

ANTI-CORRUPTION & BRIBERY POLICY

REVISION HISTORY:

ISSUE	CHANGES	DATE
1	Initial Issue	30/07/2015
2	General updates	09/03/2016

AUTHORISED BY:

NAME	TITLE SIGNATURE	DATE
Deon van Aswegen	Quality Manager	09/03/2016
Michelle Austin CA (SA)	Finance Director & Acting Human Resource Officer	09/03/2016

THIS PROCEDURE MAY NOT BE REVISED UNLESS APPROVED BY QUALITY DEPARTMENT



1 Policy statement

- 1.1 It is Keegor Group (Pty) Ltd, its affiliates, associate's and subsidiaries' ("the Keegor group") policy to conduct all of our business in an honest and ethical manner.
- 1.2 We take a zero-tolerance approach to bribery and corruption and we are committed to acting professionally, fairly and with integrity in all our business dealings and relationships where we operate locally and internationally.
- 1.3 We are committed to implementing and enforcing effective systems to counter bribery and corruption.
- 1.2 We will uphold the laws relevant to countering bribery and corruption as far as reasonably possible. The Keegor group is based in the Republic of South Africa ("RSA"). And therefore, we remain bound by the laws of South Africa, including the South African legislation of 2004 on the Prevention and Combating of Corrupt Activity Act and the SADC Corruption Act, in respect of our conduct both local and international.
- 1.3 The purposes of this policy are to:
- Set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
 - To provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 Bribery and corruption are punishable for individuals by the Keegor Group (Pty) Ltd Disciplinary Policy KG-12-002 issue 4 and, if found guilty to have taken part in bribery and/or corruption, could face an unlimited fine and a dismissible offence. We therefore take our legal responsibilities very seriously, and we have conducted a risk assessment to identify any key areas which may potentially pose a particular risk to the Keegor Group.
- 1.5 In this policy, "third party" means any individual or organisation you come into contact with during the course of your work, within the Keego Group, and includes actual and potential clients, customers,



suppliers, distributors, business contacts, agents, advisers, consultants, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2 Applicability

This policy applies to all individuals working at all levels and grades, including senior managers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as the Keegor Group employees in this policy).

3 Definition of Bribery

A bribe is, inter alia, an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

4 Gifts and hospitality

4.1 This policy does not prohibit normal and appropriate hospitality (given and received), to or from third parties.

4.2 The giving or receipt of gifts is not prohibited, if the following requirements are met:

- it complies with the Human Resources Officer's current Financial Regulations and Expenses and Benefits Documents;
- 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 is explicit or implicit exchange for favours or benefits;
- it complies with South African law;
- it is given in our name, not in your name;



- it is appropriate in the circumstances. For example, in South Africa it is customary for small gifts to be given at Christmas time;
- taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- it is given openly, not secretly; and
- gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Human Resources Officer Secretary.

4.3 We appreciate that the practice of giving business gifts 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 or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

5 Not Acceptable

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

- 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;
- give, promise to give, or offer a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure;
- accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- threaten or retaliate against another worker who has refused to commit a bribery offence, or who has raised concerns under this policy; or engage in any activity that might lead to a breach of this policy.



6 Facilitation payments and kickbacks / rebates

- 6.1 Keegor Group does not make, and will not accept, facilitation payments, "kickbacks", or "rebates" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by any person or organisation.
- 6.2 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 the Human Resources Official.
- 6.3 Kickbacks and/or rebates are typically payments made in return for a business favour or advantage. All workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

7 Donations

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Human Resources Officer.

8 Responsibilities

- 8.1 You must ensure that you read, understand and comply with this policy.
- 8.2 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. All workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.



8.3 Any employee who breaches this policy will face disciplinary action, which may result in dismissal. We reserve our right to terminate our contractual relationship with other workers and organisations if they breach this policy.

12. Protection

12.1 Workers who refuse to accept or offer a bribe, or those 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.

12.2 We are committed to reasonably 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 and you are an employee, you should raise it formally using our Grievance Procedure KG-12-003 issue 2 which can be found on the Keegor Group Pty, Ltd Server.

13. Communication

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



14. Responsibility for the Policy

14.1 The Human Resources Officer has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

14.2 The Human Resources Officer has primary and day-to-day responsibility for implementing this Policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy.

14.3 The Human Resources Officer will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and financial procedures will be subject to regular audits to promote best practice in countering bribery and corruption.

14.4 All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.



Annexure A

Potential risk: "red flags"

- A. The following is a list of possible red flags that may arise during the course of you working within the Keegor group 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.
- B. If you encounter any of these red flags while working for us, you must report them promptly using the Grievance procedure KG-12-003 issue 2:
- you become aware that a third party engages in, or has been accused of engaging in, improper business practices;



- you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with Contracts, Tenders, Vendors, Suppliers etc;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a function or process for us;
- 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;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customised;
- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- 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; or
- you are offered an unusually generous gift or offered lavish hospitality by a third party.



ENGINEERED INVENTION - SINCE 1959



T +27 (0)11 421 0711/2/3
F +27 (0)11 421 0714

A 10 Leicester Rd, Cnr Bristol Str, Industrial Sites, Benoni, Gauteng, South Africa
P PO Box 5080, Benoni South, 1502, South Africa

W www.keegor.com
E info@keegor.co.za

Directors: B F Hansmeyer, M J Austin CA (SA)