

SpesNet Group: Anti-Bribery and Corruption Policy

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OVERVIEW OF ABC POLICY

SpesNet Group is committed to doing business in an ethical and lawful manner, and as such **all forms of bribery and corruption by any person involved in the business of SpesNet Group is prohibited**. In this Policy, the specific rules and procedures relating to this prohibition are set out in detail.

The words bribery and corruption are used interchangeably in this Policy, and include the term “bribe”. A “bribe” is the direct or indirect offer, authorization, gift or promise to give anything of value to a government/public official or any other person, with the intent of obtaining or retaining business or gaining an improper advantage (and it includes so-called “facilitation payments”). For the sake of clarity, bribery and corruption include, amongst others, the following:

- any payment or giving anything else of value to any officer, official, employee, agent and/or representative of any government or public international organization to influence or reward him/her or its decision, or to gain any other improper advantage;
- any payment or giving anything else of value to any representative of a private enterprise/company (whether for profit or otherwise) to improperly, dishonestly and outside the ordinary course of ethical business practice, influence or reward him/her or its decision, or to gain any other improper advantage; and
- any act or omission that constitutes a contravention of any applicable ABC Laws.

All employees, associated persons and business partners of SpesNet Group are required to comply with this Policy and the specific rules and procedures dealt with in the Policy, whenever such persons are involved with the business of SpesNet Group (in any way). If any person is unsure of whether this Policy applies and/or how a particular rule or procedure should be applied, such person should contact the Compliance Department of SpesNet Group on +27 10 1094 911 or by email: compliance@spesnetgroup.com or legal@spesnetgroup.com.

1. DEFINITIONS

- 1.1.** “**ABC**”: Anti-bribery and corruption.
- 1.2.** “**ABC Laws**”: The South African Prevention and Combating of Corrupt Activities Act, 2004, or any other national or international regulatory enactment of similar import that may have a bearing on the activities of SpesNet Group.
- 1.3.** “**associated person**”: A person who performs services for or on behalf of SpesNet Group. This person can be an individual or an incorporated or unincorporated body. The capacity in which a person performs services for or on behalf of SpesNet Group does not matter and can include employees (who are presumed to be performing services for their employer), contractors, independent contractors, agents and subsidiaries.
- 1.4.** “**bribery and corruption**”: Have the meaning detailed in the overview of this Policy provided on page 1.
- 1.5.** “**business partner**”: Includes any third party with which SpesNet Group does business and includes, but may not be limited to, any of the following: suppliers; distributors or re-distributors; customers; sales agents; consultants and independent contractors.
- 1.6.** “**SpesNet Group**”: SpesNet Group of Companies as well as any:
- 1.6.1. subsidiary of the SpesNet Group, whether incorporated in the Republic of South Africa or elsewhere;
 - 1.6.2. partnership, incorporated and unincorporated joint venture or trust in which the SpesNet Group has a direct or indirect partnership or beneficial interest of 50% (fifty percent) or more; and
 - 1.6.3. company, partnership, incorporated and unincorporated joint venture or trust which is controlled by the SpesNet Group.
- 1.7.** “**employee/s**”: All SpesNet Group employees working at all levels and grades (whether permanent, fixed-term or temporary), including directors (non-executive and independent directors), senior managers, officers, trainees, seconded staff, home based staff, casual staff, agency staff, volunteers and interns.
- 1.8.** “**facilitation payment**”: Facilitation payments are payments made to government officials to induce them to perform routine functions expeditiously.
- 1.9.** “**government official**”: The term “government official” is interpreted very broadly around the World and covers people not only working directly for government, but also employees of government owned or controlled companies or agencies. In this Policy, the term “government official” should be interpreted as including reference to any “public official”. In some countries it can be difficult to determine whether you are dealing with “government officials”. For example, a government official may be: an official or employee of a government or government owned enterprise; an official or employee of a government agency or regulatory authority; an official or employee of a political party or a political candidate; Police officers, customs and tax officials; employees of state-owned enterprises; political party officials as well as children or other relatives of a government or political party official.

- 1.10. “improper advantage”:** An “improper advantage” is broadly defined to mean something to which SpesNet Group is not clearly entitled, such as improper influence on a decision to purchase SpesNet Group products by a government institution, contract award, grant of operating permits, product registration approval, favorable court decision, or a tax dispute settlement.

2. INTRODUCTION

- 2.1.** SpesNet Group recognises that bribery and corruption is a growing concern for corporate and public life in many countries across the World. Acts of corruption and bribery are strictly prohibited by ABC Laws that require companies, such as SpesNet Group, to develop comprehensive and robust ABC processes and procedures.
- 2.2.** SpesNet Group has always been committed to doing business in an ethical and sound basis and in line with applicable legislation, SpesNet Group is committed to comply fully with ABC Laws and to continuously conduct its business with integrity and with proper regard for ethical business practices. SpesNet Group has a zero tolerance approach to acts of bribery and corruption by any associated person and expects all its employees to comply with these principles and to act in the best interest of the company at all times.
- 2.3.** The Managing Director and Senior Management Team will actively and visibly lead the organisation’s ABC policy and practice and ensure that this Policy is implemented consistently and with clear lines of authority.

3. PURPOSE

SpesNet Group has prepared and set out herein a clear policy that outlines the measures which it has taken to prevent bribery and corruption as well as the procedures that should be followed if any incident of bribery or corruption occurs within the purview of its business. This Policy does not form part of any employee's contract of employment and it may be amended at any time. However, all employees are required to comply with this Policy at all times and any failure to do so may result in disciplinary action being taken against the employee concerned.

4. POLICY STATEMENT

No employee, associated person or business partner may engage in any act of bribery or corruption in relation to the business of SpesNet Group, including in the distribution and sale of its products.

5. POLICY

This Policy applies to all SpesNet Group employees and to all associated persons, wherever located. For business partners, this Policy applies insofar as they are involved in the business of SpesNet Group. All employees, associated persons and business partners must read, become familiar and comply with this Policy.

Any breach of this Policy will be regarded as a serious matter, which may result in disciplinary action being taken, which could result in dismissal and/or criminal proceedings. For business partners, a breach of this Policy may have implications for the ongoing contractual relationship between the business partner and SpesNet Group, and in terms of the applicable ABC Laws, SpesNet Group may be under a legal obligation to report acts of bribery and corruption to the relevant authorities.

5.1. Bribery and kickbacks

SpesNet Group does not take part in acts of bribery and corruption, pay bribes or receive kickbacks,

either directly or indirectly and prohibits its employees and associated persons from engaging in acts of bribery and corruption, such as paying and/or accepting bribes and/or kickbacks.

5.2. Determining bribery and corruption

5.2.1. When in doubt about whether or not a particular incident involves bribery or corruption, a person may consider asking the following questions:

5.2.1.1. Am I being asked to pay something or provide any other benefit over and above the cost of the service that is being performed (for example, an excessive commission, lavish gift, kickback or contribution to a charity or political party)?

5.2.1.2. Am I being asked to make a payment to a third party that is not involved in the particular transaction or process?

5.2.1.3. Are the gifts and hospitality that I am receiving or providing reasonable and justified, and would I be embarrassed to disclose them?

5.2.1.4. Do I know or suspect that a payment or other benefit that I am providing may induce or reward favorable treatment, undermine the recipient's impartial decision-making or persuade him or her to do something that would not be in the proper performance of his or her job?

5.2.2. The "red flags" detailed in the Schedule to this Policy may also be used as guidance. If still unsure, a person can contact the Compliance Department of SpesNet Group on +27 10 1094 911, or by email: compliance@spesnetgroup.com or legal@spesnetgroup.com.

5.3. Facilitation Payments

5.3.1. SpesNet Group does not make and will not accept facilitation payments of any kind and prohibits all employees and associated persons from making these payments - even to secure or expedite a routine government action by a government official. It is also not permitted to establish accounts or internal budgets for the purpose of facilitation payments to government officials.

5.3.2. All employees and associated persons must avoid any activity that might lead to, or suggest that, a facilitation payment or kickback will be made or accepted by SpesNet Group, recognising that refusal to make such payments may result in commercial delays and that there may be additional costs attributable to adherence with this Policy. If any employee or associated person encounters a demand for a facilitation payment, or think they are likely to do so, they should report the situation to the respective Head of Department without delay, who should ensure that the Head of Department is informed and will escalate these situations to the respective SpesNet Group Compliance and/or Legal Department as soon as possible.

5.3.3. SpesNet Group however recognises that there may be exceptional circumstances where an individual's safety may be at risk. In such circumstances all steps necessary will be taken to safeguard the individual, who may be required to use their best judgement. These circumstances must be reported as soon as possible after the incident has occurred and the individual will be required to provide absolute transparency as to the occurrence.

5.4. Gifts, Hospitality and Expenses

- 5.4.1. Although SpesNet Group recognises that the refusal of a gift can offend business partners in certain circumstances and/or countries, employees and associated persons may not offer to, or accept from any third parties, government officials or business partners gifts, hospitality, rewards, benefits or other incentives that could affect either party's impartiality, influence a business decision and/or lead to the improper performance of an official duty. Similarly, no cash payments, donations or any other cash equivalent such as a gift voucher may be offered or accepted.
- 5.4.2. However, gifts and entertainment, such as meals or invitations to local sporting events may be offered and accepted where these are deemed to be 'reasonable' and 'proportionate' when considering the value of the gift or benefit as well as the frequency with which the gift or benefit is offered or accepted. Gifts must be given or received openly, unconditionally and must be of modest value and be duly reported in terms of SpesNet Group's Gift reporting provisions, as outlined in 7.5 below. Gifts and entertainment must never be offered or accepted to obtain an improper advantage. For the sake of clarity, lavish and unreasonable gifts, entertainment and hospitality are prohibited (such as cash payments, luxury goods and/or overseas trips).
- 5.4.3. Where reasonably practicable, pre-approval for all gifts, hospitality or benefits received or offered must be sought from the respective business unit heads, prior to final acceptance or provision thereof. The approval of such gifts, hospitality, benefits or expenses will be determined in accordance with SpesNet Group's delegations of authority and must be given in writing. Detailed records of all gifts, hospitality, benefits and expenses must be kept, including from whom and by whom (in line with SpesNet Group's Gift reporting provisions).
- 5.4.4. Where it is not reasonably practicable to obtain prior approval before the initial acceptance of a gift or hospitality, these situations must be reported and retrospective approval sought, as soon as possible after the situation has occurred.
- 5.4.5. In addition to the above, the following specific requirements are applied to the offering or accepting of gifts, hospitality and other benefits:
- 5.4.5.1. it is not made with the intention of influencing a third party to obtain an improper advantage;
 - 5.4.5.2. it complies with applicable ABC Laws;
 - 5.4.5.3. it is given in SpesNet Group's name, not in an individual's name;
 - 5.4.5.4. it does not include cash or a cash equivalent (such as gift certificates or vouchers); and
 - 5.4.5.5. it is appropriate in the circumstances, that is – not of excessive value in relation to the level of related business or within the industry norm.

5.5. Dealing with government officials

- 5.5.1. Bribing or corrupting a government official is a serious offence and may result in severe penalties and significant reputational damage for both SpesNet Group and any associated

persons. Interacting with government officials requires particularly stringent scrutiny. In this regard it is important to appreciate that government officials can often be in a position to solicit bribes or facilitation payments and any gifts or benefits, including alcohol products, offered or provided to a government official may be construed as a bribe.

- 5.5.2. Where ever reasonably practicable, the pre-approval process for all gifts, hospitality or benefits offered or provided to government officials must be completed prior to the offering of anything of value, and SpesNet Group's Gift Policy must be strictly adhered to.
- 5.5.3. Notwithstanding the above, SpesNet Group recognises that the laws applicable in certain jurisdictions may provide for legitimate payments to government officials under specific circumstances, such as the payment of *per diems* (which cover daily living expenses such as travel, accommodation and food). The following rules apply in respect of the payment of *per diems*:
 - 5.5.3.1. the *per diem* must be required to be paid by the government (NOT by the government official) and clearly addressed in applicable laws;
 - 5.5.3.2. the rates must be the official rates provided for in the applicable law (and cannot be arbitrarily arrived at through negotiation);
 - 5.5.3.3. an official invoice must be received, and if this is not possible, the official must sign for receipt of payment;
 - 5.5.3.4. payment in cash should, as far as reasonably possible, be avoided. Where possible, payment should be made to the service provider directly or alternatively into the official account of the government department (NOT the account of the government official); and
 - 5.5.3.5. pre-approval from the Compliance Department of SpesNet Group is required for all per diem payments.

6. ROLES AND RESPONSIBILITY FOR ABC COMPLIANCE

The prevention, detection and reporting of bribery and corruption is the responsibility of all employees and associated persons, who must ensure that they have read, understand and will comply with this Policy. SpesNet Group entrusts all persons involved in its business to take a proactive role in improving SpesNet Group's ABC policy and practice.

6.1. The Board

The Board of SpesNet Group has overall responsibility for ensuring that this Policy complies with applicable ABC Laws and that adequate processes are put in place to ensure compliance with this Policy, as far as reasonably practicable.

6.2. Social and Ethics Committee

SpesNet Group will appoint a Social and Ethics Committee, as required by Regulation 43 of the Regulations to the South African Companies Act of South Africa 71 of 2008. The Social and Ethics Committee of SpesNet Group shall monitor the company's progress and standing regarding ABC

compliance requirements and will be responsible for providing independent oversight and assessment of the adequacy and effectiveness of this Policy.

6.3. Executives / Directors

- 6.3.1. The leadership group at SpesNet Group is responsible for holding their direct reports and project partners to account. They are responsible for ensuring that their matters are properly planned and that relevant risks are assessed and managed in line with this Policy.
- 6.3.2. The Company Secretary, Mr. Walter Hepple, has a 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.
- 6.3.3. Management at all levels in SpesNet Group are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training.

6.4. Employees and associated persons

- 6.4.1. Employees and associated persons at SpesNet Group are responsible for challenging instances where bribery and corruption may occur. Employees and associated persons may not give or receive bribes and are responsible for reporting all bribery and corruption that they are aware of via the procedures laid out in this Policy. It is critically important that all employees and associated persons notify SpesNet Group's Compliance or Legal Department as soon as possible if bribes are offered or requested by a third party, or where they suspect that this may happen in the future, or believe they are a victim of another form of unlawful activity.
- 6.4.2. Where employees and/or associated persons are uncertain about whether a particular behavior or conduct constitutes bribery or corruption, or where there may be any other queries, these should be raised with SpesNet Group's Compliance or Legal Department.
- 6.4.3. Employees and associated persons are also required to abide by the ethical principles set out in the Schedule to this Policy.

6.5. Human Resources

The Human Resources department is responsible for ensuring that the spirit of this Policy is incorporated into all aspects of SpesNet Group's people management policies, including recruitment, promotion, training, performance evaluation, remuneration and reward; and that policies are continually improved in consultation with employees.

6.6. Finance

The Finance department is responsible for ensuring that the spirit of this Policy is incorporated into all aspects of SpesNet Group's financial management policies, including maintaining of accurate books and records, corporate accounting, gifts registers, staff expenses and donations – and that these policies are continually improved in consultation with employees.

6.7. Business partners

Whenever business partners are involved, in any way, with the business of SpesNet Group, they are required to comply with the rules and procedures laid out in this Policy. For business partners that are juristic entities, the senior management of such entities are required to take reasonably practicable steps to ensure that all of their employees, agents, representatives and other persons involved with the business of SpesNet Group on their behalf, are aware of, and comply with, the applicable rules and procedures of this Policy.

7. ABC COMPLIANCE PROCEDURES

7.1 Risk assessment

7.1.1. SpesNet Group is committed to the on-going monitoring of its ABC risk and its ABC controls are reviewed periodically. Pursuant thereto, ABC control reports will be submitted to its Social and Ethics committee, which, in addition to monitoring SpesNet Group's good corporate citizenship responsibilities, monitors implementation and adherence to this Policy.

7.1.2. SpesNet Group recognises that the threat of bribery varies across borders, countries, areas of work, business partners and transactions and that accordingly, SpesNet Group must respond proportionately to those risks. Matters which involve working with business partners or overseas agents and intermediaries are assessed, in addition to the ongoing formal and informal risk assessment.

7.2. Due diligence (Recruitment)

7.2.1. SpesNet Group recognises that robust ABC practice starts from the outset of employing an individual. It therefore:

7.2.1.1. ensures that employment contracts prohibit the giving or receiving of bribes on behalf of SpesNet Group; and

7.2.1.2. ensures that all new employees receive ABC training.

7.3. Due diligence (Third Parties)

7.3.1. SpesNet Group expects all its business partners to be familiar with this Policy, to comply with its provisions when involved with its business and to approach any bribery or corruption incidences in accordance with this Policy. Third parties and business partners should, in particular, be aware that SpesNet Group strictly prohibits the payment of bribes and where this requirement of SpesNet Group is not complied with by a third party or business partner, SpesNet Group will reconsider its relationship with such third party or business partner.

7.3.2. SpesNet Group requires that all employees and associated persons engaging with business partners on behalf of SpesNet Group to ensure that:

7.3.2.1. business partners are selected and procured through a transparent, competitive and fair process;

7.3.2.2. a due diligence is carried out, based on the assessed risk level of business

partners, prior to entering into contracts;

- 7.3.2.3. based on their assessed risk level, high-risk business partners are briefed on this Policy, have been provided with a copy thereof and made a formal commitment to abide by it;
- 7.3.2.4. contractual agreements expressly prohibit the giving or receiving of bribes on behalf of SpesNet Group and include the necessary provisions, clauses or exceptions permitting the withdrawal from the business relationship or termination of the contract where associated persons fail to abide by this Policy;
- 7.3.2.5. SpesNet Group uses its influence to ensure that joint ventures and other business relationships meet SpesNet Group's high integrity standards and where SpesNet Group has the managing control, that such associated persons adopt SpesNet Group's commitment and approach to ABC compliance as detailed in this Policy; and
- 7.3.2.6. fees and commissions payable are appropriate and remuneration for goods or services rendered is reasonable, justifiable and legitimate.

7.4. Record-keeping

- 7.4.1. Financial records must be kept and appropriate internal controls must be in place, which will evidence the business reason for making payments to third parties.
- 7.4.2. All hospitality or gifts accepted or offered must be declared in terms of SpesNet Group's Gifts reporting provisions as per 7.5 below.
- 7.4.3. All expense claims relating to hospitality, gifts or expenses incurred to third parties must be submitted in accordance with SpesNet Group's expenses policy with specific record of the reason for such expenditure.
- 7.4.4. All accounts, invoices, memoranda and other documents and records relating to transactions with third parties, such as clients, suppliers and other business partners, should be prepared and maintained with strict accuracy and completeness. No transactions will be accounted for off-record to facilitate or conceal improper payments.

7.5 Gift Reporting

- 7.5.1 Any and all forms of hospitality, entertainment and/or gifts provided, offered and/or accepted from an external party must be declared within one (1) working day by sending a completed SpesNet Group's Gift Registry to the SpesNet Group's Legal and Compliance Department via email to: compliance@spesnetgroup.com or legal@spesnetgroup.com.
- 7.5.2 The Gift registry can be located on the SpesNet drive: P:\SpesNet Group - Gift Registry. Please refer to Annexure A of the Anti Bribery and Corruption policy.

- 7.5.3 SpesNet Group's Legal and Compliance Department will revert pertaining to such report; the appropriateness of the hospitality, entertainment and/or gift; and the action required pertaining to above contemplated gift/s, in writing, within five (5) working days of receipt of same.

7.6 Training and Communication

- 7.6.1 SpesNet Group will make this Policy available to all employees and associated persons. Training on this Policy forms part of the induction process for all new employees of SpesNet Group and all existing employees will receive regular reminders pertaining to this Policy.
- 7.6.2 SpesNet Group's zero-tolerance approach to bribery and corruption must be communicated to all business partners at the outset of a business relationship and thereafter, as appropriate and they must understand and comply with this Policy. To ensure that this is communicated, SpesNet Group will:
- 7.6.2.1 publish this Policy on the employee portal and on its external website;
 - 7.6.2.2 revise and publishes its code of conduct to explicitly forbid the giving or receiving of bribes and ensures that employees sign up to this;
 - 7.6.2.3 brief all employees on this Policy, as part of the organisation's new employee induction as a minimum; and
 - 7.6.2.4 ensure that all employees are regularly reminded of the ABC policy.
- 7.6.3 Suitable channels of communication, by which employees or other associated persons can confidentially report any suspicion of bribery or corruption, will be maintained through SpesNet Group's Ethics email address, compliance@spesnetgroup.com

7.7 Monitoring and Review

- 7.7.1 The Company Secretary will monitor the effectiveness and review the implementation of this Policy regularly, considering in particular its suitability, adequacy and effectiveness.
- 7.7.2 Through regular risk assessments, employee training and feedback, SpesNet Group will continuously monitor and review its procedures designed to prevent bribery and corruption by persons associated with it and make improvements and policy changes where necessary. For optimal transparency, this review and monitoring process should be performed by the Human Resources Department. Personnel 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 Company Secretary. Improvements will be made as required from time-to-time. Internal control systems and procedures will be subject to regular audits for assurance that they are effective in countering bribery and corruption.

7.8 Raising Concerns and Whistle Blowing

- 7.8.1 SpesNet Group encourages all employees, associated persons and business partners to raise concerns about any issue or suspicion of corruption or bribery without delay to the respective Business area or Head of Department or alternatively to use the SpesNet Group Ethics email (compliance@spesnetgroup.com). Red flag situations that may indicate bribery or corruption

are set out in the Schedule attached hereto. Employees, associated persons and business partners should reject demands for or offers of bribes and SpesNet Group's ABC stance should be made clear.

7.8.2 The only circumstance where payments are permissible is when the health and safety of an individual is seriously at risk. Managers, directors and employees should plan their operations and have security procedures to reduce the risk of payments being requested under duress.

7.8.3 Where bribery and corruption are suspected, or where it occurs:

7.8.3.1 All pertinent details should be recorded as soon as possible practicable to enable the investigation thereof.

7.8.3.2 Any instance of actual or potential bribery will be properly and promptly investigated.

7.8.3.3 The objectives of an investigation should be to:

7.8.3.3.1 confirm whether or not bribery or corruption has taken place, and to identify who was responsible;

7.8.3.3.2 confirm whether internal controls and ABC procedures have been effectively implemented; and

7.8.3.3.3 identify any improvements required to ABC procedures.

7.8.4 Depending on the findings of the investigation, subsequent action will be determined. This may involve disciplinary action against staff involved or external reporting to the authorities or a regulator, whichever is applicable. When a business partner is involved, SpesNet Group may consider terminating any further relationship with such business partner and it may be under legal obligation to report the relevant circumstances to the authorities in the jurisdiction concerned.

7.9 Protection

7.9.1 SpesNet Group encourages openness and will support anyone who raises genuine concerns in good faith under this Policy.

7.9.2 SpesNet Group is committed to ensuring that 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 corruption incident has taken place, or may take place in future. Detrimental treatment connected with raising a concern should be reported to the Company Secretary immediately.

8 Bribery and Corruption report form:

Please act promptly to report any bribery and corruption encountered. Heads of Department to complete Section 1 of this form and email it to the Company Secretary at compliance@spesnetgroup.com

Section 1: Notification Bribery and Corruption	To be completed by Head of Department
Date incident was discovered:	
Date(s) of incident:	
Place of incident:	
Name of person reporting incident:	
Contact details of person reporting incident (email address, telephone number, UCC address):	
Brief description of incident or details of the information lost:	
Has any information been placed at risk? If, so please provide details	
Brief description of any action taken at the time of discovery:	
For CSO use	
Received by:	
On (date):	
Forwarded for action to:	
On (date):	

Section 2: Action taken	To be completed by Company Secretary / Head of Legal
Any disciplinary actions required?	
External Person involved to be handled accordingly	

9 Version History

Current version			
Implementation date: 5 October 2020			
Prepared by:	Reviewed by:	Approved by:	Changed by:
Walter Hepple	Ross Olver	Ross Olver	
Next revision date:	1 June 2021		

SCHEDULE

1. ETHICAL PRINCIPLES

SpesNet Group expects that all employees and associated persons should, at all times, act in accordance with the following principles:

- 1.1. behave honestly, be trustworthy and set a good example;
- 1.2. use the resources of SpesNet Group in the best interests of SpesNet Group and not misuse such resources;
- 1.3. make a clear distinction between the interests of SpesNet Group and private interests to avoid any conflict of interest, and if such conflict does arise, to report it immediately;
- 1.4. ensure that any community support, sponsorship and charitable donations do not constitute bribery or corruption and, if in doubt, to immediately consult management;
- 1.5. confidentially report all incidents, risks and issues which are contrary to this Policy to the Company Secretary of SpesNet Group, the Compliance Department or through the SpesNet Group Ethics Line; and
- 1.6. not offer or accept any bribes and not be involved with any act of bribery or corruption.

2. ABC “RED FLAGS”

The following is a list of possible ABC “red flags” that should raise concern. The list is not intended to be exhaustive and is for illustrative purposes only. Any of these “red flags” must be reported to the Head of Department:

- 2.1. if a business partner engages in, or has been accused of engaging in, improper business practices;
- 2.2. if a business partner has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with a government official;
- 2.3. if a business partner insists on receiving a commission or fee payment before committing to sign a contract with SpesNet Group, or carrying out a government function or process for SpesNet Group;
- 2.4. if a business partner requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for payments made;
- 2.5. if a business partner requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- 2.6. if a business partner requests an unexpected additional fee or commission;
- 2.7. if a business partner demands lavish entertainment or gifts before commencing or continuing contractual obligations or services;
- 2.8. if a business partner requests that a payment is made to “overlook” potential legal violations or to reimburse unsubstantiated expenses or requests a blank value sheet in order to insert their own value of goods supplied;
- 2.9. if a business partner requests employment or other benefit to a friend or relative;

- 2.10. if a business partner insists on the use of 'side letters' or refuses to put agreed terms in writing;
- 2.11. if a business partner requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to SpesNet Group;
- 2.12. an invoice for a commission or fee payment that appears vague or excessive, given the nature of the services provided;
- 2.13. an invoice from a business partner that appears to be non-standard or customised; and
- 2.14. an unusually generous gift or lavish hospitality offered by a third party.

Annexure A - Gift Registry template

	Employee name and surname	Department	Date received	Gift description	Approximate R-value of Gift	Gift received from (name and company)	HOD notified yes/no
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
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16							