

Anti - Bribery and Corruption Policy



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1 Introduction

Invicta Holdings Limited and all its subsidiaries and associated companies, (“the Invicta Holdings Group”) is committed to combating corruption, bribery and anti-competitive collusion, through the implementation of an Anti-Bribery and Corruption Policy (“this Policy”). This Policy has been developed to promote appropriate standards and behaviour, in order to prevent bribery, corruption and anti-competitive collusive practices in the various jurisdictions in which the Invicta Holdings Group operates. The Invicta Holdings Group supports the objectives of this Policy and recognises the legal importance of complying with all anti-bribery, anti-corruption and anti-competitive collusive laws, regulations, and/or policies of South Africa, (“SA anti-bribery law”), including:

- the Prevention and Combating of Corrupt Activities Act, No. 12 of 2004 (“**PACCA**”);
- the Prevention and Combating of Corrupt Activities Act, No. 12 of 2004 (“PACCA”);
- the Prevention of Organised Crime Act, No. 121 of 1998
- the Financial Intelligence Centre Act, No. 38 of 2001 (“**FICA**”);
- the Financial Advisory and Intermediary Services Act, No. 37 of 2002 (“**FAIS**”);
- the Criminal Procedure Act, No. 51 of 1977 (“**CPA**”);
- the Competition Act, No. 89 of 1998 (“the Competition Act”) and the Companies Act, No. 71 of 2008 (“the Companies Act”).

This policy further recognises the legal requirements of the following where applicable:

- the UK Bribery Act, 2010
- the Foreign Corrupt Practices Act of 1977
- the Australian Criminal Code Act 12 of 1995;
- the European Union; the Organisation for Economic Cooperation and



Development;

- the United Nations Global Compact Principles;
- the United Nations Convention against Corruption;
- the African Union Convention on preventing and Combating Corruption;
- the South African Development Community's Protocol against Corruption;
- the laws against bribery, corruption and anti-competitive collusive practices in all other jurisdictions in which the Invicta Holdings Group conducts business,

(collectively, "International anti-bribery law").

2 Scope

This Policy applies to all directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, agency staff, of the Invicta Holdings Group.

Where any policy adopted by Invicta Holdings Group conflicts in any way with this Policy, then the policy providing the greatest level of protection against bribery, corruption and conflicts of interest shall prevail.

This policy is in addition to and not a replacement of any existing policy governing anti-bribery, corruption or conflicts of interest.

3 Policy

It is the Invicta Holdings Group's policy to conduct all its business with transparency, integrity, and enforcing a zero-tolerance approach to bribery and corruption. The Invicta Holdings Group is committed to performing with honesty and acting professionally in all its business dealings and relationships. Furthermore, the Invicta Holdings Group is dedicated to operating, implanting and enforcing effective systems to counter bribery and corruption. The nature of Invicta Holdings Group's business requires interaction with persons within various levels of governments, multi-national client companies and third-party service



providers throughout Africa and the world. The Invicta Holdings Group is committed to upholding all laws in the countries in which it does business, the Invicta Holdings Group Code of Conduct & Business Practices, SA anti-bribery law, international antibribery law and this Policy.

4 Our purpose

The Invicta Holdings Group refuses to offer, give or receive bribes or improper payments, or participate in any kind of corrupt or anti-competitive collusive activity, either directly or indirectly through any third party, in order to obtain new business, retain existing business, or secure any improper advantage, and the Invicta Holdings Group furthermore will not use or permit others to do such things on our behalf.

The Invicta Holdings Group will always strive to avoid any appearance of wrongdoing and will report any attempts to bribe us, or to solicit bribes from us, and any suspicions we have about bribery and corruption. We recognise that any allegation of bribery or corruption can seriously damage the Invicta Holdings Group's reputation.

The Invicta Holdings Group will never participate in any form of corrupt behaviour or anti-competitive collusive practices conceal or fail to accurately record the true nature of the Invicta Holdings Group activities, or falsify or tamper with the Invicta Holdings Group books and records.

5 Bribery and corruption

5.1 Definition

Bribery is where a person offers, promises, gives or receives, demands or accepts a financial or other advantage to/from another person with the intention to bring about the improper performance by that other person of a relevant function or activity or to reward such improper performance.

Corruption is defined broadly as “the abuse of power for personal gain” and bribery and fraud are considered to be aspects of corrupt practices.

The primary anti-corruption legislation in South Africa is PACCA. PACCA aims to prevent and fight corruption in both the public and private sectors and creates a general offence of corruption that is broadly defined. In addition to the general crime of corruption, PACCA also criminalises specific corrupt activities.

A person will be guilty of an offence under PACCA if he/she directly or indirectly accepts or offers to accept a gratification (which is any economic benefit, whether in cash, or in any other form) from another person, or gives or agrees to give a gratification to any other person for his/her benefit, or that of another, where the giving or accepting is done in order to induce the other party to act in an improper manner, in the performance of that individual’s duties.

5.2 Why be concerned

Penalties for those convicted of an offence as set out in PACCA can range from limitless fines up to life imprisonment. South African courts view convictions of fraud and corruption as serious violations and sentences of 15 years or more are not unusual. PACCA further provides for a tender register blacklisting companies and individuals convicted of acts of corruption with the consequence that such entities and individuals cannot do business with the South African government for 10 years. Over and above this, it is a criminal offence for an individual or enterprise applying for a tender not to disclose their involvement in a company that has been black-listed. A recent innovation is that of publicly naming and shaming individuals convicted of crimes of corruption.

Further, PACCA does have extra-territorial jurisdiction if certain requirements are met. Thus a South African citizen or someone who

ordinarily resides in South Africa, as well as companies incorporated or registered in South Africa, can be prosecuted in terms of PACCA regardless of whether the offensive act constitutes an offence at the place of its commission.

5.3 Examples of corrupt offences under PACCA (which are not intended to be at all exhaustive):

5.3.1. Offences involving contracts – it is a crime for anyone to accept any form of gratification to influence who will receive a contract in the workplace. Anyone involved in accepting or offering such a gratification will be guilty of corrupt conduct under PACCA, even if the gratification is received or paid by the Invicta Holdings Group and the individual does not personally benefit in any way.

5.3.2. Offences involving a public official – it is a crime for anyone in the private sector to offer a public official gratification to receive a benefit. Furthermore, it is also a crime for a public official to offer to do something for someone in the private sector in exchange for gratification;

5.3.3. Offences that involve judges, magistrates and witnesses - it is a crime to offer a magistrate or judge gratification to influence the outcome of a case;

5.3.4. Offences that involve tenders – it a crime to offer or accept gratification in order to influence the award of a tender; and

5.3.5. Offences of conflict of interest – it is a crime for any public officer to acquire a private interest in a contract connected with the public body.

6 Political donations

Invicta Holdings Group and its employees will never directly or indirectly make a contribution to any political party, organisation or individual engaged in politics in order to obtain an improper advantage in business conducted by the Invicta Holdings Group. Furthermore, we will never offer or make any contribution as an incentive or reward for obtaining or retaining business or for any improper purpose. Invicta Holdings Group will always make sure the contribution is lawful and appropriate. A proper due diligence will always be conducted to ensure that the contribution is not improper and that the requisite approval from the Board was obtained.

7 Charitable donations and sponsorships

The Invicta Holdings Group may make charitable contributions and offer sponsorships for the purposes of socio-economic development, research, or cultural and sporting activities, provided they are not for improper business purposes. We will always ensure that the charity is appropriate, legitimate and has all the appropriate registrations. Further, we will always conduct a proper due diligence before making any charitable donation or offering any sponsorship. The Invicta Holdings Group will never offer or make any charitable contribution as an incentive or reward for obtaining or retaining business or for any improper purpose.

8 Facilitation payments

8.1 Definition of facilitation payments

Facilitation payments are usually small payments or gifts made to low-level public officials in order to speed up or “facilitate” actions the officials are already duty-bound to perform.

8.2 Why be concerned

Facilitation payments are classified as bribes and as such are illegal in South Africa and in other countries where the Invicta Holdings Group conducts business. Any type of facilitation payment is prohibited, large or small. Even where such payments are perceived as business practice or acceptable under the local law and even if our competitors engage in such practices, no violations of this principle will be tolerated.

8.3 Legitimate fees

A legitimate fee is sometimes payable for a speedy service provided by the government, where this is legally permissible. For example, a published amount to get a visa or a new passport more quickly from a consulate. Payment of such fees is acceptable provided there is a defined business need, the payment is transparent and open, and a receipt is obtained and the expense is properly recorded in the Invicta Holdings Group's financial records. It would not, of course, be legitimate, if it is a private payment to the official concerned, in order for him to expedite such an application.

9 Gifts, entertainment and hospitality

The Invicta Holdings Group prohibits the offering of or receipt of gifts, hospitality, gratification or entertainment, which could affect or be perceived to affect the outcome of a business transaction and is not reasonable and bona fide. The Invicta Holdings Group further precludes any activities involving clients that could impair or create the appearance of impairment of our objectivity and independence with regard to our relationships with clients.

The Invicta Holdings Group may offer and receive, gifts, hospitality and entertainment openly, unconditionally and without the intention of obtaining or retaining any business advantage, and provided that the value thereof is not excessive. A business advantage is the unauthorised or improper gaining of a



commercial and contractual advantage. If in doubt, you should always consult your manager or person in authority to ensure adherence to this principle.

The Invicta Holdings Group will always ensure that:

- all reimbursable entertainment activities involving the Invicta Holdings Group personnel and client/supplier or potential clients has a valid business purpose and the cost is reasonable;
- all gifts and hospitality (in excess of R 1 000 or an equivalent value per gift and value of hospitality) given and received are declared in a gift register and signed-off by an Invicta Holdings Group manager; and
- our operating legal divisions are available to Invicta Holdings Group personnel to discuss offering any kind of gift or hospitality to a public official (but generally such things are best avoided);

The Invicta Holdings Group will never:

- 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;
- threaten or retaliate against another employee who has refused to commit a bribery offence or has raised concerns under this policy;
- solicit gifts or hospitality; and
- offer or accepts gifts of cash or cash equivalent (e.g. vouchers).

10 Business relationships

The Invicta Holdings Group will endeavour to engage with agents, consultants, joint venture partners, consortia, advisors, distributors, contractors, subcontractors and suppliers ("third parties") to observe this Policy and act at all times in accordance with the Invicta Holdings Group's standards in relation to

bribery and corruption. In order to protect the Invicta Holdings Group against the risk of bribes given indirectly, it is the responsibility of the Invicta Holdings Group personnel when employing third parties to conduct an appropriate due diligence process. Third parties need to understand and formally agree to this and it is our responsibility to confirm their behaviour remains compliant.

Collusive Practices

The Competition Act prohibits collusive tendering in the procurement process. Furthermore, such conduct also constitutes corrupt activity under PACCA. Collusive tendering or bid rigging is defined as an agreement amongst competitors not to compete on bids they submit after being invited to tender. Together with price fixing and market allocation, collusive tendering falls within the class of conduct referred to as “cartel activity”, which is prohibited.

Invicta Holdings Group personnel must never participate in a bid-rigging cartel or engage in cover pricing to favour one or more companies in exchange, for example, for a “loser’s fee”. This type of conduct amounts to the receiving of gratification and is an offence under PACCA. Furthermore, when an individual participates in a bid-rigging cartel and it is agreed that his/her company will engage in cover pricing so that a rival firm can win the tender in exchange for a sub-contract, this too amounts to a corrupt activity under PACCA.

Invicta Holdings Group personnel must be aware that all parties involved in collusive tendering will be prosecuted under PACCA. Furthermore, the fact that the employee may not derive any personal benefit from the collusive activity is of no relevance. It constitutes a contravention of the Competition Act and an offence under PACCA.

Procurement policy

The Invicta Holdings Group will always verify and check our third parties’ experience, background and reputation. The Invicta Holdings Group will endeavour to conduct its procurement practices in a fair and transparent manner.



We will further endeavour to avoid dealing with contractors and suppliers or other business partners known or reasonably suspected to be paying bribes.

Compensation and payments to business partners

The Invicta Holdings Group will not channel improper payments through agents or other intermediaries. Compensation paid to third parties should be appropriate and justified remuneration for legitimate services rendered.

The Invicta Holdings Group will never:

- enter into agreements that do not have a clear and proper commercial rationale;
- pay more than the fair market value for goods and services;
- make payments to third parties without having a binding written agreement (whenever possible) in place and knowing exactly what the payment is for; or
- exchange sensitive information with third parties i.e. pricing, other confidential customer information.

The Invicta Holdings Group personnel are encouraged to look out for the following behaviour:

- unusually large fees or cash payments;
- fees linked to a percentage of the project cost or value;
- suspicious bidding patterns;
- a request for money paid into a personal or offshore bank account;
- someone who does not appear to have the experience, expertise or qualifications for what they are being engaged to do; and
- lavish hospitality and gifts



Invicta Holdings Group personnel must report any suspicious activity to an Invicta Holdings Group manager.

11 Conflicts of interest

The Invicta Holdings Group encourages avoiding situations in which personal interests or actions could conflict or appear to conflict with the best interests of the Invicta Holdings Group. All conflicts of interests should be disclosed, whether real or potential, to senior management.

What constitutes a conflict of interest?

Conflicts of interest occur when an employee has an undisclosed direct or indirect personal or economic interest in a transaction. Usually the conflict is about an individual benefiting at the expense of the Invicta Holdings Group. But it may also apply where there is nothing untoward in the transaction, but the employee or any member of his family or close circle has some involvement with the other party to the transaction, and may stand to benefit financially from that involvement. Perceptions of conflict of interest can be just as damaging as an actual conflict of interest. A conflict may occur where an employee accepts inappropriate gifts, favours, or kickbacks from vendors, or when an employee engages in unapproved employment discussions with current or prospective contractors or suppliers.

Invicta Holdings Group personnel must never:

- use contacts or any knowledge gained at the Invicta Holdings Group for personal gain, or to benefit family and friends;
- pay a third party more than contractually agreed i.e. market-based fee for goods and services;
- enter into situations in which their personal, family or financial interest may conflict with those of the Invicta Holdings Group; or



- create the impression that customers or suppliers have a contact in the Invicta Holdings Group who can exert influence on their behalf.

12 Import and export of goods and services

The Invicta Holdings Group complies with all legal requirements for the proper import and export of goods and services. The Invicta Holdings Group is committed to trading lawfully at all times, hence compliance with all trade regulations and restrictions imposed by recognised national and internal authorities. All restrictive trade practices are strictly prohibited. As well as complying with all relevant laws, the Invicta Holdings Group must obtain all necessary licenses and permits to import and export goods, and in doing so, provide honest and accurate information to customs authorities.

13 Our role and responsibilities

The prevention, detection and reporting of bribery, corruption and conflicts of interest is the responsibility of every Invicta Holdings Group staff member and those working under the control of the Invicta Holdings Group. It is the responsibility of all Invicta Holdings Group personnel to raise concerns about any issue or suspicion of bribery, corruption or conflict of interest.

Any Invicta Holdings Group personnel who suspect actual or potential acts of bribery, corruption or conflict of interest must disclose such information as soon as they become aware of the information. Failure to disclose such information would constitute an act of misconduct that could result in a disciplinary action which could result in dismissal.

14 How to report suspicious transactions

Invicta Holdings Group personnel are required, when discovering or suspecting bribery, corruption or conflict of interest, to immediately report the issue or suspicion.

If you are unsure whether a particular act constitutes bribery, corruption or conflict of interest, you must raise your concerns with your line manager or where this is not appropriate for whatever reason, with the Human Resources Department or any director of the Invicta Holdings Group, or via the whistle-blower hotline.

The Invicta Holdings Group does not tolerate any form of retaliation, harassment or intimidation of a whistle-blower by another as a result of raising concerns in good faith. All concerns will be investigated and appropriate action taken.

The Invicta Holdings Group will investigate all reports of bribery, corruption and conflicts of interest.

The Invicta Holdings Group Anti-Corruption and Tip Offs Hotline Details

The Invicta Holdings Group Anti-Corruption and Tip Offs hotline is independently managed by Tip-Offs Anonymous which is part of a well-known audit firm, Deloitte & Touche. The hotline contact details are:

- Toll Free Number: 0800 20 53 53
- Email: tip-offs@tip-offs.com
- Website: www.tip-offs.com