

# ANTI-BRIBERY AND CORRUPTION POLICY

## Oceana Group Limited

Oceana House  
25 Jan Smuts Street  
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8001



<b>POLICY NAME</b>	Anti-Bribery and Corruption Policy			<b>POLICY NO.</b>	1
<b>EFFECTIVE DATE</b>	November 2021	<b>DATE OF LAST REVISION</b>	1 June 2023	<b>VERSION NO.</b>	2
<b>POLICY OWNER</b>	Jayesh Jaga	<b>CONTACT INFORMATION</b>	Jayesh.jaga@oceana.co.za		
<b>APPLIES TO</b>					
BOARD MEMBERS	x	EXCO	x	PERMANENT EMPLOYEES	x
TEMPORARY EMPLOYEES	x	VISITORS	x	CONTRACTORS	x

### SUMMARY OF CHANGES TO CURRENT REVISION:

NO.	DESCRIPTION OF CHANGES
1	New policy owner

### DOCUMENT APPROVAL LIST:

NAME	POSITION	SIGNATURE	DATE
Nomahlubi Simamane	SETCOM Chair		05.09.2023
Mustaq Brey	Chairman of the Board		05.09.2023
Jayesh Jaga	Chief ESG Officer		05/09/23
Karen-Dawn Koen	Executive: Sustainability and Compliance		05.09.2023

### INTRODUCTION

The adoption and maintenance of high ethical standards is a core principle of the Oceana Group Limited and all its subsidiaries (referred to collectively as the "Group"). Oceana is committed to operating its business in compliance with all applicable laws in the jurisdictions in which it operates. The Group recognises that conduct by individuals outside of a particular jurisdiction can have legal implications within the jurisdiction. Bribery and Corruption poses serious legal, commercial and reputational risks to Oceana's business.

### PURPOSE

The purpose of this Policy is to:

- reinforce Oceana's commitment to Anti-Bribery and Corruption compliance;
- set out Oceana's standards of conduct for the prevention of Bribery and Corruption;
- provide the foundation for the development of procedures to manage Oceana's Bribery and Corruption risk, and
- provide for the effective communication and review of the policy and its associated procedures

## SCOPE

This Policy applies to all persons working for the Group or any Group Company or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business and/or joint venture partners, sponsors, or any other person associated with us, wherever located.

The United States Foreign Corrupt Practices Act, 1997 (FCPA) generally applies to all US corporations and other business organisations as well as their foreign subsidiaries and all persons acting on their behalf. The FCPA also applies to any person who violates the FCPA while in the US. The UK Bribery Act, 2010 applies not only to UK citizens, residents and companies, but also to non-UK companies doing business in the UK.

This Policy applies to all employees, officers, directors and agents (including third party representatives) of the Group, anywhere in the world. Compliance with this Policy is mandatory. No Group officer, director, employee or agent has the authority to act contrary to the provisions of this Policy or to authorise, direct or condone violations of it by any other officer, director, employee or agent.

## POLICY STATEMENT

1. We, the Group, maintain a corporate policy of conducting all our business in an honest and ethical manner. The Group takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate. The Group is committed to implementing and enforcing effective systems to counter bribery and corruption and preventing the making of any improper or unethical payments to any person anywhere in the world.
2. In addition to the Group's other compliance efforts, we have adopted this Anti-Corruption and Bribery Policy (the "Policy") and have incorporated the UK Bribery Act, 2010 ("UK Bribery Act") and the United States Foreign Corrupt Practices Act, 1977, as amended ("FCPA"), in respect of our conduct both at home and abroad.
3. The Group has developed guidelines for complying with local and global anti-corruption laws, and the purpose of this Policy is to ensure full compliance with such laws, as well as the continuation of maintaining lawful and ethical dealings in business transactions throughout the world. The successful implementation of this Policy fully requires your pro-active adherence.
4. In addition to the FCPA and UK Bribery Act, there are additional international laws prohibiting bribery and corruption with which the Group and its employees, officers, directors and agents must comply. Employees, officers, directors and agents engaging in any local or international business should be aware of and comply with such laws and should conduct themselves at all times in compliance with the standards set forth in this Policy.

## TERMS AND DEFINITIONS

TERM	DEFINITION
<b>Advantage</b>	An advantage includes money, gifts, loans, fees, hospitality, services, discounts, and the award of a contract or anything else of value.
	Bribery is unlawful in many jurisdictions in which Oceana operates. Oceana prohibits all forms of bribery. Bribery is the direct or indirect offering, promising, giving, accepting or soliciting of a financial or other advantage that results in an activity being performed improperly (for example in breach of trust, in bad faith or in a biased manner). The advantage may have been offered or received, or the improper performance undertaken, directly or indirectly, (for example, via a customer, agent, intermediary or supplier). The improper activity may relate to Oceana's business (including the activity of employees or third parties working on behalf of Oceana) or with the functions of government or other public bodies.
	Example: <b>Offering a bribe</b> You offer a potential client tickets to a major sporting event, but only if they agree to do business with us. This would be an offence as you are making the offer to gain a commercial and contractual advantage. The Group may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.
<b>Bribery</b>	<b>Receiving a bribe</b> A supplier gives your nephew a job but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.
	<b>Bribing a foreign official</b> You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing our goods through customs or obtaining a licence or authorisation. The

offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. The Group may also be found to have committed an offence.

<b>Facilitation payments</b>	Facilitation payments, also known as "back-handers" or "grease payments", are typically small, unofficial payments to junior government officials and administrators, made to secure or expedite a routine or necessary action (for example, in order to receive a particular authorisation from a government official). They are not common in the UK or the US but are potentially common in some other jurisdictions in which we operate.
<b>Fraud and extortion</b>	The direct or indirect demand for or acceptance of any advantage, through deception or otherwise, which is used for a Relevant Person's or Oceana's benefit.
<b>Improper act</b>	A person acts improperly where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts during employment, or other activities by or on behalf of any organisation of any kind.
<b>Kickbacks</b>	Kickbacks are typically payments made in return for a business favour or advantage.
<b>Third Party</b>	Means any individual or organisation you come into contact with during the course of your work for us, 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

## REQUIREMENTS

### 1. Bribery and corruption

Bribery and Corruption is the abuse of entrusted power for private and usually commercial gain. Oceana has a zero-tolerance approach to Bribery and Corruption and is committed to carrying out business fairly, honestly and openly, and without improper influence. Oceana does not, either directly or indirectly, through intermediaries or other third parties, solicit, receive, offer, promise or provide any financial or other advantage of material value or otherwise exercise improper influence in its dealings with other businesses, or with government or public officials with the intention of obtaining any improper advantage in the conduct of its business.

You are required to comply with this policy and are responsible for ensuring that the Group's business is undertaken with the utmost integrity regarding the following matters:

- Fraud and extortion
- Bribery
- Facilitation payments
- Gifts, entertainment (hospitality) and expenses
- Third party interactions and behaviour
- Interaction with government officials and lobbying
- Charitable contributions and sponsorships
- Political donations
- Use of company assets
- Conflict of interest
- Mergers, acquisitions and joint ventures

### 2. Prohibited behaviour

It is not acceptable for you (or someone on your behalf) to:

- 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;
- give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- accept a payment, gift or hospitality from a third party that you know, or suspect is offered with the expectation that we will provide a business advantage for them or anyone else in return;
- accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of the Group Compliance and Risk Manager;
- threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this Policy; or
- engage in any other activity that might lead to a breach of this Policy.

### 3. Facilitation payments, kickbacks and interaction with government officials

- The Group does not make, and will not accept, facilitation payments or "kickbacks" of any kind.
- The Group will not directly or indirectly through intermediaries or other third parties, offer, promise or provide any financial or other advantage or otherwise seek to exercise improper influence in its relations with government or public officials in order to obtain any improper advantage.

- You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by the Group or on its behalf, or that might suggest that such a payment will be made or accepted. 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.

#### **4. Gifts, hospitality and expenses**

- The Group allows reasonable, bona fide and appropriate hospitality or entertainment given to or received from third parties, directly for the purposes of: establishing or maintaining good business relationships; improving or maintaining our image or reputation; or marketing or presenting our products and/or services effectively.
- You are prohibited from accepting a gift from or giving a gift to a third party unless the following requirements are met:
  - 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;
  - it is given in our name, not in your name;
  - it does not include cash or a cash equivalent (such as gift certificates or vouchers);
  - it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value;
  - it is given openly, not secretly; and
  - it complies with any applicable local law.
- Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.
- Reimbursing a third party's expenses or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.
- The Group appreciates that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether, in all the circumstances, the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

#### **5. Donations and charitable contributions**

- The Group makes charitable contributions and offers sponsorships for the purposes of socio-economic development or linked to cultural or sporting activities and not for improper business purposes.
- Charitable donations and sponsorships must not be perceived as being given for improper purposes.
- When a charitable contribution or sponsorship is proposed, it must be transparent, documented, made in accordance with applicable law and assessed for compliance with this policy and any related procedures.

#### **6. Political donations**

The Group does not participate directly or indirectly in party politics and does not make contributions to political parties, politicians or related organisations.

#### **7. Use of company assets**

You have a responsibility to protect the Group's assets from theft, loss, abuse, unauthorised use or disposal and must use company assets only for purposes related to conducting Oceana responsibilities and may use company assets for other (including personal) uses only when properly authorised.

#### **8. Conflict of interest**

Conflicts of interest should always be avoided, and you are expected to perform duties conscientiously, honestly and in accordance with the best interests of The Group. You must not abuse your position, misuse confidential knowledge for personal or third party gain, or have any direct involvement in any business interest which diverts their attention from, or is in conflict with, the Group's commercial interests, or which in anyway compromises your independence and impartiality.

#### **9. Mergers, acquisitions and joint ventures**

The Group is committed to undertaking appropriate and reasonable due diligence on the reputation and integrity of any business in which it invests.

#### **10. Record-keeping**

- Many serious bribery and corruption offences have been found to involve some degree of inaccurate record-keeping. The Group aims to maintain appropriate financial records and internal controls which evidence the business reason for making payments to third parties.
- Prompt and full disclosure is always the appropriate initial step towards addressing any potential concern that you may have regarding this Policy.
- You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review, including the name and position of the government official involved in the transaction, and a description, including the value, of the payment or provision of anything of value, and where applicable, a description of the Company's products or services being promoted or the relevant contractual provision if payment was made pursuant to a contract.
- You must submit all expense claims relating to hospitality, gifts or payments to third parties in accordance with this Policy; and record the reason for this expenditure.
- All accounts, invoices, and other records relating to dealings with third parties, including suppliers and customers, should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments. Cash payments of any kind to a third-party, other than valid and approved payments, are prohibited.

#### 11. Your responsibilities

- You must ensure that you read, understand and comply with this Policy, and any future amendments to this Policy or its successor.
- 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 or any applicable law relating to bribery and corruption.
- You must notify your manager, the Chief ESG Officer or whistle-blower hotline (see details below) 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. Further "red flags" that may indicate bribery or corruption are set out in clause 17.

#### 12. How to raise a concern

- The Group is committed to ensuring that all of us have a safe, reliable, and confidential way of reporting any suspicious or concerning activity. You are expected to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage. The sooner you act, the better for you and the Group.
- If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this Policy has occurred or may occur, you must notify your manager or the Chief ESG Officer or report it to the whistleblower hotline as soon as possible.
- The whistle-blower contact details are as follows:  
**Email:** information@whistleblowing.co.za  
**RSA:** 080 000 6660  
**NAMIBIA:** 080 000 0666  
**USA:** 800 813 5990
- The Group has clearly defined procedures for investigating fraud, misconduct and non-compliance issues, which will be followed in any investigation under this Policy. If you have any questions about these procedures, please contact the Chief ESG Officer.
- If you are unsure about whether an act constitutes bribery or corruption, or if you have a query regarding this Policy, raise it with your manager, the Chief ESG Officer or through the whistle-blower hotline.

#### 13. Protection

- Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Group encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.
- The 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 other corrupt action 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 Chief ESG Officer or the confidential helpline immediately.
- All information disclosed in good faith under this Policy shall be treated as confidential, except to the extent reasonably necessary to protect the Group's interests or comply with legal or regulatory requirements.

#### 14. Third party interactions

Oceana is aware that its reputation may be damaged by the conduct of third parties acting on its behalf or by others with which it does business. In certain circumstances, their actions can have legal implications for Oceana. As such, it is not acceptable for a third party acting on Oceana's behalf to act in a way which would breach this policy were the act in question undertaken by Oceana directly. Oceana is therefore committed to:

- Taking reasonable steps to ensure that its business partners are made aware of, understand and adhere to this policy (and its associated procedures);
- Verifying the integrity and reputation of its business partners through appropriate and reasonable due diligence considering perceived levels of risk; and
- Putting in place appropriate and reasonable controls to monitor the use of Oceana's money by third parties acting on Oceana's behalf.

#### 15. Training, communication, risk assessment and evaluation

- Training on this Policy forms part of the induction process for all individuals who work for us, and regular training will be provided on this Policy and associated procedures as necessary.
- The Group will ensure that its exposure to corrupt activity is subject to periodic risk assessments.
- The Group will also ensure the efficacy of the Policy in managing Oceana's Bribery and Corruption risk by conducting regular risk assessments.
- 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.

#### 16. Breaches of this policy

- Any breach of this Policy will be regarded as a serious matter. Any employee who breaches this Policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- All employees have the responsibility to report any breaches, or potential breaches, of this policy to their manager, the Chief ESG Officer or other person to whom they report or through the whistle-blower hotline.
- Violations of this policy, including involvement in any corrupt activities and failure to report actual or potential breaches of this policy (or its associated procedures), will lead to disciplinary action in accordance with applicable disciplinary procedures. In some circumstances, failure to report actual or suspected violations of this policy may itself constitute a legal offence. The Group may terminate its relationship with other individuals and organisations working on its behalf if they breach this Policy.
- Oceana is committed to reporting all instances of Bribery and Corruption and other forms of dishonesty to the relevant authorities and to facilitating criminal action against the individuals concerned where appropriate and will seek redress for any losses arising from such actions.



### 17. Potential risk scenarios: "redflags"

The following is a list of possible red flags that may arise while working for the Group and which may raise concerns under various anti-bribery and anti-corruption laws, including the UK Bribery Act and the FCPA. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for us, you must report them promptly to your manager, the Chief ESG Officer or using the whistleblower hotline.

- You become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- You learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with government officials;
- A third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- A third-party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- A third-party request that payment is made to a country or geographic location different from where the third party resides or conducts business;
- A third-party requesting an unexpected additional fee or commission to "facilitate" a service;
- A third-party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- A third-party requesting that a payment is made to "overlook" potential legal violations;
- A third-party requesting that you provide employment or some other advantage to a friend or relative;
- You receive an invoice from a third party that appears to be non-standard or customised;
- A third party insists on the use of side letters or refuses to put terms agreed in writing;
- You notice that the Group or a Group Company has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Group; or
- You are offered an unusually generous gift or offered lavish hospitality by a third-party.

### 18. Application of international law

- The UK Bribery Act makes bribery and corruption illegal and requires companies to implement adequate procedures to prevent such acts by those working for the company or on its behalf. In addition, the FCPA offers similar prohibitions and potential penalties. The Group may therefore be liable for violations committed for its benefit by its employees or other associated persons.
- The FCPA prohibits any payment or offer of payment to a foreign official for the purpose of influencing that official to assist in obtaining or retaining business or any other advantage for a company. It applies not only to payments or offers to pay, but also to any act or event that is "in furtherance of" a payment to a foreign official. The FCPA broadly defines the term foreign official or "non-US government official" to include:
  - Officers or employees of a non-US government or any department, agency or instrumentality thereof;
  - Officers or employees of a company or business owned in whole or in part by a non-US government;
  - Officers or employees of a public international organization;
  - Non-US political parties or officials thereof; and
  - Candidates for non-US political office. The mere offering of an improper payment may constitute a violation of the FCPA, even if the improper payment is not consummated. Additionally, the FCPA prohibits giving "anything of value" for an improper purpose. The term "anything of value" is very broad and may include examples such as: gifts; travel, meals, lodging, entertainment, or gift cards; loans; charitable or political donations; and business, employment, or investment opportunities.
- UK Bribery Act
  - Under the UK Bribery Act, companies may be prosecuted even if they have no knowledge of the relevant actions, and even if the violations occurred outside of the UK. Like the FCPA, the UK Bribery Act prohibits improper payments to foreign officials but reaches more broadly by prohibiting non-government individuals and entities from offering, paying or receiving payments intended to improperly induce certain actions.
  - The UK Bribery Act also creates a strict liability (i.e. through no fault on the part of the organisation) offence for the failure of a commercial entity to prevent bribery within its organisation.

## MANAGEMENT ROUTINES

The Group's Executive Committee has the overall responsibility for ensuring that this Policy complies with our legal and ethical obligations, and that all those under our control comply with it. The Executive Committee will meet as necessary to implement this Policy and address concerns raised.

The Chief ESG Officer has primary and day-to-day responsibility for implementing this Policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.

Management at all levels within the Group are responsible for:

1. ensuring that those reporting to them understand and comply with this Policy and are given adequate and regular training on it;
  2. providing all new Relevant Persons with a copy of this policy as part of the induction process when joining Oceana, and
  3. ensuring that suppliers, customers, service providers, business partners and other stakeholders are made aware of this policy.
- This policy and its associated procedures and documentation will be reviewed on a regular basis.

## EXCEPTIONS

None

## RELATED POLICIES AND OTHER REFERENCES

- Oceana Compliance Policy
- Code of Business Conduct and Ethics (to the extent that any provision thereof is not superseded by the provisions of this or any other relevant policy)
- Oceana Anti-Fraud Policy
- Any guidance published pursuant to this policy
- Disciplinary rules and procedures
- Local applicable legislation in the country of operation
- Prevention and Combating of Corrupt Activities, 2004
- Prevention of Organised Crime Act, 1988 (POCA)
- Financial Intelligence Centre Act, 2001 (FICA)
- UK Bribery Act, 2010
- US Foreign Corrupt Practices Act, 1997

## ROLES AND RESPONSIBILITIES

ROLE	RESPONSIBILITY
Chief ESG Officer	Has a primary and day-to-day responsibility for implementing this Policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption
Executive Committee	Ensuring that this Policy complies with our legal and ethical obligations, and that all those under our control comply with it.
Management	Ensuring that those reporting to them understand and comply with this Policy and are given adequate and regular training on it; providing all new Relevant Persons with a copy of this policy as part of the induction process when joining Oceana, and ensuring that suppliers, customers, service providers, business partners and other stakeholders are made aware of this policy.

## CONTACTS

SUBJECT	CONTACT	PHONE	EMAIL
Executive: Compliance and Sustainability	Karen-Dawn Koen	021 410 1475 082 044 5400	Karendawn.Koen@oceana.co.za
Chief ESG Officer	Jayesh Jaga	021 410 1411 082 495 4225	Jayesh.Jaga@oceana.co.za

## VERSION HISTORY

VERSION	APPROVED BY	REVISION DATE	DESCRIPTION OF CHANGE	AUTHOR
1	Jillian Marais	September 2021	Merging global and local policy.	Nabeelah Edwards
2	Jayesh Jaga	June 2023	New policy owner	Nabeelah Sawant

## LEGAL COMMENTS

It is a criminal offence under both the UK Bribery Act and the FCPA, among other international laws, to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment under the UK Bribery Act, and up to five years' imprisonment under the FCPA, and/or a fine.

As an employer, if the Group fails to prevent bribery, we can face severe fines, exclusion from tendering for public contracts, and damage to our reputation. The Group therefore takes its legal responsibilities very seriously in this regard.

## ADDITIONAL NOTES