitations set forth in this Policy have been developed to guide all entities within the WBHO Group as well as all WBHO Employees in their interactions with Government Officials as well as with individuals in the private sector.

Wilson Bayly Holmes-Ovcon Ltd (WBHO) and its management are committed to upholding the highest legal, moral and ethical standards in all of WBHO's business dealings in all jurisdictions in which WBHO conducts its business.

This document establishes WBHO's position in respect of anti-corruption legislation that applies to its business, including, but not limited to the following:

- Prevention and Combating of Corrupt Activities Act of South Africa;
- UK Bribery Act; and
- U.S. Foreign Corrupt Practices Act (FCPA).

WBHO further ascribes to the anti-corruption principles set out in the United Nations Global Compact and the Organization for Economic Co-operation and Development (OECD) convention on Bribery and Corruption.

Section 7 of this document sets out WBHO's Policy principles. Section 8 deals with guidelines that are intended to explain and clarify each of the elements of the Policy. It also sets out relevant procedures that prescribe the practical application of the Policy under specific circumstances. Annexure 1 deals with the risk assessment to be conducted by WBHO prior to entering new markets and jurisdictions to conduct its business.

## 2. SCOPE

This Policy applies to:

- WBHO and its subsidiaries (WBHO Group);
- All directors, officers, and employees of the WBHO Group (Employees);
- All intermediaries or any third parties, regardless of title, who represent the WBHO Group; acts with discretion on its behalf; or acts jointly with it, including agents, consultants, lobbyists, suppliers and subcontractors, transportation or logistics providers, customs clearing agents, brokers and joint venture partners (Business partners); and
- Any non-WBHO Group third parties operating under a power of attorney granted by the WBHO Group.

The WBHO Group's Australian operations are governed by a separate Australian policy which in all material respects meets the provisions and obligations of this Policy.

	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

### 3. ROLES & RESPONSIBILITIES

- The CEO is ultimately responsible for compliance with laws and regulations, including anti-corruption laws.
- All of senior management is accountable for compliance with anti-corruption laws, within their area of responsibility.
- The designated Compliance Officer must:
  - Report on all matters set out in this Policy (including its Annexures) to the CEO;
  - Administer (or appoint someone to administer) the anti-corruption laws training programme;
  - Ensure that a complete and updated record of all training sessions is kept;
  - Ensure that reported anti-corruption law violations are properly investigated and the findings reported directly to the CEO;
  - Ensure that employees are adequately and properly advised on anti-corruption law queries;
  - On instruction by the CEO and in consultation with legal advisors, respond to requests for information from the authorities.
- Individuals in other departments of the business, including the Human Resources department, must on request assist with administrative tasks relevant to the implementation of the Policy.
- Experienced professionals in the field of anti-corruption laws may be tasked to provide ad hoc assistance and advice when required.
- Anti-corruption laws are general and its application in some respects vague. Exact interpretation is often uncertain. Few employees can be experts on the law, but WBHO expects and insists that each Employee learn:
  - What actions are specifically required or prohibited by the anti-corruption laws; and
  - To recognise areas where problems may arise so that Employees can obtain advice from WBHO's Legal/Compliance Departments.
  - No Employee may act in any manner, which is inconsistent with this Policy, may qualify or compromise it, or may authorise or condone violations.
- All Employees who are likely to deal with matters that may pose a risk to the WBHO Group ("relevant employees") are required to undergo training about anti-corruption legislation and to sign a self-certification/declaration that they will not engage in corrupt practices in contravention of this Policy.
- Relevant employees include the following:
  - Board and management;
  - All Employees who attend industry, trade or professional association meetings, ("market intelligence");
  - All Employees who are involved in tenders;



	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

- All employees employed outside of South Africa (excluding Australia) who may be involved in sourcing new work opportunities, negotiating contracts, liaising with government officials in any capacity or authorising payments;
- All employees involved in the appointment of subcontractors;
- All Employees involved in the structuring of customer or supplier agreements or who interact with customers on a daily basis (“market facing” employees); and
- All Employees engaged in logistics and/or customs and border post activities, including drivers.

#### 4. BUSINESS PARTNER OBLIGATIONS

Certain Business partners are required to sign a compliance certificate to verify that they have not participated in or supported any corrupt or anti-competitive conduct prior to their engagement with WBHO Group in relation to a project nor are they participating in any corrupt or anti-competitive conduct whilst engaged on any project.

#### 5. ENTRY INTO NEW MARKETS AND JURISDICTIONS, CORPORATE RESTRUCTURES, MERGERS AND ACQUISITIONS

- Prior to entering new markets or jurisdictions where the risk of corrupt activity is perceived as high, the relevant WBHO management shall as part of its preliminary due diligence perform a Bribery and corruption risk assessment (Section D of this Policy);
- Prior to entering into any corporate action, including issuing, buying or selling of shares, shareholders’ agreements, joint venture agreements and purchase and sale of a going concern (Transaction Agreements), the WBHO Group Legal Department must be notified of any such transaction;
- In concluding these Transactions Agreements, WBHO will perform any necessary due diligence to determine the existence of any corrupt activity; and

Where a business to be acquired or merged has previously been found guilty of engaging in anti-corruption law violations, while concluding the Transaction Agreements, the adoption of this Policy from the closing date of the transaction shall become a material term thereof.

#### 6. REPORTING PROCEDURES

If Employees have been involved in, or become aware of any violation of anti-corruption laws by another Employee, it is the Employee’s responsibility to report such conduct to the Employee’s line-manager or any member of the Legal/Compliance Department.

Under WBHO’s Whistleblowing Policy (POL-GEN 009), retaliation, retribution against or harassment of any Employee, who, in good faith, reports a violation of this policy, is strictly prohibited and is grounds for disciplinary action, including dismissal.

In circumstances where an Employee wishes to report violations anonymously, the Employee can report the conduct through the Deloitte Tip-Off Line at 0800 202 121 in South Africa or email address: [wbho@tipoffs.com](mailto:wbho@tipoffs.com). The tip-off number in other Africa regions is available on your site and head office notice boards.

WBHO will investigate each reported violation and will take the appropriate action, which may include a warning, suspension or termination. All Employees have a responsibility to assist and co-operate in any investigation conducted by WBHO or by any relevant authorities.

	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020







**Consequences arising from violations of this Policy can be serious and may expose the WBHO Group and its Employees to litigation and fines and harm our reputation and competitive position. Employees will be subject to disciplinary measures and may face dismissal in the event they contravene the South African Prevention and Combating of Corrupt Activities Act, the UK Bribery Act, the U.S. FCPA and all applicable laws, this Policy (including the guidelines and procedures set out herein), or are negligent in performing any managerial responsibilities necessary for the prevention of a violation of anti-corruption legislation**

This document should be read in conjunction with these additional policies of the WBHO Group:


- CHR 001 - Code of Conduct
- POL-GEN 001 – Gifts & Sponsorships Policy
- POL-BED 001 – Group & Project Social Spend (CSI)
- POL-GEN 009 - Whistleblowing Policy
- POL-GEN 013 – Policy on Donations
- LC 001 – WBHO Construction (Pty) Ltd Legal Compliance Certificate
- TRA 069A – Anti-Bribery & Corruption Training Acknowledgement Form & Self-Certification Undertaking

## 7. POLICY

In order to give effect to the principles of anti-corruption laws, the WBHO Group is committed to the following **Policies, which** guide the conduct of Employees.




It is the policy of the WBHO Group:			
	Not to engage in <b>bribery</b>		Not to pay <b>facilitation</b> or “grease” payments
	Not to use <b>third parties</b> as conduits for the payment of bribes		Not to make inappropriate <b>political contributions</b> or make inappropriate <b>use</b> of the services of Government Officials or related parties.
	To only give or receive <b>gifts</b> that are authorised in terms of our Code of Conduct and Gift Policy		To maintain a system of internal <b>accounting controls</b> that accurately reflect transactions regardless of financial materiality

	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020




It is the policy of the WBHO Group:			
	To <b>report</b> and <b>investigate</b> any instance of bribery and corruption without fear of retribution		To use all legal remedies and sanctions at our disposal to <b>address</b> corrupt conduct and to <b>recover</b> losses or damages arising from corruption

## 8. GUIDELINES AND PROCEDURES

### 8.1 Guidelines: Do not engage in bribery

<b>WBHO Group Policy</b>  	<b>It is the policy of the WBHO Group not to engage in the act of bribery</b>
<b>What is a “bribe”?</b>  	<p>A <b>bribe</b> takes place when you</p> <ul style="list-style-type: none"> <li>• offer, promise, authorise or pay <b>someone</b></li> <li>• <b>anything of value</b></li> <li>• to <b>misuse his or her position</b></li> </ul> <p>to obtain an <b>improper business advantage</b></p> <p>Bribery also occurs when someone <b>requests or accepts</b> anything of value to misuse her of his position in return for an improper business advantage</p> <p><b>In other words: both the giver and the receiver of the object of value are guilty of bribery.</b></p>
<b>Who is “someone”?</b>  	<p><b>“Someone” includes Government Officials as well as individuals in the private or commercial sector.</b></p> <p><b>A Government Official is:</b></p> <ul style="list-style-type: none"> <li>• Any elected or appointed government official or employee, no matter what level (for example, local, provincial, state, or national) or branch (for example, legislative, executive, or judicial);</li> <li>• Any employee or other person acting for or on behalf of a Government Official, agency or enterprise that performs a government function;</li> <li>• Any political party, officer, employee or other person acting for or on behalf of a political party; or</li> <li>• Any candidate for public office.</li> </ul> <p><b>“Government” includes all levels and subdivisions of government i.e., local, provincial, state, regional, national, as well as the administrative, legislative, judicial and executive branches</b></p>


	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

<p>What is “anything of value”?</p> 	<p><b>“Anything of Value” includes, but is not limited to:</b></p> <ul style="list-style-type: none"> <li>• Cash and cash equivalents (such as gift cards);</li> <li>• Gifts, travel, meals, and entertainment;</li> <li>• Use of vehicles;</li> <li>• Accommodations or valuable favours, such as educational and employment opportunities for friends and relatives; or</li> <li>• Loans and use of vacation property</li> </ul> <p><b>For purposes of this Policy, a “Thing of Value” has no minimum value. Even a small gift is a “Thing of Value.”</b></p>
<p>What is “an improper advantage”?</p> 	<p>An <b>improper advantage</b> includes things like:</p> <ul style="list-style-type: none"> <li>• Obtaining or retaining business</li> <li>• Obtaining preferential treatment; or</li> <li>• Securing political or business concessions</li> </ul>
<p><b>Procedures</b></p> 	<p>Employees <b>must</b> report actual or suspected violations of this Policy or any anti-corruption law by the WBHO Group, a WBHO Employee or any third party.</p> <p>You can report bribery and corruption to</p> <ul style="list-style-type: none"> <li>• the relevant line manager or</li> <li>• any member of the Legal/Compliance Departments or</li> <li>• Anonymously through the Deloitte Tip Off Line at 0800 202 121 or email address: <a href="mailto:wbho@tipoffs.com">wbho@tipoffs.com</a>.</li> </ul> <p>The South African law requires that any person who holds a position of authority and who knows or ought reasonably to have known or suspected that any person has committed the offense of bribery or corruption involving an amount of <b>R100,000.00</b> or more must report such knowledge or suspicion to any police official.</p> <p><b>Any person who fails to do this is guilty of an offense.</b></p> <p>Once reported, the police official concerned must take down the report in the manner directed by the national Commissioner, and forthwith provide the person who made the report with an acknowledgment of receipt of such report.</p> <p><b>Refer: WBHO Code of Conduct (CHR 001)</b></p>




	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

## 8.2 Guidelines: Do not pay facilitation fees





<b>WBHO Group Policy</b>  	<p><b>It is the policy of the WBHO Group not to pay facilitation or “grease” payments</b></p>
<b>What is a “facilitation or grease” payment?</b>  	<p>Facilitation or grease payments are payments</p> <ul style="list-style-type: none"> <li>to a <b>Government Official</b></li> <li>made in order to <b>secure or expedite</b> the performance of</li> <li><b>routine, non-discretionary</b> government action</li> </ul> <p>In other words, these are payments that are requested in addition to that which you would normally pay for a service in order to ensure that you get results or alternatively to get it done more quickly</p> <p><b>Examples of scenarios where “facilitation payments” (bribes) are often asked for by government officials:</b></p> <ul style="list-style-type: none"> <li><b>Safety payments</b> where you are required to make a payment to prevent harm to yourself or others or property of the WBHO Group;</li> <li><b>Cash payments or gifts</b> to officials to get customs clearance or pass border security;</li> <li>Payments to get <b>access to information</b> (e.g. forms or company records) that you are legally entitled to but for which you need the help of an official to gain access.; and</li> <li><b>Additional payments that are not on a published tariff</b> or rate card to, for example, facilitate customs services</li> <li>Requests to <b>donate</b> or participate in “responsibility programmes” or make “charitable donations” in order to be awarded a contract</li> </ul>
<b>Procedures</b>  	<p>When visiting jurisdictions where the potential for corrupt activity is high, Employees should:</p> <ul style="list-style-type: none"> <li>Review embassy websites for security briefings or potential threats;</li> <li>Make sure that you have the contact details of the local embassy;</li> <li>Try to avoid situations where you could be approached for a bribe or engage in any corruption; and</li> <li>Always ensure that you have the correct paperwork, documents and that you do not violate any of the country’s laws.</li> </ul>

	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

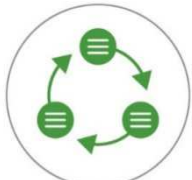
<p><b>Important!</b></p> 	<p>The WBHO Group recognises that there may be circumstances in which a Government Official immediately <b>threatens or compromises</b> the <b>personal safety and security</b> of an Employee (or another) or facilities or property of the WBHO Group, in order to procure the payment of a bribe <b>under duress</b>.</p> <p><b>In these cases, you are to follow the procedures below.</b></p> <ul style="list-style-type: none"> <li>• <b>Step 1:</b> Always exercise your best <b>judgment</b> under the circumstances – do not put yourself in danger.</li> <li>• <b>Step 2:</b> If a payment is made under conditions of duress, <b>report</b> the incident immediately upon your return to the place of employment to the relevant line manager and WBHO's Legal/Compliance Department</li> <li>• <b>Step 3:</b> The WBHO Legal/Compliance Department will <b>investigate</b> the incident and: <ul style="list-style-type: none"> <li>a) determine any <b>additional actions</b> to be taken, if any;</li> <li>b) <b>record</b> the matter in the <b>Duress Register</b>; and</li> <li>c) <b>liaise</b> with the Financial Director to ensure that such <b>payment is accurately recorded</b> in the WBHO Group's books and records</li> </ul> </li> </ul> <p><b>Remember:</b> South African law requires that any person who holds a position of authority and who knows or ought reasonably to have known or suspected that any person has committed the offense of bribery or corruption involving an amount of <b>R100,000.00</b> or more must report such knowledge or suspicion to any police official.</p> <p><b>Accordingly, any facilitation payments that exceeds R100 000 and that are reported and recorded in our Duress Register must be reported to the relevant authorities.</b></p> <p><b>Any person who fails to do this is guilty of an offense.</b></p>
---	---

	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020




8.3 Guidelines: Do not use third parties as conduits for bribery

<b>WBHO Group Policy</b>  	<p>It is the policy of the WBHO Group not to use third parties as conduits for the payment of bribes.</p>
<b>Who is a “third party”?</b>  	<p>An <b>intermediary</b> or any <b>third party</b>, regardless of title, is anyone who represents the WBHO Group; acts with discretion on its behalf; or acts jointly with it, including:</p> <ul style="list-style-type: none"> <li>• Agents;</li> <li>• Consultants;</li> <li>• Lobbyists;</li> <li>• Suppliers and subcontractors;</li> <li>• Transportation or logistics providers;</li> <li>• Customs clearing agents;</li> <li>• Brokers;</li> <li>• Joint venture partners; and</li> <li>• Non-WBHO Group third parties operating under a power of attorney granted by the WBHO Group.</li> </ul>
<b>When is someone a “conduit”?</b>  	<p>Someone is used as a conduit for a bribe when this party directly or indirectly makes or receives a payment (the bribe) <b>on behalf of the WBHO Group</b>.</p>
<b>Important!</b>  	<p>It is prohibited to make or accept any of the payments discussed in this Policy directly or indirectly through <b>an intermediary or third party</b>.</p> <p><b>To minimize the risk of third parties acting as conduits for bribes, contributions by the WBHO Group to any charities, social projects or funds, must comply and be in accordance with POL-BED 001 – Policy for Group Project Socio-Economic Development.</b></p>


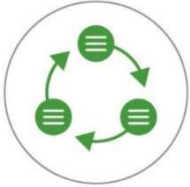
	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

<p><b>Procedures</b></p> 	<p>Certain Business partners must sign a compliance certificate to verify that they have not participated in or supported any corrupt or anti-competitive conduct prior to their engagement by the WBHO Group in relation to any project nor are they participating in any corrupt or anti-competitive conduct whilst engaged on any project</p> <p><b>Refer: Subcontractor, Supplier and Joint Venture Partner Compliance Certificate</b></p>
--	--



#### 8.4 Guidelines: Do not make inappropriate political contributions or hire Government Officials

<p><b>WBHO Group Policy</b></p> 	<p><b>It is the WBHO Group's policy not to make inappropriate political contributions or retain the services of Government Officials and related parties</b></p>
<p><b>When is a "political contribution" inappropriate?</b></p> 	<p>Political contributions are inappropriate and accordingly prohibited when intended to influence or obtain a <b>business advantage</b> from a Government Official or related party.</p>
<p><b>Who is a "Government Official"?</b></p> 	<p><b>A Government Official is</b></p> <ul style="list-style-type: none"> <li>any elected or appointed government official or employee, no matter what level (for example, local, provincial, state, or national) or branch (for example, legislative, executive, or judicial);</li> <li>any employee or other person acting for or on behalf of a Government Official, agency, instrumentality or enterprise that performs a government function;</li> <li>any political party, officer, employee or other person acting for or on behalf of a political party, or</li> <li>any candidate for public office</li> </ul> <p><b>Government includes all levels and subdivisions of government i.e., local, provincial, state, regional, national, and the administrative, legislative, judicial and executive branches.</b></p>

	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020




<b>Who are “related parties”?</b>  	<p>Care must be exercised in retaining as an employee, agent, consultant or supplier of goods or services:</p> <ul style="list-style-type: none"> <li>• Government Officials (or former Government Officials);</li> <li>• individuals who have a familial relationship with a Government Official;</li> <li>• entities in which a Government Official has a significant investment or other financial interest; and</li> <li>• individuals engaged in the police or military services.</li> </ul>
<b>Procedures</b>  	<p>All political contributions are to be approved by the CEO in accordance with the WBHO Group’s Donations Policy.</p> <p>Where any doubt exists as to the appropriateness of a relationship, discuss the relationship with the relevant line manager or any member of the WBHO Legal / Compliance Department.</p> <p><b>Refer:</b> WBHO Code of Conduct (CHR 001), Policy on Donations (POL-GEN 013)</p>

8.5 Guidelines: Do follow the rules when giving or receiving gifts

<b>WBHO Group Policy</b>  	<p><b>It is the WBHO Group policy to only give or receive gifts that are permitted or authorised in terms of the WBHO Group’s Code of Conduct (CHR 001) and Gifts &amp; Sponsorships Policy (POL-GEN 001)</b></p>
<b>What is a “gift”?</b>  	<p>Gifts include anything of value such as:</p> <ul style="list-style-type: none"> <li>• Cash and cash equivalents (such as gift cards)</li> <li>• Gifts, travel, meals, and entertainment;</li> <li>• Use of vehicles;</li> <li>• Accommodations or valuable favours, such as educational and employment opportunities for friends and relatives;</li> <li>• Loans; and</li> <li>• Use of vacation property.</li> </ul>







	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

<p><b>When may you accept or give a gift</b></p> 	<p>The giving and receiving of gifts and hospitality shall be in accordance with the <b>WBHO Group's Code of Conduct (CHR 001) and Gifts &amp; Sponsorships Policy (POL-GEN 001)</b>. Any and all gifts, hospitality, and entertainment provided on WBHO Group's behalf to any recipient must be:</p> <p>Reasonable in value and appropriate to the recipient's position and the circumstances;</p> <ul style="list-style-type: none"> <li>• In accordance with customary courtesies;</li> <li>• Related to a legitimate business purpose;</li> <li>• Permitted under applicable law; and</li> <li>• In full compliance with applicable procedures adopted by the WBHO Group</li> </ul>
<p><b>When are gifts not allowed?</b></p> 	<p>While gifts and hospitality (including transportation, housing, meals, and entertainment) may be appropriate in some situations, <b>they shall not be given or accepted in violation of this Policy's prohibition on Bribery.</b></p>
<p><b>Procedures</b></p> 	<p>The giving and receiving of gifts and hospitality shall be in accordance with <b>WBHO Group's Code of Conduct (CHR 001) and Gifts &amp; Sponsorships Policy (POL-GEN 001)</b>. In summary, this Policy requires that:</p> <ul style="list-style-type: none"> <li>• There should be no doubt as to the intention behind any offers of sponsorship or hospitality or gifts that we exchange with clients, suppliers, and sub-contractors</li> <li>• While we frown upon the exchange of any amount of cash in the workplace, we consider the exchange of occasional gifts valued at less than R500 to be acceptable and there is no need to disclose such.</li> <li>• To safeguard our reputation, the exchange of anything that is worth more than [R500] needs to be conducted openly and transparently. <ul style="list-style-type: none"> <li>○ If the item is worth between R500 and R1500, the approval of a director of the company must be obtained within five working days of receiving or giving the gift.</li> <li>○ If an item is worth more than R1500, the approval of the Executive Committee (EXCO) through one of its members must be obtained within five working days; and</li> <li>○ The exchange must be recorded in the Gift Register held by the Group Company Secretary.</li> </ul> </li> <li>• All trips offered by a third party that will require Employees to be away from home for a night or more requires the approval of EXCO through one of its members and the excursion must be recorded in the Register of Trips held by the Group Company Secretary.</li> </ul>

	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020




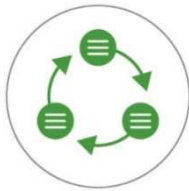
	<b>Refer:</b> WBHO Code of Conduct (CHR 001), Gifts & Sponsorships Policy (POL-GEN 001)
--	---

8.6 Guidelines: Do keep record of all transactions

<b>WBHO Group Policy</b>  	<p><b>It is the policy of the WBHO Group to maintain a system of internal accounting controls that accurately reflect the acquisition and dispositions of assets regardless of financial materiality.</b></p>
<b>What is a “system of internal accounting controls”?</b>  	<p>A system of internal accounting controls means:</p> <ul style="list-style-type: none"> <li>• The WBHO Group reflects all acquisitions and dispositions of assets in its books; and</li> <li>• Records this in reasonable detail and in a way that accurately and fairly reflects these transactions</li> </ul>
<b>Important!</b>  	<p>It is prohibited to:</p> <ul style="list-style-type: none"> <li>• Circumvent or evade the WBHO Group’s internal accounting controls;</li> <li>• Make payments with the intention or understanding that all or any part of the payment is to be used for any purpose other than the specific purpose described by the documents supporting the payment;</li> <li>• Make false, misleading or incomplete entries in the WBHO Group’s books, records, and other business documents;</li> <li>• Enter into a transaction that requires or contemplates the making of false or fictitious records, in whole or in part; or</li> <li>• Establish undisclosed or unrecorded funds or accounts for any purpose</li> </ul> <p><b>These requirements apply to all transactions regardless of financial materiality. The penalty for attempting to disguise a payment can sometimes exceed any penalty, associated with making the payment itself.</b></p>
<b>Procedures</b>  	<p>All payments on behalf of the WBHO Group <b>must be approved</b> and <b>supported</b> with appropriate documentation.</p> <p>All payments and other entries must be <b>properly recorded</b> in the WBHO Group’s books and records.</p> <p>If you are ever confronted with a situation in which you have any doubt or uncertainty about the legality of a payment or expenditure, contact the relevant line manager or any member of the WBHO Legal/Compliance Departments for advice before proceeding.</p>




	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

## 8.7 Guidelines: Report and investigate bribery and corruption

<b>WBHO Group Policy</b>  	<p>It is the WBHO Group's policy to report and investigate any instance of bribery and corruption without fear of retribution</p>
<b>Who must report bribery and corruption and why?</b>  	<p>It is the personal responsibility of all WBHO Employees to act in accordance with the legal standards and restrictions applicable to their assigned duties to report acts of bribery and corruption.</p>
<b>Why do you not have to fear "retribution"?</b>  	<p>WBHO has in place a <b>Whistle Blowing Policy (POL-GEN 009)</b> to ensure the protection of employees who report acts of bribery and corruption.</p> <p>All disclosures shall be treated with the highest level of confidentiality and will be investigated.</p> <p>The WBHO Group encourages all WBHO Employees to report, to the relevant line manager or any member of the WBHO Legal/Compliance Departments or anonymously through WBHO Group's Alert Line at 0800 202 121 or email address: <a href="mailto:wbho@tipoffs.com">wbho@tipoffs.com</a> any instance of bribery or corruption they encounter within their scope of employment without fear of retribution.</p>
<b>Procedures</b>  	<p>WBHO Group personnel must report actual or suspected violations of this Policy or any anti-corruption law by the WBHO Group, a WBHO Employee or any third party.</p> <p>You can report bribery and corruption to the following persons:</p> <ul style="list-style-type: none"> <li>• The relevant line manager; or</li> <li>• Any member of the WBHO Legal/Compliance Departments; or</li> <li>• <b>Anonymously</b> through the WBHO Group's Alert Line at 0800 202 121 or email address: <a href="mailto:wbho@tipoffs.com">wbho@tipoffs.com</a></li> </ul> <p>Remember: South African law requires that any person who holds a position of authority and who knows or ought reasonably to have known or suspected that any person has committed the offense of bribery or corruption involving an amount of <b>R100,000.00</b> or more must report such knowledge or suspicion to any police official</p> <p><b>Accordingly, any facilitation payments that exceeds R100 000 and that are reported and recorded in our Duress Register must be reported to the authorities.</b></p> <p><b>Any person who fails to do this is guilty of an offense</b></p>

	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

8.8 Guidelines: Address corrupt conduct and recover losses

<b>WBHO Group Policy</b>  	<p>It is the policy of the WBHO Group to use all legal remedies and sanctions to its disposable to address corrupt conduct and to recover losses or damages arising from corruption.</p>
<b>How does WBHO address corrupt conduct?</b>  	<p>This Policy will be strictly enforced.</p> <p>WBHO has a zero tolerance policy towards bribery and corruption.</p> <p>All WBHO line managers are responsible for ensuring the detection, prevention, and investigation of corruption within their areas of responsibility.</p> <p>Reports of corrupt conduct will be investigated.</p> <p><b>Violations of this Policy may result in disciplinary action including dismissal.</b></p> <p><b>Violations of any applicable legislation covered under this Policy may further result in civil or criminal charges.</b></p>
<b>Procedures</b>  	<p>Where warranted, in the sole discretion of WBHO Group's management, all <b>remedies and sanctions</b> available within the full extent of the law will be applied and WBHO Group reserves the right to pursue appropriate <b>legal recourse</b> to recover losses or damages arising from bribery and corruption.</p>

	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

# ANNEXURE 1 - BRIBERY AND CORRUPTION RISK ASSESSMENT

## 1. CONSIDER THE FOLLOWING WHEN UNDERTAKING A RISK ASSESSMENT:

### 1.1 Jurisdiction

- Is this a high-risk country for corruption?
- Is the hiring of local agents to facilitate business with government encouraged?

### 1.2 Industry

- Does the industry present a high risk for corruption?
- Is the industry subject to regulatory action or legal proceedings?
- Do any of the parties appear on a denied party/ person list?
- Do the parties have little or no experience in the relevant industry?

### 1.3 Connection with government officials or entities

- Does the party have frequent interaction with government?
- Is the party wholly or partly owned by the government?
- Has the party previously worked for the government, is closely connected with political elite?

### 1.4 Compensation structure

- Do success fees, bonus fees and other contingency fees form part of the compensation?
- Is payment required by unusual means?
- Does the payment take the form of a political or charitable contribution?

### 1.5 Other

- Are there any obligations required to enhance the organisation's chances of winning contracts?
- Are there requests for discretionary authority to handle local matters alone?
- Does the party refuse to sign the WBHO Group anti-bribery and corruption compliance certificate and certify compliance with all applicable anti-corruption laws?

### 1.6 Appropriate steps in your due diligence on a potential Business partner should include:

- **Identification:** identify potential partners' full name, owners, directors, and officers
- **Public registries:** check for potential partner's ownership, directors, officers and official info/documentation
- **Financial references and credit rating:** request potential partner's (possibly audited) financial statements (i.e. balance sheets and profit and loss statements) for the last 3 years; check credit rating on public listings or outsource a credit rating service
- **Criminal records:** check whether potential partner, directors and/or officers have been convicted for (or involved in) acts of bribery



	<b>Anti-Bribery &amp; Corruption Compliance Policy</b>	Doc No.	POL-GEN 007
		Rev. No.	01
		Rev. Date	28/01/2020

- **Anti-corruption policies:** check if potential partner has an anti-corruption compliance policy or at least a code of ethics that prohibits acts of bribery
- **Media search:** study potential partner's website, review its business history, to carry out appropriate research
- **Qualifications references:** review the curricula vitae provided by your potential partner and contact references