



WESCOAL HOLDINGS Ltd
Registration Number: 2005/006913/06

BRIBERY AND ANTI-CORRUPTION POLICY

Approved: _____
Waheed Sulaiman
Group CEO

Date : 06 July 2018

1. POLICY STATEMENT

- 1.1. Wescoal or the Company takes a zero-tolerance approach to bribery and corruption and will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.
- 1.2. As an organisation Wescoal remains committed to abiding by the anti-bribery laws of all the jurisdictions in which we operate as well as guidance and the Laws of the Republic of South Africa. Wescoal undertakes due diligence on its partners, customers and clients, and takes reasonable steps to ensure that they apply all applicable anti-bribery and anti-corruption laws.

2. PURPOSE

- 2.1. The purpose of this policy is to:
 - 2.1.1. set out our responsibilities in observing and upholding our policy on bribery and corruption; and
 - 2.1.2. provide information and guidance to our employees, partners, customers and clients, on how to recognise and deal with bribery and corruption issues.
- 2.2. Bribery and corruption harm legitimate business activities and are serious criminal offences.
- 2.3. For example, under legislation (Prevention and Combating of Corrupt Activities Act of 2004), bribery and corruption are punishable for individuals by up to multiple years' imprisonment.
- 2.4. Organisations which are subject to the Act¹ and which have committed an offence under the applicable legislation could face an unlimited fine, be excluded from tendering for public contracts, and face damage to their reputation. We therefore take our legal responsibilities very seriously.

¹ Prevention and Combating of Corrupt Activities Act of 2004

3. SCOPE

- 3.1. This policy applies directly to all directors, employees (Fixed-term and permanent) of Wescoal Holdings and its subsidiary companies as well as agents. The policy is provided to our other partners, customers and clients, who will be required to take reasonable steps to ensure that in carrying out activities supported by the company, they and their employees, directors and associates comply, with all applicable anti-bribery and anti-corruption laws. In this policy, "third party" means any individual or organisation the company comes into contact with during the course of business.

4. WHAT IS BRIBERY AND CORRUPTION?

- 4.1. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.
- 4.2. Corruption is the misuse of public office or power for private gain or the misuse of private power in relation to business outside the realm of government.
- 4.3. Acts of bribery or corruption are intended to influence an individual in the performance of their work to act dishonestly and/or improperly. The person being bribed is usually someone who can obtain, retain or direct business for example during a tender or contracting process or it may be through the handling of administrative tasks or customer related matters.
- 4.4. A bribe can take many forms, for example, a direct or indirect promise or offer of something of value, the offer or receipt of a kickback, fee, reward or other advantage, the giving of aid, donations or voting designed to exert improper influence.
- 4.5. Those engaged in bribery and corruption can include an employee, officer or director, any person acting on behalf of the company i.e. our agents, individuals or organisations who authorise someone else to carry out these acts, Government or public officials whether foreign or domestic.

5. GIFTS OR HOSPITALITY

- 5.1. This policy does not prohibit gifts, entertainment, hospitality or other promotional expenditures (given and received) to or from third parties

which are proportionate, transparent, reasonable and for *bona fide* purposes related to the aims and objectives of the Company.

- 5.2. The giving or receipt of gifts is not prohibited if all of the following requirements are met:
 - 5.2.1. 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 favour or benefits;
 - 5.2.2. it complies with local law;
 - 5.2.3. it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - 5.2.4. it is appropriate in the circumstances. For example, it is given as a ceremonial gift on a festival or at another special time (e.g. Christmas);
 - 5.2.5. it is given openly, not secretly; and
 - 5.2.6. gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Group Management Committee (Group Executive).
- 5.3. Gifts to a value of more than R 1,000.00 (One thousand Rand) per instance, per person (or of comparable value) should not be given or offered unless they have the written approval of a member of the Group Management Committee/member of the Wescoal Holdings Executive/Group Executive.
- 5.4. All gifts and hospitality to a value of more than R 1,000.00 (One thousand Rand) per instance, per person (or of comparable value) accepted or offered by any employee should be entered on the register of gifts.

6. WHAT IS NOT ACCEPTABLE?

- 6.1. It is not acceptable for anyone covered in the scope of this policy (or someone on their behalf) to:
 - 6.1.1. give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope or that this will influence the decision-making of the

Institution/organisation (Us or them) or that a business advantage will be received, or to reward a business advantage already given; or

- 6.1.2. 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; or
- 6.1.3. accept payment from a third party that you know, or suspect is offered with the expectation that the Company's decision making will be influenced in any way and that it will obtain a business advantage for them; or
- 6.1.4. accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that the Company's decision making will be influenced in any way and that a business advantage will be provided by us in return; or
- 6.1.5. threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- 6.1.6. engage in any activity that might lead to a breach of this policy.

7. FACILITATION PAYMENTS AND KICKBACKS

- 7.1. "Kickbacks" are typically payments made in return for a business favour or advantage. All the Company's partners, clients and suppliers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by the Company.
- 7.2. Wescoal does not make, and will not accept, facilitation payments or "kickbacks" of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government or private official. Wescoal does, however pay transactional fees and commissions to private individuals and organisations only for legitimate business transactions in the normal course of business.
- 7.3. If anyone covered by this policy is asked to make a payment on the Company's behalf, they should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Individuals should always ask for a receipt which details the reason for the payment. If one has any suspicions, concerns or queries regarding a

payment, they should raise these with a member of the Wescoal Group Human Resources Executive.

- 7.4. If such a payment is extorted or forced under duress or because of a threat to personal safety (I.e. only in serious cases of kidnapping whilst during Company business anywhere in the world) then the payment may be made if Group Executive and the Wescoal Holdings Risk and Audit Committee is promptly informed, a written report submitted, and the payment recorded in the Company's financial records.

8. RESPONSIBILITIES

- 8.1. Those covered by this policy must ensure that they read, understand and comply with this policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under its control. Individuals are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 8.2. Employees must notify their line manager as soon as possible if they believe or suspect that a conflict with this policy has occurred or may occur in the future.
- 8.3. Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. The Company reserves its right to terminate its contractual relationship with its partners, clients and suppliers if they breach this policy.

9. RECORD KEEPING

- 9.1. The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 9.2. The Company must declare and keep a written record of all hospitality or gifts to a value of more than R1000.00 (One thousand Rand) per instance, per person (or of comparable value in a different country) accepted or offered on the gifts register, which will be subject to managerial review by the Group Executive.
- 9.3. Individuals must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our

expenses and reimbursements policies and specifically record the reason for the expenditure.

- 9.4. 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.

10. HOW TO RAISE A CONCERN

- 10.1. Individuals covered in this policy are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage either through their line manager or Whistleblowers. If an individual is unsure whether a particular act constitutes bribery or corruption, or if they have any other queries, these should be raised with the Group Human Resources Executive or any other member of the Group Executive. Concerns should be reported as a protected disclosure to either the Whistleblower's hotline or to a member of the Group Executive.

11. PROTECTION

- 11.1. All transactions under the Whistleblower's hotline are protected under the Protected Disclosures Act of 2000.
- 11.2. 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.
- 11.3. 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. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If one believes that they have suffered any such treatment, they should inform the Group Human Resources Executive, Group CEO or a member of the Group Executive immediately.

12. WORKSHOPPING AND COMMUNICATION

- 12.1. All employees will receive relevant workshopping on how to implement and adhere to this policy.
- 12.2. The company's zero-tolerance approach to bribery and corruption will be communicated to all partners, grant recipients, associates, suppliers, and contractors at the outset of our relationship with them and as appropriate thereafter.

13. RISK,ASSESSMENT,MONITORING, AND REVIEW

- 13.1. As part of its annual risk assessment process the Group EXECUTIVE of the Company will monitor the effectiveness and review the implementation of this policy, considering its suitability, adequacy and effectiveness. They will carry out regular audits of our control systems and procedures to provide assurance that they are effective in countering bribery and corruption.
- 13.2. All employees are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 13.3. This policy does not form part of any employee's contract of employment and it may be amended at any time.
- 13.4. This Policy applies to all individuals covered in the scope of this policy always.

14. WHO IS RESPONSIBLE FOR THIS POLICY?

- 14.1. The implementation of this policy is the responsibility of all directors, managers and supervisors. Group Human Resources shall be the custodian of the policy.
- 14.2. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

15. REVIEW

- 15.1. This policy may be reviewed due to changes in legislation, as part of a formal policies and practices audit, at the request of the Board, and

automatically after a period of three years(3 years) from date of sign-off.

16. EFFECTIVE DATE

16.1. This policy shall be effective from the date of sign-off.