

ANTI BRIBERY & CORRUPTION POLICY

1. Purpose

- 1.1 The purpose of this policy is to set out our responsibilities in observing and upholding our policy on bribery and corruption; and provide information and guidance to our employees, partners, customers and clients, on how to recognise and deal with bribery and corruption issues. We will establish controls to ensure compliance with all applicable anti-bribery and corruption regulations and to ensure that the Company's business is conducted in a socially responsible manner.

2. Policy statement

- 2.1 We take a zero-tolerance approach to bribery and corruption and will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate.
- 2.2 It is our policy to conduct all of our business honestly and ethically.
- 2.3 We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.
- 2.4 Bribery and corruption harm legitimate business activities and are serious criminal offences. For example, under the Act, bribery and corruption are punishable for individuals by up to ten years' imprisonment. Organisations that are subject to the Act and which have committed an offence under the Act could face an unlimited fine, be excluded from tendering for public contracts, and face damage to their reputation. We, therefore, take our legal responsibilities very seriously.

3. Who is covered by the policy

- 3.1 In this policy, the third party means any individual or organisation you come into contact with during your role and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
- 3.2 This policy applies directly to all members and individuals working in our company as employees. The policy is provided to our other partners, customers and clients, who will be required to take reasonable steps to ensure that in carrying out activities supported by the company, they and their employees, directors, and associates comply, with all applicable anti-bribery and anti-corruption laws.

4. Bribery and corruption

- 4.1 Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action that is illegal or a breach of trust.
- 4.2 Employees must not engage in any form of bribery, either directly or through any third party.
- 4.3 Corruption as defined by the World Bank, is a form of dishonesty or criminal offense undertaken by a person or organization entrusted with a position of authority, to acquire illicit benefit or abuse power for one's private gain.
- 4.4 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.
- 4.5 A bribe can take many forms, for example, a direct or indirect promise or offer of something of value, or receipt of a kickback, fee, reward or another advantage, the giving of aid, donations, or voting designed to exert improper influence.

5. Gifts and hospitality

- 5.1 This policy does not prohibit gifts, entertainment, hospitality or other promotional expenditures (given and received) to or from third parties which are proportionate, transparent, reasonable, and for bona fide purposes related to the aims and objectives of the Institute.
- 5.2 The giving or receipt of gifts is not prohibited if all of the following requirements are met:
 - 5.2.1 it is not made to influence the 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;
 - 5.2.2 it complies with local law;
 - 5.2.3 it is given in our name, not in your name;
 - 5.2.4 it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - 5.2.5 it is appropriate in the circumstances. For example, it is given as a ceremonial gift on a festival or at another special time (e.g. Christmas);
 - 5.2.6 taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
 - 5.2.7 it is given openly, not secretly; and
 - 5.2.8 gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of Senior Management.
- 5.3 The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.
- 5.4 Gifts to a value of more than R150.00 per event, per person, should not be given or offered (to or from a single source on a single occasion) unless they have the written approval from Senior Management.



- 5.5 All gifts and hospitality to a value of more than R150.00 per event, per person accepted or offered by any employee should be entered on the register of gifts.
- 5.6 Any approval required by the above policies relating to Senior Management must be provided by the MD.

6. What is not acceptable?

- 6.1 It is not acceptable for you (or someone on your behalf) to:
 - 6.1.1 give, promise to give, or offer payment, gift or hospitality with the expectation or hope or that this will influence the decision-making of the Institute or that a business advantage will be received, or to reward a business advantage already given; or
 - 6.1.2 give, promise to give, or offer payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure; or
 - 6.1.3 accept payment from a third party that you know or suspect is offered with the expectation that the Company's decision making will be influenced in any way and that it will obtain a business advantage for them; or
 - 6.1.4 accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that the Company's decision making will be influenced in any way and that a business advantage will be provided by us in return; or
 - 6.1.5 threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
 - 6.1.6 engage in any activity that might lead to a breach of this policy.

7. Facilitation payments

- 7.1 We do not make, and will not accept, any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low-level officials with the intention of securing or speeding up the performance of a certain duty or action.
- 7.2 We do not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.
- 7.3 All our partners, clients and suppliers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.
- 7.4 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 that details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with Senior Management.
- 7.5 If such a payment is extorted or forced under duress or because of a threat to personal safety, then the payment may be made provided that Senior Management is promptly informed, a written report submitted, and the payment recorded in the Company's financial records.

Themba Trans (Pty) Ltd

Executive Directors: JJ Wehmeyer (MD), AGE van der Merwe (Marketing)
Reg No 2012/111450/07 / VAT No 4160262806



8. Political contributions

- 8.1 We will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

9. Charitable contributions

- 9.1 We accept (and indeed encourages) the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agree to disclose all charitable contributions it makes.
- 9.2 Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.
- 9.3 We will ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of Senior Management.

10. Your responsibilities

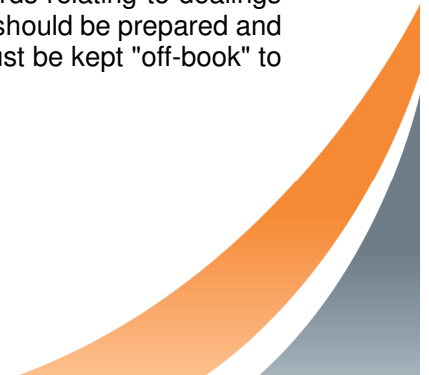
- 10.1 You must ensure that you read, understand and comply with the information contained within this policy.
- 10.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 10.3 You must notify your manager 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 partner, supplier or client offers you something to gain an advantage with us, or indicates to you that a gift or payment is required to secure their co-operation with Company supported activities.
- 10.4 Any employee 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 our partners, clients and suppliers if they breach this policy.

11. Record-keeping

- 11.1 We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 11.2 You must declare and keep a written record of all hospitality or gifts to a value of more than R150.00 per event, per person, accepted or offered by completing the Gifts/Hospitality approval form, which will be subject to managerial review.
- 11.3 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.

Themba Trans (Pty) Ltd

Executive Directors: JJ Wehmeyer (MD), AGE van der Merwe (Marketing)
Reg No 2012/111450/07 / VAT No 4160262806



12. How to raise a concern

12.1 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 should be raised with Senior Management.

13. What to do if you are a victim of bribery or corruption

13.1 It is important that you tell Senior Management 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.

14. Protection

14.1 Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. 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.

14.2 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 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 Senior Management immediately.

15. Training and communication

15.1 All employees will receive relevant training on how to implement and adhere to this policy.

15.2 Our zero-tolerance approach to bribery and corruption will be communicated to all partners, grant recipients, associates, suppliers, and contractors at the outset of our relationship with them and as appropriate thereafter.

16. Who is responsible for the policy?

16.1 Senior Management of the Company has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

16.2 Senior Management has 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. Management at all levels is responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

Themba Trans (Pty) Ltd

Executive Directors: JJ Wehmeyer (MD), AGE van der Merwe (Marketing)
Reg No 2012/111450/07 / VAT No 4160262806



17. Monitoring and review

- 17.1 Senior Management will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to assure that they are effective in countering bribery and corruption.
- 17.2 All employees are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- 17.3 This policy does not form part of any employee's contract of employment and it may be amended at any time so to improve its effectiveness at combatting bribery and corruption.

