



# ANTI-BRIBERY AND ANTI-CORRUPTION POLICY AND PROCEDURES

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# ANTI-BRIBERY AND ANTI-CORRUPTION POLICY AND PROCEDURES

## POLICY STATEMENT:

It is our policy to conduct all business in an honest and ethical manner.

OMA takes a zero-tolerance approach to bribery and corruption and we are committed to act professionally, fairly and with integrity in all our relationship and business dealings wherever we operate.

The purpose of this policy is to:

- ◆ Set out our responsibilities, and those working for us, in observing and upholding OMA's position on bribery and corruption;
- ◆ Provide information and guidance to those working for OMA on how to recognise and deal with bribery and corruption issues, if they should arise.

The OMA policy strictly prohibits bribery and outlines measures implemented by the Group to prevent bribery across all areas of business.

The Corporate Compliance team is committed to using good and best practice to define, implement and audit the Group's anti-bribery and anti-corruption policy.

## SCOPE:

This policy is applicable to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, intermediaries, trainees, casual workers, agents or any other person associated with OMA Group, wherever located.

This policy applies to all sectors of OMA's business. Dealing with public officials poses a particularly high risk in relation to bribery and corruption. Specific guidance when dealing with public officials is set out below.

A breach of bribery laws can result in fines for both the company and for the individual involved. In some jurisdictions it could also result in imprisonment.

Part of OMA's commitment to prevent bribery and corruption is to ensure that the people acting on our behalf also do so in compliance with effective anti-bribery and corruption policies. Accordingly, where we engage third parties such as agents, distributors or joint venture partners, we have an obligation to undertake a rigorous and comprehensive due diligence process, before entering into any binding or contractual arrangements. In addition, OMA must periodically review the performance of all appointed third parties to ensure ongoing compliance.

The reporting requirement of this Policy is also applicable to OMA's contractors, consultants, intermediaries and suppliers. This Policy is intended to supplement all applicable laws, rules, and other corporate policies. It is not intended to replace any local laws.

## DEFINITIONS

**Bribery:** A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

It does not matter whether the bribe is:

- ◆ Given or received directly or through a third party (such as someone acting on OMA's behalf, for example an agent, distributor, supplier, joint venture partner or other intermediary); or
- ◆ For the benefit of the recipient or some other person.

**Corruption** includes dishonest and/or illegal behaviour, lack of integrity, and bribery. It is the misuse of power for private profit, or the misuse of entrusted power for private gain.

Bribery and corruption can take many forms, including the provision or acceptance of:

- ◆ Cash payments
- ◆ Kickbacks
- ◆ Political contributions
- ◆ Social benefits
- ◆ Gifts, travel, hospitality, and reimbursement of expenses
- ◆ Facilitation payments (payments made to perform their normal job)
- ◆ Uncompensated use of company services or facilities

**Facilitation or "grease" payments:** Facilitation payments are typically small or unofficial payments made to secure or expedite a routine government action by a government official. OMA Group does not make, nor will accept facilitation payments of any kind. Making of such payments, regardless of how small, is strictly forbidden.



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## How do I know if something is a bribe?

In most circumstances, common sense will determine when a bribe is being offered.

However, here are some questions to ask if in doubt:

- ◆ Am I being asked to pay something or provide any other benefit over and above the cost of the services being performed? For example an excessive commission, a lavish gift, a kickback or make a contribution to a charity or political organisation?
- ◆ Am I being asked to make a payment for services to someone other than the service provider?
- ◆ Are the hospitality or gifts I am giving or receiving reasonable and justified? Would I be embarrassed to disclose them to anyone, including my superiors?
- ◆ When a payment or other benefit is being offered or received, do I know or suspect it is to induce or reward favourable treatment, to undermine an impartial decision making process or to persuade someone to do something that would not be in the proper performance of their job?

## POLICIES & PROCEDURES

### General prohibition

Acts of bribery or corruption will not be tolerated under any circumstances. Any proven breach of this policy or any local laws, will result in disciplinary action being taken against the individual(s) concerned and may result in dismissal from the Company.

A bribe does not actually have to take place – the mere promise of a bribe or agreeing to receive one is sufficient and is strictly forbidden.

Bribery is prohibited when dealing with any person whether they are in the public or private sector. Some countries however, have specific controls and checks in place when dealing with public officials and this policy includes specific requirements in these circumstances.

### Gifts, hospitality and expenses

OMA employees must avoid situations which could interfere, or appear to interfere, with the impartial discharge of their duties. OMA prohibits the offer or receipt of items, where the act is, or could reasonably be perceived to be, for the purpose of bribery. Such items might be gifts, entertainment, hospitality, donations, or travel. All will be scrutinised to test their legitimacy. OMA strictly rejects any items intended or likely to affect the independence of the recipient.

Giving or receiving of gifts or hospitality is often an important part of maintaining and developing business relationships. However, all gifts and hospitality should be for a genuine purpose, reasonable, and given in the ordinary course of business.

Lavish or unreasonable gifts or hospitality, whether these are given or received, are unacceptable as they can create the impression that we are trying to obtain or receive favourable business treatment by providing individuals with personal benefits. In addition, gifts and hospitality can themselves be a bribe. Be careful to avoid even the appearance that the giving or accepting of gifts or hospitality might influence the decisions you take on behalf of OMA.

This policy does not prohibit normal and appropriate hospitality and gifts (given or received) to or from third parties and the giving or receiving of gifts, provided that this is done in accordance with regulations.

### Commissions

All payments and commissions to third parties must be made only in the company name and must:

- ◆ Be made in accordance with OMA and the local policies relevant in our business as set by your Country Manager;
- ◆ Be made via bank transfer and be fully accounted for;
- ◆ Must be in line with generally accepted rates and business practice for the service in question and should not be unjustifiably excessive or unsupported;
- ◆ Must be made in accordance with the terms of the contract with the person or company providing the services.

If you have any concerns about the arrangements with any third party and that they may not be in accordance with this policy, you should seek guidance from your Country Manager immediately.

### Dealing with public officials

Although this policy applies to both public and private sectors, dealing with public officials poses a particularly high risk in relation to bribery due to the strict rules and regulations in many countries. Public officials include those in government departments, but also employees of government owned or controlled commercial enterprises, international organisations, political parties and political candidates.

The provision of money or anything else of value, no matter how small, to any public official for the purpose of influencing them in their official capacity is strictly forbidden.

In accordance with the OMA Code of Ethics, political donations by, or on behalf of OMA, are prohibited.



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## Audits

Audits of all OMA offices, sub agents & contractors and any third party suppliers of services, will be conducted periodically to ensure that the requirements of this Policy and applicable procedures and guidelines are being followed. Audits may be conducted internally by OMA, or by OMA appointed independent parties. Audit documentation shall include performance improvement action plans.

## Whistle blowing

OMA is committed to ensuring that employees can speak up with confidence if they have any concerns or need to ask for help. If you suspect or observe anything that you think might be in contravention of this policy, you have an obligation to report it. You should raise your concerns with your local **Anti-bribery & Corruption Officer** in the first instance.

OMA will not tolerate retaliation, in any form, against anyone who genuinely raises a concern or reports what they believe to be improper, unethical or inappropriate behaviour. All reports will be treated confidentially.

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 your Country Manager.

We take our policy very seriously and employees are encouraged to raise any concerns they have directly with the Country Manager.

## RECORD KEEPING

We must keep financial records and have appropriate internal controls in place, which will evidence the business reason for making payment to third party.

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

You must ensure all expense claims relating to hospitality, gifts or expenses incurred to third party are pre-approved by the Country Manager. The reason for the expenditure must be clearly stated.

All accounts, invoices, memoranda and other documents and records relating to dealing with third parties, such as customers, 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.

## COMMUNICATION & TRAINING

OMA provides appropriate training, education and guidance to all our staff related to our policies and procedures. We incorporate anti-bribery and anti-corruption clauses into our contractual agreements with sub-agents and consultants.

## GETTING HELP

If you are unsure about your obligations under this policy, you should contact one of the following people for help:

- ◆ In the first instance, your Country Manager
- ◆ Secondly, the Group Operations Director, the Group Finance Director or the Managing Director

## REFERENCES

**FCPA:** The Foreign Corrupt Practices Act is a US federal law that applies to any U.S. person, U.S. business, foreign corporation, or foreign national with a connection to the United States that engages in foreign corrupt practices, whether or not they are physically present in the United States. In the case of foreign natural and legal persons, the Act covers their actions if they are in the United States at the time of the corrupt conduct. The FCPA governs not only payments to foreign officials, candidates, and parties, but any other recipient if part of the bribe is ultimately attributable to a foreign official, candidate, or party which are not restricted to just monetary forms and may include anything of value.

**UKBA:** The United Kingdom Bribery Act 2010 is an act of the Parliament of the United Kingdom that covers the criminal law relating to bribery. A very strict act that has broad jurisdiction allowing for the prosecution of an individual or company with links to the United Kingdom, regardless of where the crime occurred, the UKBA extensively covers general bribery offenses, bribery of foreign public officials, failure of commercial organisations to prevent bribery, and the prosecution and penalties for bribes.

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