

Data Prime Solutions Proprietary Limited

Anti-Corruption and Bribery Policy

1 Introduction

1.1 **Data Prime Proprietary Limited (“Data Prime”) is committed to conducting all business and relationships with integrity and professionalism and in a fair and honest manner, whilst complying with applicable regulation and legislation pertaining to its business. Data Prime has adopted a policy of zero tolerance towards bribery and corruption.**

1.2 Data Prime will uphold all applicable laws relevant to countering bribery and corruption in all the jurisdictions in which it operates in respect of conduct both at home and abroad.

1.3 The applicable laws which Data Prime shall hold itself to account to are:

1.3.1 the Prevention and Combating of Corrupt Activities Act, 12 of 2004;

1.3.2 the Prevention of Organised Crime Act, 121 of 1998;

1.3.3 the Financial Intelligence Centre Act, 38 of 2001;

1.3.4 the Protected Disclosures Act, 26 of 2000;

1.3.5 the Bribery Act 2010;

1.3.6 the US Foreign Corrupt Practices Act, 1977 and

1.3.7 the Companies Act, 71 of 2008.

1.4 The purpose of this policy is to:

1.4.1 set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption;

1.4.2 ensure compliance with anti-bribery laws, rules and regulations in any country that Data Prime may carry out business; and

1.4.3 provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.

1.5 In some jurisdictions, bribery and corruption are punishable for individuals by up to ten years’ imprisonment and if we are found to have taken part in corruption we could face an unlimited fine, be excluded from tendering for public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.

1.6 This policy applies to all individuals working at all levels and grades within Data Prime, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, trainees, seconded staff, casual workers, volunteers, interns, subcontractors, representatives, agents, or any of our subsidiaries or their officers, directors and employees, wherever located (collectively referred to as “workers”).

1.7 The Managing Director is responsible for the implementation of this policy and for ensuring that this policy is adhered to by all workers.

2 Bribery

2.1 A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage, or which intends to or does influence any person to act in breach of an expectation

of good faith, impartiality or trust, or which would otherwise be improper for the receipt to accept. The promise, offer or giving of something of value in order to gain an illicit advantage. Bribes can take a variety of forms and are not limited to cash, including gifts; credits; discounts; accommodation; travel; hospitality; services.

2.2 Four offences relating to bribery include:

2.2.1 Active bribery – it is an offence to offer, promise or give a financial or other advantage in order to induce someone to perform a relevant function or activity improperly, or to reward them for doing so;

2.2.2 Passive bribery – it is illegal to request, agree to receive or accept a financial or other advantage in return for performing a relevant function or activity improperly. The advantage can be requested directly or through a third party;

2.2.3 Bribery of a public official – it is an offence to offer, promise or give a financial or other advantage to a public official with the intention of influencing the official in the performance of their official functions, in order to try to obtain or retain business or an advantage in the conduct of business; and

2.2.4 Corporate offence of failing to prevent bribery – a commercial organisation will be liable to prosecution if a person 'associated' with it bribes another person intending to obtain or retain business or an advantage in the conduct of business for that organisation.

2.3 All workers must not offer, provide, authorise, request or receive bribes or anything that could give the perception of a bribe, either directly or indirectly, to or from any third party. No worker may perform his or her functions improperly, in anticipation or in consequence of any bribe.

2.4 Without derogating from the generality of the foregoing, no worker may authorise, offer, give or agree to give, directly or indirectly, any bribe with is made to or for the benefit of a public official, or to any person while knowing or being aware of a high probability that all or a portion of the payment, gift or other advantage will be offered or given to a public official, with the intention of influencing any act or decision of the public official in their official capacity, inducing such public official to use their influence to affect any act or decision of a government entity, or securing an improper advantage. Public officials may include the following:

2.4.1 any officer, employee or representative of a government, whether national, federal or local;

2.4.2 any individual exercising a legislative, administrative or judicial function, whether appointed or elected;

2.4.3 any officer, employee or representative of any government entity, including but not limited to central banks, sovereign wealth funds, state-run hospitals and any business venture that is owned or controlled by a government entity;

2.4.4 any candidate for or holder of public office;

2.4.5 any political party or official of a political party;

2.4.6 any officer, employee or representative of a public international organisation; and

2.4.7 any member of a royal family.

2.5 Workers should reject any direct or indirect request by any third party (including but not necessarily limited to a public official) for a bribe (including facilitation payment), even if by rejecting such a request Data Prime or any member thereof is consequently threatened with adverse actions. Any such occurrence should immediately be reported to the Managing Director of Data Prime.

3 GIFTS AND HOSPITALITY

- 3.1 The exchange of social courtesies is acceptable when there is a clear business and legitimate purpose and they remain modest, reasonable and within good taste in terms of value and occurrence. This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.
- 3.2 However, special care must be taken in accepting or giving gifts/hospitality and these are not permitted if it would create a real or reasonably perceived conflict of interest.
- 3.3 Workers must not automatically offer or accept gifts or hospitality. In each instance, we must consider whether the gift or hospitality is reasonable, appropriate and justifiable and whether it needs to be approved and/or registered in accordance with this policy.
- 3.4 The giving or receipt of gifts may not be prohibited, if the following requirements are met:
- 3.4.1 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 favours or benefits;
- 3.4.2 it complies with local law;
- 3.4.3 it is given in our name or in your name;
- 3.4.4 it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- 3.4.5 it is appropriate in the circumstances. For example, it is customary for small gifts to be given at Christmas time;
- 3.4.6 taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- 3.4.7 it is given openly, not secretly; and
- 3.4.8 gifts should not be offered to, or accepted from, public officials or representatives or politicians.
- 3.5 We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal, regular cultural practice and acceptable in one region may not be in another. The value of gifts/hospitality should never be material in relation to either the transaction size or the individual receiving such items and the intention behind the gift should always be considered. If you are in doubt as to whether gifts and hospitality are appropriate, you should raise your concerns with management prior to accepting or giving any such gift or hospitality.
- 3.6 It is generally not acceptable for you (or someone on your behalf) to:
- 3.6.1 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;
- 3.6.2 give, promise to give, or offer, a payment, gift or hospitality to a public official, agent or representative to "facilitate" or expedite a routine procedure;
- 3.6.3 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;
- 3.6.4 accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return;
- 3.6.5 threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or

3.6.6 engage in any activity that might lead to a breach of this policy.

4 FACILITATION PAYMENTS AND KICKBACKS

4.1 We do 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 public official. They are not commonly paid in South Africa.

4.2 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 Managing Director of Data Prime.

4.3 Kickbacks 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.

5 POLITICAL AND CHARITABLE CONTRIBUTIONS

5.1 Data Prime’s funds and resources are not to be used to contribute to any political campaign, political party, political candidate or any of their affiliated organisations with the intention of obtaining a business or any other advantage in the conduct of business. Data Prime will not use charitable donations as a substitute for political payments. Data Prime recognises that everyone has a right to participate as individuals in the political process and to make personal political contributions from personal funds (subject to applicable legal limits) and in their own time. Workers are not permitted to use Data Prime’s time, property or equipment to carry out or support personal political activities.

5.2 Workers may make charitable contributions or sponsorships on behalf of, or in the name of Data Prime only for *bona fide* charitable, educational, non-profitable or cultural purposes and where the activities are aligned with Data Prime’s business objectives, values and ethical principles and where the reputation of Data Prime may be enhanced. Charitable contributions or sponsorships should be given with the expectation that no tangible benefit is received or expected and in accordance with all applicable laws and regulations and Data Prime’s policies and procedures. They should never be used as a substitute for political contributions.

6 LOBBYING

Whilst Data Prime does not engage directly in party politics, Data Prime recognises the importance of engagement in policy debate on subjects of legitimate concern that relate either to its business operations, employees, clients and the communities in which Data Prime operates. Any worker who lobbies on behalf of Data Prime must comply with all requirements of laws and regulations including laws and regulations relating to registration and reporting.

7 INDUSTRY "OFFSET" ARRANGEMENTS

Data Prime may be requested by business partners or local governments to contribute to major public or other projects in the relevant local jurisdictions in which it operates. This can include, for example, the development of local capacity or infrastructure. Such practices are often referred to in industry as “offset” arrangements. These practices may, depending on all the surrounding circumstances, be legitimate. No offset arrangements shall be agreed to on any basis without prior written approval of the Managing Director of Data Prime.

8 RECORD KEEPING

8.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

8.2 You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

- 8.3 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.

9 REPORTING

- 9.1 You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these can be raised with the Managing Director of Data Prime or in accordance with the Personal Disclosure Act, 26 of 2000 (“PDA”).
- 9.2 It is important that you tell the Managing Director as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.
- 9.3 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.
- 9.4 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 the Managing Director of Data Prime immediately. Furthermore, any such occurrence should immediately be reported by following the process set out in the PDA.
- 9.5 The Managing Director of Data Prime who has been placed with information relating to a contravention of anti-bribery laws or ought reasonably to have known or suspected a worker or Data Prime of committing an offence must report such offence to a police official in the Directorate for Priority Crime Investigation.
- 9.6 Data Prime will endeavour to report any suspicious or known proceeds of unlawful activities to the FIC centre as soon as reasonably possible.

10 TRAINING AND COMMUNICATION

- 10.1 All workers will receive a copy of this policy.
- 10.2 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.

11 RESPONSIBILITIES

- 11.1 You must ensure that you read, understand and comply with this policy. All workers are responsible for knowing and understanding the scope of the applicable law in any relevant country of operation, including knowing if someone is a public official.
- 11.2 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.
- 11.3 You must notify the Managing Director of Data Prime 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.

- 11.4 Any worker who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.
- 11.5 The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 11.6 The Managing Director has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness.

12 MONITORING AND REVIEW

- 12.1 Data Prime will monitor the effectiveness and review the implementation of this policy annually considering its suitability, adequacy and effectiveness. Any improvements identified will be recommended to the Directors as soon as possible.
- 12.2 All workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 12.3 All questions, concerns, and other feedback relating to this policy should be communicated to the Managing Director.

13 REPORTING DETAILS

The details of Data Prime's Managing Director are as follows:

Mr Earl Steyn
Telephone: +27 (0) 86 151 5153
E-mail: earl@draftworx.com

Last Updated: 22 November 2022