



## EXACTITUDE CONSULTING ANTI-CORRUPTION AND BRIBERY POLICY

### 1. POLICY STATEMENT

- 1.1. Exactitude Consulting (Pty) Ltd (Exactitude) are committed to complying with all relevant anti-corruption laws, regulations, and policies which exist to prevent corrupt practices in international transactions. We will comply with these rules to uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.
- 1.2. It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and to implementing and enforcing effective systems to counter bribery and corruption.

### 2. ABOUT THIS POLICY

- 2.1. The purpose of this policy is to:
  - 2.1.1. Set out our responsibilities, and of those employed or engaged with us, in observing and upholding our position on bribery and corruption; and
  - 2.1.2. Provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 2.2. **It is a criminal offence to offer, promise, give, request, or accept a bribe.** We take our legal responsibilities very seriously as violations of applicable laws may result in:
  - 2.2.1. Substantial fines to Exactitude, its directors, officers and employees;
  - 2.2.2. Significant prison time for those individuals who engage in such behaviour; and
  - 2.2.3. Serious damage to Exactitude's reputation and ability to conduct business.
- 2.3. In this policy, **third-party** means any individual or organisation with whom you come into contact during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisors, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
- 2.4. This policy does not form part of any employee's, consultant's or associate's contract of employment / engagement and we may amend it at any time.

### 3. RELEVANT LAW

Anti-bribery laws exist in most countries around the world. We concentrate below on the laws in South Africa but Exactitude requires compliance with the laws of all countries which are applicable to your business and you should seek local legal advice where relevant.

- 3.1. The Prevention and Combating of Corrupt Activities Act ("PRECCA")
  - 3.1.1. Under PRECCA, the general crime of corruption happens when someone ("A") gives (or offers to give) someone in a position of power ("B") something to use their power, illegally and unfairly, for the advantage of A (or someone not directly involved). Someone who solicits a bribe is also guilty of corruption, even if the offer is turned down.



- 3.1.2. The act doesn't necessarily have to involve money exchanging hands. Gifts, entertainment, property, employment, influence of a vote (for example in a tender process), discounts, or release from a loan are also viewed as gratification, under PRECCA.
- 3.1.3. PRECCA provides for extraterritorial jurisdiction meaning that even if an act of corruption was committed outside of South Africa, a court in South Africa will have jurisdiction over the offence, as long as certain conditions are met. The person to be charged must be a South African citizen and must ordinarily reside in South Africa, or must be a company incorporated in South Africa.
- 3.1.4. PRECCA also requires all people in positions of authority in both the public and private sector to report corruption of R100,000 or more to the police. Failure to report corruption is a criminal offence.
- 3.1.5. PRECCA imposes hefty penalties (fines and prison terms) for people who are convicted of corrupt activities. If convicted in the High Court, the guilty party can receive up to life imprisonment. If convicted in a regional Magistrates' court, the guilty party can receive a sentence of up to 18 years in prison, whilst a prison sentence of up to five years can be imposed if convicted in the District Magistrates Court.

#### 4. WHO MUST COMPLY WITH THIS POLICY?

This policy applies to all persons working for us or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, subcontractors, external consultants, vendors, suppliers, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located, worldwide.

#### 5. WHO IS RESPONSIBLE FOR THE POLICY?

- 5.1. The Board of Directors of Exactitude has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those working for or with us comply with it.
- 5.2. The Managing Director has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, ensuring it is understood, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.
- 5.3. You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Managing Director.

#### 6. WHAT ARE BRIBERY AND CORRUPTION?

- 6.1. **Bribery** is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage. A payment or other inducement need not be successful in order to qualify as bribery. Once an offer, promise, or authorization for a corrupt payment is made, liability may be created even if the payer does not know the identity of the recipient.
- 6.2. An **advantage** includes money, gifts, loans, fees, hospitality, donations, services, discounts, the award of a contract or anything else of value.



6.3. A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts done in the course of employment, or other activities by or on behalf of any organisation of any kind.

6.4. **Corruption** is the abuse of entrusted power or position for private gain.

#### **Examples:**

**Offering a bribe:** *You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.*

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

**Receiving a bribe:** *A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.*

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

**Bribing a foreign official:** *You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process.*

An offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

**Using your client position for personal gain:** *You place an independent consultant through our company with the understanding that they will pay part of their billing over to you.*

It is an offence to use your position at any of our client to gain personal profit beyond that contracted directly with us.

5.5 Anti-bribery laws concerning Public Officials are often stricter than commercial anti-bribery laws.

The authorities responsible for investigating and prosecuting Bribery may consider providing any benefit to a Public Official to be a Bribe. Consequently, you should take great care when dealing with Public Officials.

5.6 "**Public Official**" means a person who performs a public function (local, national, foreign or domestic) and includes, without limitation:

- Any government officer, employee or other representative;
- Any person with a legislative, administrative or judicial function for a government authority (whether appointed or elected) (e.g., judges, law enforcement personnel, inspectors, tax officials, customs / excise officials, regulators, government personnel who issue licenses or permits, planning officials and immigration officials);
- Politicians and political candidates;



- Any political party official - the officers, employees, and representatives of government-owned or controlled corporations or of any corporation or individual performing public services on behalf of the government;
- Any member of a royal or governing family;
- The officers, employees and representatives of government-owned or controlled organisations and publicly-funded organizations (including any international public organization such as the United Nations or the World Health Organization); and
- A public organisation, being an organisation whose members are (i) countries or territories; (ii) governments of countries or territories; and/or (iii) other public international organizations, including without limitation, the World Bank, the United Nations, the International Monetary Fund, and the Organization for Economic Co-Operation and Development.

## 7. WHAT YOU MUST NOT DO

It is not acceptable for you (or someone on your behalf) to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third-party that you know or suspect is offered with the expectation that we will provide a business advantage for them or anyone else in return;
- (d) accept hospitality from a third-party that is unduly lavish or extravagant under the circumstances.
- (e) offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of the Chief Legal Officer;
- (f) make any payments to expedite routine government functions (known as "facilitation" or "grease" payments);
- (g) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (h) engage in any other activity that might lead to a breach of this policy.

## 8. FACILITATION PAYMENTS AND KICKBACKS

8.1. We do not make, and will not accept, facilitation payments or "kickbacks" of any kind.

8.2. **Facilitation payments**, also known as "back-handers" or "grease payments," are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official)

8.3. **Kickbacks** are typically payments made in return for a business favour or advantage.

8.4. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of



what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with a Director.

## 9. GIFTS, HOSPITALITY AND EXPENSES

9.1. This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- (a) establishing or maintaining good business relationships;
- (b) improving or maintaining our image or reputation; or
- (c) marketing or presenting our products and/or services effectively.

9.2. The giving and accepting of gifts are allowed if the following requirements are met:

- (a) it is not made with the intention of influencing a third-party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) it is given in our name, not in your name;
- (c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (d) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in South Africa it is customary for small gifts to be given at Christmas;
- (e) it is given openly, not secretly; and
- (f) it complies with any applicable local law.

9.3. Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

9.4. Reimbursing a third-party's expenses or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting over lunch or dinner) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

9.5. We appreciate that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

## 10. DONATIONS

10.1. We do not make contributions to political parties.

10.2. We only make charitable donations that are legal and ethical under local laws and practices.



10.3. No donation must be offered or made without the prior approval of a Director.

## 11. LOCAL CUSTOMS / TRADITIONS

Exactitude recognises that local customs or traditions may result in an expectation of the exchange of gifts of nominal value. Complying with these local customs *might be* an exception to the above prohibitions. However, a Director *must be consulted before* any gifts are exchanged to ensure that the local custom/tradition exception applies and, if approved, such gift must be recorded as an expense as provided in *Article 13 (Record-keeping)* below.

## 12. SERVICE PROVIDERS

Professional integrity is a prerequisite for the selection and engagement by the Company of Service Providers. In addition, the Company could be held responsible for the actions of its Service Providers, including their payment of Bribes.

- 12.1. **"Service Provider"** means independent individuals or companies that render services to the Company or that act on behalf of the Company, including but not limited to agents, representatives, consultants or other intermediaries, finders, introducers, lobbyists (of any kind), tax advisors, lawyers, suppliers, vendors, distributors, brokers, sales and marketing firms or outsourcers, and trade-associations engaged by the Company.
- 12.2. You must communicate to any Service Providers that are involved in the sale or marketing of the Company's products or services, or who engage with Public Officials on behalf of the Company, the relevant information contained in this Policy and their obligation to perform their services for the Company without offering, soliciting, paying or accepting Bribes.

## 13. RECORD-KEEPING

- 13.1. We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 13.2. You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review.
- 13.3. You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.
- 13.4. All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.
- 13.5. Compliance with the accounting and internal control procedures outlined in *Article 13* is mandatory and false or misleading entries will result in immediate disciplinary action.

## 14. YOUR RESPONSIBILITIES

- 14.1. You must ensure that you read, understand and comply with this policy.
- 14.2. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.



- 14.3. You must notify a Director as soon as possible if you believe or suspect that a conflict with this policy has occurred or may occur in the future. For example, if a client or potential client offers you something to gain a business advantage with us or indicates to you that a gift or payment is required to secure their business. Further “red flags” that may indicate bribery or corruption are set out in *Article 18 (Breaches of this Policy)* below.

## 15. HOW TO RAISE A CONCERN

- 15.1. You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.
- 15.2. If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must report it to a Director.
- 15.3. If you are unsure about whether a particular act constitutes bribery or corruption, raise it with a Director.

## 16. PROTECTION

- 16.1. Individuals who refuse to accept or offer a bribe, or who raise concerns or report another’s wrongdoing, are sometimes worried about possible repercussions. We aim 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.
- 16.2. We are committed to ensuring no one suffers any detrimental treatment as a result 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. 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 a Director immediately.

## 17. COMMUNICATION

Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

## 18. BREACHES OF THIS POLICY

- 18.1. Any employee, associate or contractor who violates this policy will face disciplinary action, which could result in termination of their employment or contract for misconduct or gross misconduct.
- 18.2. We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.

## 19. POTENTIAL RISK SCENARIOS: “RED FLAGS”

The following is a list of possible red flags that may arise during the course of you working for us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.



If you encounter any of these red flags while working for us, you must report them promptly using the procedure set out in this Policy:

- (a) you become aware that a third-party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third-party with whom we do business or may do business has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) a third-party insists on receiving commissions or fees before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) a third-party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third-party requests that payment is made to a country or geographic location different from where the third-party resides or conducts business;
- (f) a third-party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third-party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third-party requests that a payment is made to "overlook" potential legal violations;
- (i) a third-party requests that you provide employment or some other advantage to a friend or relative;
- (j) you receive an invoice from a third-party that appears to be inflated, inadequately documented, non-standard or customised;
- (k) a third-party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (m) a third-party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- (n) you are offered an unusually generous gift or offered lavish hospitality by a third-party;
- (o) a third-party has a lack of transparency of in its accounting records; or
- (p) a third-party has an apparent lack of qualifications or resources to perform the services desired/requested or misrepresents its background, history, or experience in Exactitude's industry or in the foreign jurisdiction in which it operates.

## 20.ANNUAL ATTESTATION





All employees and associates will be required to complete an annual attestation (paper or online) confirming their compliance to the Policy.

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**APPENDIX A**

**Anti-Corruption Policy Acknowledgement**

I have received and read the Exactitude Anti-Corruption and Bribery Policy (the "**Policy**"). I am familiar with the Policy and the related procedures contained outlined in the Policy. I understand the provisions of the Prevention and Combating of Corrupt Activities Act ("PRECCA") and the consequences of violating them and also understand that Exactitude prohibits any activity in violation of the PRECCA. I agree to abide by this Policy and the provisions and procedures contained in it. I agree to refer questions or concerns to a Director of Exactitude.

Signed in understanding and acceptance of the Policy:

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|-------------------------------------|--------------------------------|
|                                     |                                |
| <b>Clinton van Winkel: Director</b> | <b>Penny Moerane: Director</b> |
| ID Number: 7010205199088            | ID Number: 7508290315089       |
| Date: 20 May 2024                   | Date: 20 May 2024              |
| Place: Waterfall, Midrand           | Place: Waterfall, Midrand      |

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| <b>Corine Nicolai: Financial Manager</b> |
| ID Number: 6403180039083                 |
| Date: 20 May 2024                        |
| Place: Waterfall, Midrand                |