

# **SEBENZA**

**Anti-Bribery, Corruption  
and Money Laundering  
Policy**

## 1. Introduction

This anti-bribery, corruption, and money laundering policy (“Policy”) applies to:

- All employees, including those individuals based at off-site workplaces; and
- Any individual or entity acting on behalf of or under the control of Sebenza, such as agents, intermediaries, representatives, distributors, consultants, business partners, or joint venture partners (“Third Parties”).

1.1 Sebenza has a zero-tolerance policy on theft, bribery, corruption, and inducements.

1.2 The purpose of this Policy is to:

(a) provide information and guidance to our employees on how to identify and avoid situations that could potentially violate anti-bribery, corruption, and money laundering laws; and

(b) set out the standards and procedures that Sebenza has adopted to ensure that its employees do not engage in any form of corrupt behaviour.

1.3 Employees must be familiar with the rules described in this policy and regularly refresh their understanding of these rules. If this Policy does not give you enough guidance on how to proceed in a particular situation, consult your line manager, the Executive, or Human Resources.

1.4 Bribery, corruption, and money laundering are illegal and could expose directors, employees, and Sebenza to fines and other penalties, including imprisonment. Bribery, corruption, and money laundering are also against the values of Sebenza. For these reasons, compliance with this Policy is mandatory for all employees.

1.5 It is important to note that a breach of this Policy will lead to disciplinary action against offenders and may also include legal action taken against offenders.

1.6 Sebenza is committed to ensuring that it is not involved, in any manner whatsoever, in unethical or corrupt activities. To that end, this Policy was developed to ensure that its employees and business partners are aware of the standards and policies that are applicable.

## **2. WHAT IS BRIBERY, CORRUPTION & MONEY LAUNDERING?**

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

2.2 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.

2.3 Corruption includes bribery, theft, extortion (i.e. taking from another some advantage by subjecting that person to pressure which induces him or her to submit), fraud, and the misuse of company assets. It also includes any activity which constitutes an offence in terms of section 64 of the Financial Intelligence Centre Act, 2001, or sections 4,5, or 6 of the Prevention and Combating of Corrupt Activities Act, 2004. A conflict of interest has the potential for corrupt conduct when an individual or corporation takes advantage of the conflict of interest and abuses its position for private gain.

2.4 Money laundering means an activity that has or is likely to have the effect of concealing or disguising the nature, source, location, disposition, or movement of the proceeds of unlawful activities or any interest that anyone has in such proceeds.

2.5 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 customs matters.

2.6 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.

2.7 Those engaged in bribery, corruption, and money laundering can include an employee, officer, director, and/or any person acting on behalf of an institute, i.e. agents, individuals, or organizations. who authorize someone else to carry out these acts and/or government or public officials, whether foreign or domestic.

### **3. WHO IS A GOVERNMENT OFFICIAL?**

A government official includes anyone, regardless of rank, who is:

3.1 an officer or employee of any local, provincial, or national government (for example, members of parliament, police officers, firefighters, members of the military, tax authorities, customs or health inspectors, etc.);

3.2 Any person acting in an official capacity or on behalf of any government or public international organisation (for example, an official advisor to a government);

3.3 any officer or employee of a political party;

3.4 any candidate for political office;

3.5 a close relative of any of the above (for example, parent, sibling, spouse or child);

3.6 a director, officer, representative, agent, or employee of any government-owned or controlled business or group (meaning that the government owns some shareholding of the stock or business, or is its largest shareholder, or controls the entity through its management, board membership or other means); or

3.7 an officer or employee of a public international organisation (for example, the United Nations, International Olympic Committee, International Red Cross, World Health Organisation, etc.).

Sebenza does not condone unjustly influencing and bribing government officials. When meeting with government officials, at least two representatives from the relevant Company should be present and the government officials should be informed that the meeting may be recorded.

#### **4. WHAT IS THE LAW?**

4.1 In South Africa, bribery, corruption, and money laundering are regulated by the Prevention and Combating of Corrupt Activities Act, 2004 (“the Act”). It is important to note that penalties for a contravention of the Act include a life sentence, demonstrating the importance that the law attaches to combating corruption. The crime of corruption is set out in the Act as follows:

Any person who, directly or indirectly-

(a) accepts or agrees or offers to accept any gratification from any other person, whether for the benefit of himself or herself or for the benefit of another person; or

(b) gives or agrees or offers to give to any other person any gratification, whether for the benefit of that other person or for the benefit of another person,

in order to act, personally or by influencing another person to act, in a manner -

(a) that amounts to the -

i. illegal, dishonest, unauthorised, incomplete, or biased; or

ii. misuse or selling of information or material acquired in the course of the exercise, carrying out, or performance of any powers, duties, or functions

arising out of a constitutional, statutory, contractual, or any other legal obligation;

- (b) that amounts to-
  - i. the abuse of a position of authority;
  - ii. a breach of trust; or
  - iii. the violation of a legal duty or a set of rules,
- (c) designed to achieve an unjustified result; or
- (d) that amounts to any other unauthorised or improper inducement to do or not to do anything, is guilty of the offense of corruption.

4.2 The penalties that may be imposed for a contravention of the Act range from 5 years to life imprisonment. It is also important to note that the Act includes certain deeming provisions that assist with the prosecution process.

4.3 In addition, any person who holds a position of authority and who knows or ought reasonably to have known or suspected that any other person has committed an offense in terms of sections 3 to 16 or 20 to 21 of the Act or the offense of theft, fraud, extortion, forgery or uttering a forged document, involving an amount of R100 000.00 or more, must report such knowledge or suspicion or cause such knowledge or suspicion to be reported to a police official in the Directorate for Priority Crime Investigation referred to in section 17C of the South African Police Service Act, 1995. Any person who fails to report is guilty of an offence.

4.4 Money laundering is governed by the Financial Intelligence Centre Act, 2001 as amended by the Financial Intelligence Centre Amendment Act, 2017 and associated regulations and guidance notes as well as the Prevention of Organised Crime Act, 1998.

## **5. BRIBERY, CORRUPTION AND MONEY LAUNDERING PREVENTION**

The prevention of bribery, corruption, and money laundering includes the following steps –

### **5.1 Risk Assessment**

Management of each business unit is required to undertake ongoing risk assessments in order to identify the areas in which it faces higher risk of bribery, corruption and money laundering. By identifying the high-risk areas, management is able to take steps to mitigate the risks.

### **5.2 Education and Training**

Ongoing education and training will need to be conducted across Sebenza to ensure that policies are reviewed and understood by employees.

### **5.3 Record-keeping**

Bribery, corruption, and money laundering are typically linked to poor record-keeping. Each company must ensure that it retains accurate books, records, and financial reporting.

### **5.4 Effective Monitoring and Internal Control**

Each company must maintain an effective system of internal control and monitoring of transactions. Once bribery, corruption, and money laundering risks have been identified and highlighted via the risk assessment process, procedures should be developed within a comprehensive control and monitoring program in order to help mitigate these risks on an ongoing basis. The managing director/CEO of each company should ensure that management engages in effective and ongoing risk assessments in relation to bribery, corruption, and money laundering, as well as the implementation of prevention mechanisms related to the areas identified as high risk.

## 6. TYPICAL BRIBERY, CORRUPTION AND MONEY LAUNDERING RISKS

Bribery, corruption, and money laundering risks typically fall within the following categories –

### 6.1 Gifts, Entertainment and Hospitality

#### 6.1.1 Unacceptable Business Courtesies

In order to provide specific guidelines to employees, the following acts, amongst others, are deemed unacceptable:

- Acceptance of gifts or any considerations which would be perceived as having a value to the recipient, for example, sponsored holidays, hunting trips, flight tickets for personal use, jewellery, electronic equipment, any other luxury items, etc. Offers of this kind must be firmly declined or immediately returned to the sender if delivered without prior notice, unless approved by a statutory director of the relevant company and where refusal would unnecessarily offend the donor.
- Acceptance of cash payments, whether large or small, must be refused under any circumstance.

Airline tickets and/or accommodation for business trips or trips for training or study purposes paid for by the third party are not considered as prohibited if approved by the relevant managing director/CEO.

#### 6.1.2 Declaration of Offers

All such items exceeding a cumulative amount of R5,000.00 a year or as approved by the relevant managing director/CEO must be recorded in the register maintained for this purpose (see Annexure A). Where a gift is received that is manufactured by the client, the estimated open market value should be used when recording it in the register and not the cost or selling price.



Information, which should be recorded in the register, is -

The name of the recipient;

The name of organisation from whom the gift was received;

- The nature of the gift;
- The estimated open market value of the gift; and
- The circumstances under which the gift was given.

The non-declaration of gifts or hospitality or rewards of monetary value could lead to severe disciplinary action and the termination of future dealings with the supplier, service provider, or client concerned.

Employees and directors should not give or accept gifts, entertainment, or any other personal benefit or privilege that could in any way influence or appear to influence their objectivity in the execution of their duties as set out in applicable Anti-Bribery and Anti-Corruption legislation. Employees cannot give or accept any benefit, regardless of its form, if it is tendered as a quid pro quo for the employee to make a favourable decision, or if it is a cash, voucher, or a similar monetary item.

### 6.1.3 Exchange of Gifts and Entertainment

Where there is a need to give a gift to a business partner, such gift should be confined to taking the business partner to lunch or giving company branded pens, diaries, etc. Giving of gifts exceeding R2 000 per person should be avoided. For gifts in excess of this amount, prior approval from the relevant managing director/CEO needs to be obtained. All gifts given must be recorded in the register maintained for this purpose on a monthly basis (see Annexure B) and declared on a quarterly basis. The completed register must be submitted to Sebenza's Chief Operations Officer on a quarterly basis or when requested.

The guidelines in this policy should be applied when issuing gifts to customers. For the avoidance of all doubt, Sebenza makes the distinction between appropriate and

inappropriate giving and receiving of gifts and entertainment, as per the following:

**STRICTLY PROHIBITED ACCEPTABLE, BUT**

STRICTLY PROHIBITED	ACCEPTABLE, BUT REQUIRES PRIOR APPROVAL FROM THE RELEVANT MANAGING DIRECTOR	ACCEPTABLE AND DOES NOT REQUIRE PRIOR APPROVAL
<p>The giving and receiving of cash or cash equivalent, e.g. vouchers.</p>	<p>Any gift or entertainment that could result in a conflict of interest should be declined.</p>	<p>Provided that –</p> <ul style="list-style-type: none"> <li>• no obligation is created or expected;</li> <li>• the gift or entertainment is reasonable and the cumulative gifts each year do not exceed R5,000</li> <li>• always mention it to your line manager and peers to ensure your actions are transparent.</li> </ul>
<p>The giving or receiving of any gift or entertainment that would contravene any law, e.g. bribery, corruption, etc.</p>	<p>Should any such gift have been accepted, it should be declared.</p>	<p>Typical examples:</p> <ul style="list-style-type: none"> <li>• modest and occasional meals with a business acquaintance.</li> <li>• occasional attendance at ordinary sports, theatre, and other cultural events;</li> <li>• gifts of limited and promotional value such as pens, calendars, and other inexpensive items; and</li> <li>• gifts that are considered reasonable, not excessive, and given widely in full public view.</li> </ul>

<p>The giving or receiving of anything that creates an obligation to give in return</p>	<p>Some examples of entertainment that have an inherent potential for creating conflict of interest –</p> <ul style="list-style-type: none"> <li>• It includes partners, family members, close friends, or employees.</li> <li>• It is often repeated.</li> <li>• Expensive meals, sought after entertainment such as high-profile shows, sporting events, or recreational opportunities away from the employee’s work environment.</li> </ul>	
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In line with good governance, employees are expected to be transparent with regard to all gifts/events to which they are invited to at no cost or a reduced cost. The intention is to ensure that adequate approval is given and that there is no scope for inappropriate influencing of a director, manager, executive, or employee within Sebenza. All gifts received need to be declared on an annual basis (see Annexure A). The completed register must be submitted to Sebenza’s Chief Operations Officer on an annual basis or when requested.

Sebenza is required to maintain and monitor its gifts, entertainment, and hospitality register (in the form of individual declarations per director/employee). Any form of gift, entertainment, or hospitality given, received, or offered by or to an employee or a company must be appropriately disclosed in the register. In the event that an impermissible form of gift, entertainment, or hospitality has been accepted, the employee must appropriately record the transaction within the register and immediately contact their line manager, the managing director/CEO of the company, or Human Resources.

If there is any confusion or you are uncertain about the appropriateness of a gift, consult your line manager, the managing director/CEO of your company, or Human Resources.

Where anything is offered to an employee or director and/or a member of an employee or director's immediate family for less than market value, the guidelines in determining a conflict of interest would be -

- the value or frequency of the offer made is excessive having regard to prevailing business standards and having regard to the personal circumstances of the employee or director involved.
- should the receipt of such an offering become a matter of public attention, the acceptance of such an offering would jeopardise the trust that a stakeholder may have in Sebenza or may have the potential to negatively affect Sebenza's reputation; and
- is the offering of a nature that Sebenza would, in all probability, not reciprocate?

In instances where it appears to be inappropriate to accept the item, an employee and/or director is advised -

- to tactfully refuse the offering; or
- in exceptional circumstances, if to refuse such offering would reasonably cause embarrassment or hurt to the person making the offering, the employee may accept the offering on behalf of Sebenza and then notify his/her line manager, the managing director/CEO of the company or Human Resources, so that an appropriate course of action may be determined; and
- to comply with the gift policy mentioned above in terms of reporting thereof and acceptable values.

Furthermore, any employee or director of a company who, save for as allowed in terms of the gift policy –

- directly or indirectly gives/agrees to give/offer any other person gratification in order for that person to act in a manner which is illegal or amounts to an abuse of authority or is designed to achieve an unjustified result;

- directly or indirectly gives or receives gratification to improperly influence the promotion, execution, or procurement of a contract; and
- directly or indirectly offers or accepts gratification in order to influence the award or withdrawal of a tender, is guilty of an offense of corruption in terms of the Act, which the company is obliged to report to the police.

### **Doing Business with the Public Sector**

There is an absolute prohibition on Sebenza and/or its employees providing any benefit of whatsoever nature, directly or indirectly, to any employee in the public sector. Any business conducted with the public sector will be performed on sound commercial terms.

### **Political, Charitable, and other Public Activities and Business Affiliations**

In general, Sebenza would not expect that a conflict of interest will arise from a director or employee's affiliation with outside professional, political, civic, or charitable organisations or (subject to written approval by Sebenza in advance) from directorships or trusteeships of non-competing business entities who do not trade with Sebenza. Any request for such approval should be submitted in writing to the managing director/CEO of the company. An employee should disclose any such activities where the employee has reason to believe that an invitation to serve in any such organisation was offered primarily because of the person's employment with Sebenza or where there is an implication of Sebenza's interest or responsibility.

In order to avoid such an inference, an employee shall not use the company or its premises for charitable, political, or other purposes outside the employee's normal duties and responsibilities.

## **Charitable Donations**

To ensure that no donation can be misconstrued as a bribe, any donation given on behalf of any company should comply with the following guidelines -

- any request for a donation must be made in writing and must sufficiently describe the charitable purpose of the donation, any business reason for the donation, and all details about the recipient;
- the recipient must be screened to determine that it is a legitimate charitable organization;
- the donation must be approved in writing by the relevant Managing Director/CEO,
- and the donation must be accurately recorded.
- All donations given must be recorded in the register maintained for this purpose on a monthly basis (see Annexure C) and declared on a quarterly basis. The completed register must be submitted to Sebenza's Chief Operations Officer on a quarterly basis or when requested.

## **Facilitation Payments**

In many countries, it is a customary business practice to make payments or gifts of small value to government officials in order to speed up or facilitate a routine action or process. Such payments are called "facilitating payments". Facilitation payments are a direct and serious violation of this policy.

Facilitation payments exclude payments which are made on market standard terms, such as channel fees to sales partners or profit-sharing arrangements to contract originators. These will be considered on an ad hoc basis on their merits and based on industry standards, guidelines, and the Group's Code of Ethics.

Examples of routine, non-discretionary actions include providing police protection, granting visas or utility services, or clearing customs.

### **Non-solicitation**

No director, supplier, customer, contractor, joint venture partner, or employee of Sebenza is to make, offer, promise, or authorise an unlawful or improper payment of any kind, whilst knowing that such payment is intended as a bribe, payoff, or rebate in an attempt to coerce any individual into awarding business opportunities to Sebenza or preventing any business opportunity from being denied to/withdrawn from Sebenza. This view on non-solicitation should be clearly communicated to all parties that conduct business with Sebenza.

Individuals are warned that such conduct could have serious consequences for Sebenza and the individual concerned, including but not limited to, criminal and civil prosecution, and Sebenza will investigate and pursue any such allegations to the full extent of the law.

### **Relationships with Governments**

Sebenza respects the authority of the governments in the countries in which it conducts its business. It is therefore imperative that directors and employees maintain an honest, transparent, and ethical relationship with the government, their agencies, officials, and personnel.

Directors and employees must ensure that when providing information relating to Sebenza or a company to representatives of the government, that the information is accurate, comprehensive, and in compliance with applicable laws and regulations relating to corporate participation in public affairs.

## **Third Parties**

Bribery problems often involve third parties. For this reason, all Third Parties must comply with this Policy.

Because anti-bribery laws prohibit “indirect” as well as direct payments and offers, Sebenza and directors and employees of a company may be held liable for the conduct of Third Parties when they know or reasonably should have known of any unlawful conduct. Turning a “blind eye” or ignoring “red flags” that something may be wrong does not exonerate a company or an individual from criminal liability.

Authorising a Third Party to do something that you cannot do directly is a violation of this Policy.

A reasonable investigation should be conducted into a Third Party’s background, reputation, and business capabilities prior to entering into any contract. This investigation is called due diligence and should be documented.

Compensation to Third Parties must be commercially reasonable and commensurate with the tasks that they actually undertake. Contracts should generally provide fixed compensation for specific, identified tasks and should avoid large percentage-based commissions and success fees.

Payments to Third Parties must be made in accordance with the terms of the contract entered into and in line with the applicable authority framework. It is a violation of this Policy to honour requests by Third Parties to vary the terms of contracts. Contracts that provide for payments to parties other than the contracting party, or payments to countries other than where the entity of the contracting party operates, must be approved in advance by the managing director / CEO of the applicable company.



<b>RELATED LAWS</b> (In alphabetical order)	
1.	CIPC Guideline 1 of 2018
2.	Financial Intelligence Centre Act 38 of 2001
3.	Organisation for Economic Co-operation and Development's publications concerning corruption
4.	Prevention and Combating of Corrupt Activities Act 12 of 2004
5.	Prevention of Organised Crime Act 121 of 1998
4.	Protected Disclosures Act 26 of 2000
5.	United Nations Global Compact Principles

Version	Approved By	Date of version	Date of implementation of changes
1	Social, Ethics & Transformation Committee	22 February 2021	22 February 2021
2	Social Ethics & Transformation Committee	7 June 2021	7 June 2021
3	Social Ethics & Transformation Committee	18 November 2021	18 November 2021

**Annexure A**

**Gift Register 2024 – 2025**

The register below shows the nature and value of gifts, entertainment, and hospitality that have been accepted by the Company / its employees (including its directors and executives) between 1 July 2024 and 30 June 2025.

This register is updated on an annual basis.

<b>Gondwana Plus (Pty) Ltd TA Sebenza</b>						
<b>Gifts, entertainment, and hospitality received by the Company / its employees</b>						
Name of Recipient	Date of Receipt of Offer	Description of gift, entertainment, and/or hospitality offered	The circumstances under which it was given	Person / Organisation offering the gift, entertainment, and/or hospitality	Estimated market value of the gift, entertainment, and/or hospitality	If accepted, the reason for acceptance

**Annexure B**

**Gift Register 2024 – 2025**

The register below shows the nature and value of gifts, entertainment, and hospitality that has been offered/given by the Company / its employees (including its directors and executives) to business partners / third parties between 1 July 2024 and 30 June 2025.

This register is updated on a monthly basis.

<b>Gondwana Plus (Pty) Ltd TA Sebenza</b>					
<b>Gifts, entertainment, and hospitality given by the Company / its employees</b>					
Name of Recipient	Date of Offer	Description of gift, entertainment and/or hospitality offered	The circumstances under which it was given	Name of person who offered the gift, entertainment and/or hospitality	Estimated market value of the gift, entertainment and/or hospitality

**Annexure C**

**DONATIONS REGISTER – 2024 - 2025**

The register below shows the nature and value of donations that have been given by the Company between 1st July 2024 and 30th June 2025.

This register is updated on a monthly basis.

<b>Gondwana Plus (Pty) Ltd TA Sebenza</b>							
<b>Donations given by the Company</b>							
Details of Recipient (Confirmed that recipient is legitimate)	Date MD / CEO approved donation in writing	Date of Donation	S18A Certificate (Y/N)	Description of donation	The circumstances under which it was given (i.e. purpose, business reason, etc)	Donation amount / Estimated market value of the donation	Utilised for BEE SED Spend (Y/N)

**\*\*THIS POLICY IS LINE WITH THE DNI GROUP\*\***