


OPENCOLLAB (Pty) Ltd

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Document Name	ANTI-BRIBERY AND CORRUPTION POLICY	

1. Objective of the policy:

- 1.1 OPENCOLLAB (the Company) is committed to achieving the highest standard of ethical conduct and to ensuring that management, employees and others who may provide services on its behalf act in compliance with all applicable laws regulating the combatting of bribery and corruption.
- 1.2 OPENCOLLAB does not tolerate any form of bribery or corruption. It is thus Policy that all Employees and Representatives comply with the Prevention and Combating of Corrupt Activities (PCCA) Act 12 of 2004 and support the policy on the SADC Protocol against Corruption, created by the Southern African Development Community as signed by the Heads of State/Government and take cognizance of the Protected Disclosures Act 26 of 2000.
- 1.3 This policy applies to all Company officers, Directors, board members, Employees, and temporary workers (such as consultants or contractors) as well as all third-parties or representatives acting with or in corporation to the Company, no matter where they are located or what they do.

2. Purpose of the policy:

- 2.1 This policy provides guidance on the standards of behaviour to which all parties must adhere. Most of these standards reflect common sense and good business practices that all are expected to work to in any event.
- 2.2 The policy is designed to help identify when something is prohibited so that bribery and corruption are avoided and also to provide help and guidance should there be any uncertainty about whether there is a problem and further advice is required.

3. Definitions:

- 3.1 For the purpose of this Policy the following definitions shall apply:
 - 3.1.1 *Agent* means any authorized representative who acts on behalf of the Company and includes a director, officer, employee or other person authorized to act on behalf of the Company.
 - 3.1.2 *Business* means any business, trade, occupation, profession, calling, industry or undertaking of any kind, or other activity carried on for gain or profit by any person within the Republic or elsewhere, and includes all property derived from or used in or for the purpose of carrying on such other activity, and all the rights and liabilities arising from such other activity;
 - 3.1.3 *Gifts* include receipt of loans, payments, services, personal travel, gifts or favours of more than token value from customers or suppliers, or from a person doing or seeking to do business with

the Company, any gratuity, discount, entertainment, hospitality, forbearance, or other tangible or intangible item having monetary value, including but not limited to, cash, food and drink.

3.1.4 *Gratification* includes –

- a) Money, whether in cash or otherwise;
- b) Any donation, gift, loan, fee, reward, valuable security, property or interest in property of any description, whether movable or immovable or any other similar advantage;
- c) The avoidance of a loss, liability, penalty, forfeiture, punishment or other disadvantage
- d) Any office, status, honour, employment, contract of employment or services, any agreement to give employment or render services in any capacity and residential or holiday accommodation;
- e) Any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- f) Any forbearance to demand any money or money's worth or valuable thing;
- g) Any other service or favour or advantage of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and includes the exercise or the forbearance from the exercise of any right or any official power or duty;
- h) Any right or privilege
- i) Any valuable consideration or benefit of any kind, including any discount, commission, rebate, bonus, deduction or percentage;

3.1.5 *Property* means money or any other movable, immovable, corporeal or incorporeal thing, whether situated in the Republic or elsewhere and includes any rights, privileges, claims, securities and any interest therein and all proceeds thereof;

3.1.6 *Valuable security* – means any document –

- a) Creating, transferring, surrendering or releasing any right to, in or over property;
- b) Authorizing the payment of money or delivery of any property; or
- c) Evidencing the creation, transfer, surrender or release of any such right, the payment of money or delivery of any property or the satisfaction of any obligation.

4. Bribery:

4.1 Bribery involves the following:

4.1.1 When a financial or other advantage is offered, given or promised to another person with the intention to induce or reward them or another person to perform their responsibilities or duties improperly (it does not have to be the person to whom the bribe is offered that acts improperly);
or

4.1.2 When a financial or other advantage is requested, agreed to be received or accepted by another person with the intention of inducing or rewarding them or another person to perform their responsibilities or duties inappropriately (it does not have to be the person who receives the bribe that acts improperly).

4.2 It does not matter whether the bribe is –

4.2.1 Given or received directly or through a third party (such as someone acting on the Company's behalf, for example an agent, distributor, supplier, joint venture partner or other intermediary);
or

4.2.2 For the benefit of the recipient or some other person.

4.3 Bribes can take many forms, for example:

4.3.1 Money (or cash equivalent such as shares);

4.3.2 Unreasonable gifts, entertainment or hospitality;

4.3.3 Kickbacks;

4.3.4 Unwarranted rebates or excessive commissions;

4.3.5 Unwarranted allowances or expenses

4.3.6 Uncompensated use of Company services or facilities; or

4.3.7 Anything else of value.

4.4 OPENCOLLAB has a policy of zero tolerance toward any form of bribery.

5. **Corruption:**

5.1 According to the PCCA Act, any agent who, directly or indirectly accepts or agrees or offers to accept any gratification from any other persons, whether for the benefit of himself or for the benefit of another person; or gives or agrees or offers to give to any other person any gratification, whether for the benefit of that other person or for the benefit of another person,

in order to act, personally or by influencing another person so to act, in a manner:

5.1.1 That amounts to the –

5.1.1.1 Illegal, dishonest, unauthorized, incomplete, or biased, or

5.1.1.2 Misuse or selling of information or material acquired in the course of the

exercise, carrying out or performance of any powers, duties or functions arising out of a constitutional, statutory, contractual or any other legal obligation;

5.1.2 That amounts to –

5.1.2.1 The abuse of a position of authority;

5.1.2.2 A breach of trust; or

5.1.2.3 The violation of a legal duty or a set of rules,

5.1.3 Designed to achieve an unjustified result; or

5.1.4 That amounts to any other unauthorized or improper inducement to do or not to do anything,
is guilty of the offence of corruption.

5.2 The SADC Protocol against Corruption more broadly defines corruption to include:

5.2.1 Bribery or any other behaviour in relation to persons entrusted with responsibilities in the public and private sectors which violates their duties as public officials, private employees, independent agents or other relationships of that kind and aimed at obtaining undue advantage of any kind for themselves or others.

5.3 OPENCOLLAB has a policy of zero tolerance toward any form of corruption.

6. Hospitality and Gifts:

6.1 Except in unusual circumstances, gifts or favours having values beyond common courtesy or accepted business practice should be declined or returned.

6.2 Gifts of money or other valuables can never be accepted.

6.3 A staff member must without any delay report to a superior, any offer made by an external person, company, supplier, or contractor which, if accepted by the member of staff, would result in a conflict of interest.

6.4 Employees who have questions regarding this policy or who are uncertain as to whether a conflict of interest exists should confer with their supervisors or the relevant Manager.

7. Whistleblowing:

7.1 The Company is committed to ensuring that employees can speak up with confidence if they have any concerns or need to ask for help. If an employee suspects or observes anything that might be in contravention of this policy, an obligation to report it exists. The Company will not tolerate retaliation in any form against anyone for raising concerns or reporting what they genuinely believe to be improper, unethical or inappropriate behaviour. All reports will be treated confidentially and any person reporting such behaviour will be protected from being subjected to an occupational detriment. Any provision in any contract or agreement is void insofar as it purports to exclude any provision of this policy to refrain from instituting or continuing with any proceedings from blowing the whistle on issues raised by this policy.

8. Violations:

8.1 Any employee or agent of OPENCOLLAB who abuses or breaches any of the principles within this policy will be subject to corrective action, up to and including termination of the employment or work contract. If necessary, OPENCOLLAB also reserves the right to advise appropriate legal officials of any illegal activities by offenders.