



LOGICALIS GROUP LIMITED

ANTI-BRIBERY POLICY

*NOTE THAT THERE CAN BE NO LOCAL ADAPTATION OF THIS POLICY UNLESS
APPROVED IN WRITING BY LOGICALIS GROUP
(THIRD EDITION, ISSUE DATE JANUARY 2017)*

Contents

1.	Policy statement.....	1
2.	Who is covered by the policy	1
3.	What is bribery	1
4.	Gifts and hospitality	2
5.	What is not acceptable.....	3
6.	Facilitation payments and kickbacks	4
7.	Charitable and political donations	4
8.	Vendor marketing technology funds	5
9.	Vendor incentive schemes	5
10.	Your responsibilities	5
11.	Record-keeping.....	6
12.	How to raise a concern	9
13.	What to do if you are a victim of bribery or corruption.....	9
14.	Protection.....	10
15.	Communication	10
16.	Monitoring and review.....	10

SCHEDULE

Schedule 1	Potential risk scenarios: "red flags"	11
------------	---	----

1. POLICY STATEMENT

- 1.1 It is Logicalis Group's policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships and to implement and enforce effective systems to prevent bribery.
- 1.2 This policy incorporates by reference the Datatec Code of Ethics. In the event of any inconsistency between this policy and the Datatec Code of Ethics the document which requires the higher standard of conduct shall apply.
- 1.3 The purpose of this policy is to:
- (a) set out our responsibilities, and the responsibilities of those working for us, in observing and upholding our position on bribery and corruption; and
 - (b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- 1.4 In this policy, **third party** means any individual or organisation you come in contact with during the course of your work, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

2. WHO IS COVERED BY THE POLICY

This policy applies to all individuals working at all levels and grades, including directors, senior managers, permanent, fixed-term and temporary employees, consultants, contractors, trainees, seconded staff, casual workers and agency staff, or any other person associated with us by contract, or any of our subsidiaries or their employees, wherever located (collectively referred to as **Workers** in this policy).

3. WHAT IS BRIBERY

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

Examples:

Offering a bribe

You offer a potential customer 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 and to induce the customer to act improperly. The company may also be found to have committed an offence because the offer has been made to obtain business for the company. It may also be an offence for the potential customer to accept your offer.

Receiving a bribe

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, and because you would be acting improperly in your role to agree to use your influence in this way.

Bribing a government official

You arrange for the company to make an additional payment to a government official to speed up an administrative process, such as clearing goods through customs.

The offence of bribing a government official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for the company. The company may also be found to have committed an offence.

4. GIFTS AND HOSPITALITY

4.1 This policy does not prohibit normal and appropriate hospitality and gift giving if the following requirements are met (and the procedures in section 8 are adhered to):

- (a) the gift/hospitality is not made with the intention of influencing a third party:
 - (i) to obtain or retain business or a business advantage, or
 - (ii) to reward the provision or retention of business or a business advantage, or
 - (iii) in explicit or implicit exchange for favours or benefits; or
 - (iv) to act improperly in any way;
- (b) the gift/hospitality is given in the name of your company, not in your name;
- (c) the gift/hospitality does not include cash or a cash equivalent (such as gift certificates);
- (d) the gift/hospitality is of an appropriate type and value and is given at an appropriate time, for example a small gift at Christmas;
- (e) there is a legitimate business reason for giving the gift/hospitality;
- (f) the gift/hospitality is given openly and not secretly; and

- (g) a gift should not be offered to, or accepted from, government officials or their representatives, politicians or any political parties. Hospitality may be given to such individuals provided the other requirements of this section 4 and section 8 are met.

4.2 Logicalis Group appreciates that the practice of giving business gifts and hospitality varies between countries and regions and what may be acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, justifiable and lawful in the jurisdiction in which the gift or hospitality is given. The intention behind the gift or hospitality must always be considered.

4.3 Logicalis Group will sometimes offer or agree to pay for customers or potential customers to attend vendor events such as vendor conferences, briefing centres, demonstrations and proof of concept testing. This can include payment of the cost of entry, hotels and travel. These events can offer a valuable marketing tool to Logicalis. Such payments are allowed under this policy so long as:

- (i) they satisfy the requirements set out herein;
- (ii) a Logicalis Group representative also attends the event; and
- (iii) they are approved in accordance with section 8.

Logicalis Group must not offer or agree to pay for spouses/partners of customers/potential customers to attend such events.

4.4 Gifts and hospitality must be approved in accordance with section 10.

5. WHAT IS NOT ACCEPTABLE

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

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that that the recipient will act improperly in some way; that a business advantage will be received; or to reward a business advantage already given;
- (b) give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to facilitate or expedite a routine procedure;
- (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them or with the expectation that you will act improperly in some way;
- (d) threaten or retaliate against another Worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (e) engage in any activity that might lead to a breach of this policy.

5.2 Some “red flags” that may indicate bribery or corruption are set out in Schedule 1 attached to this policy.

6. FACILITATION PAYMENTS AND KICKBACKS

- 6.1 It is not acceptable to make or receive any facilitation payments or "kickbacks" (see definition below).
- 6.2 Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by a government official. Kickbacks are typically payments made in return for a business favour or advantage. Both types of payments are classified as bribes under this policy. No facilitation payments or kickbacks may be made by any Worker. Further, all Workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.
- 6.3 If you are asked to make a payment on your company's behalf, you should always be mindful of what the payment is for and whether the amount requested is properly demanded and proportionate to the goods or services provided. You should not make the payment yourself and reclaim it as expenses, but request the finance department to make the payment so that it will be subject to our normal financial controls and scrutiny. If you have any suspicions, concerns or queries regarding a requested payment, you must raise these with your in-house legal counsel, the head of Human Resources, Finance Director (or CFO) or Managing Director (or CEO) in your country.

7. CHARITABLE AND POLITICAL DONATIONS

Charitable and political donations can be abused as a means of paying a bribe. It is not acceptable for any Logicalis Group subsidiary to make contributions to political parties. Only charitable donations that are legal and ethical may be made. Furthermore, no donation may be offered or made without the prior approval of the Managing Director (or CEO) or Finance Director (or CFO) in your country.

8. VENDOR MARKETING TECHNOLOGY FUNDS

In some parts of Logicalis Group's business, funds are provided in partnership with vendors for the purposes of providing marketing and/or technology support to particular customers. The funds are created via discounts offered by vendors on sales to Logicalis Group. The creation and use of such funds is not prohibited by this policy provided they are managed in an open and transparent manner and are formally documented.

Any payments made using such funds must satisfy the requirements of this policy.

9. VENDOR INCENTIVE SCHEMES

In some countries, certain vendors may offer incentive schemes to reward Workers for selling their products. Such incentive schemes can pose a bribery risk, where Workers may be incentivised to act to the detriment of Logicalis Group or a customer (for example by selling at a lower margin than might otherwise be achievable or recommending a solution to a customer that is not the most appropriate) in order to gain a personal benefit. Such incentive schemes are not prohibited by this policy but Logicalis has the right to deny participation in any incentive program deemed to be in conflict with its business objectives, is in conflict with the Code of Conduct Policy or this anti-Bribery Policy. Any vendor incentive scheme that may be perceived in conflict with the principles of this anti-Bribery Policy or the Code of Conduct should be disclosed by the Worker and approval obtained before any reward is accepted and recorded in accordance with Section 11.

10. YOUR RESPONSIBILITIES

- 10.1 You must ensure that you read, understand and comply with this policy.
- 10.2 All Workers are required to avoid any activity that might lead to, or suggest, a breach of this policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all Workers.
- 10.3 Any hospitality (excluding expenditure on meals to the value and frequency set out below) or gifts, whether given or received, must be approved by Nominated Senior Management (senior management personnel who have been nominated by the Managing Director (or CEO) in your country to approve hospitality or gifts given or received), prior to being given or received as the case may be.
- 10.4 Any hospitality in the form of expenditure on meals with a value less than \$150 (or local currency equivalent) per person on a single occasion or to the same recipient within one month, must be claimed through your country's expense claim system. If you are in doubt as to the value of the anticipated expenditure then please obtain pre-approval for this.
- 10.5 Any hospitality in the form of expenditure on meals with a value greater than \$150 (or local currency equivalent) per person on a single occasion or to the same recipient

within one month, whether given or received, must be approved by Nominated Senior Management.

- 10.6 Any provision of hospitality for public officials must be approved in writing by the public body receiving it prior to being provided, making sure that it is clear who and what the hospitality is for. Approval must also be sought in advance from your Managing Director (or CEO). If there is any doubt about the legality of the hospitality, advice should be obtained from either in-house or external legal counsel.
- 10.7 Any donation or expenditure on hospitality or gifts which **in aggregate** exceeds \$1,000 for a single event or to the same recipient within one month, whether given or received, must be approved by your Managing Director (or CEO) prior to being provided or accepted. The approval request must include details of the amount and who and what the hospitality or gift is for.
- 10.8 In addition, if a Logicalis Group subsidiary company makes a donation or provides a gift or hospitality with a potential value (i.e. even if the actual value is not precisely known) greater than \$1,000 per recipient, approval must be obtained from the Logicalis Group Chief Financial Officer prior to making such donation, gift or hospitality. The approval request must include details of the business purpose, the amount and for who and what the hospitality or gift is for.
- 10.9 Flights paid for by Logicalis on behalf of a third party must be economy class unless business class is approved in writing in advance by your Managing Director (or CEO). Managing Directors (or CEOs) may approve business class flights if they are content, having considered all the circumstances, that the provision of business class flights is not and could not be seen to be an inducement (or reward) to the recipient to act improperly or to award business or a business advantage to any company within Logicalis Group. The reason for their decision must be recorded in writing and a copy provided to the Nominated Person (see 11.3 below).
- 10.10 You must promptly notify your manager, your in-house legal counsel, head of Human Resources, Finance Director (or CFO) or Managing Director (or CEO) in your country, if you believe or suspect that a conflict with this policy has occurred, or have reason to believe such conflict will occur in the future. Some "red flags" that may indicate bribery or corruption are set out in Schedule 1 attached to this policy.
- 10.11 Any employee who breaches this policy will face disciplinary action, which may include dismissal. We reserve our right to terminate our contractual relationship with Workers if they breach this policy.

11. RECORD-KEEPING

- 11.1 All Logicalis Group subsidiary companies must keep records and have appropriate internal controls in place which evidence the business reason for all hospitality, gifts or donations provided to third parties or received from third parties.

- 11.2 The Managing Director (or CEO) of each Logicalis Group subsidiary may nominate certain senior management (“Nominated Senior Management”) to have responsibility for approving hospitality or gifts that are either given or received. The Nominated Senior Management must submit all details of hospitality or gifts, either given or received, to the Nominated Person (see 11.3 below).
- 11.3 Each Logicalis Group subsidiary company must nominate a person (the “Nominated Person”) from their Finance, Human Resources or Legal departments who will have responsibility for managing and co-ordinating all matters pertaining to Logicalis Group’s Anti-Bribery Policy. Logicalis Group must be advised of the Nominated Person’s contact details.
- 11.4 Details of any hospitality or gifts received by Workers from a third party other than those below a threshold value of \$40 (or local currency equivalent) must be recorded in a register maintained by the Nominated Person. The register must include details of the amount and who and what the hospitality or gift was for.

Guidance for recording hospitality or gifts received (Section 11.4)

The thresholds provided below represent the minimum thresholds for Workers to record details of hospitality or gifts received in the register held by the Nominated Person.

A. Hospitality incidental to a business meeting greater than \$150 per head

Workers need to record hospitality received that is incidental to a business meeting and has a value greater than \$150 per head.

Such hospitality may include tea, coffee, refreshments and sandwiches provided at a business meeting or a lunch or dinner held after a business meeting.

B. Incidental gifts received of a business nature with a value greater than \$40

Any gifts received of a business nature and that in aggregate have a value greater than \$40 (for example the receipt of branded marketing materials), must be recorded.

C. Hospitality or gifts below the thresholds noted above but received with a frequency of more than four times a month?

If a Worker receives hospitality or gifts more than four times a month from the same source, details of the hospitality or gifts received must be recorded even if the amounts fall below the thresholds noted above.

Workers responsibility for recording incidental hospitality and gifts

In determining whether or not to record hospitality or gifts received which are below the monetary thresholds noted above, each worker should consider the nature of the hospitality or gift in the context of the business relationship, how the hospitality or gift would be perceived by an independent third party and whether the nature of the hospitality or gift would influence the Workers objectivity with the client.

If in doubt as to the value of the gift or hospitality or whether it will have an impact on the Worker's objectivity, then details of the hospitality or gift should be included within the register maintained by the Nominated Person.

- 11.5 Any donation, hospitality or gift provided to any third party (excluding the provision of Logicalis branded marketing materials which in aggregate have a value less than \$40) must be recorded in a register maintained by the Nominated Person. The register must include the following details:
- (a) the value of the donation, hospitality or gift;
 - (b) who the donation, hospitality or gift was for; and
 - (c) the reason for the donation, hospitality or gift.

Guidance for recording hospitality provided (Section 11.5)

Workers need not record hospitality provided that is incidental to a business meeting and that is provided in-house. Such hospitality may include tea, coffee, refreshments and sandwiches provided at a business meeting.

- 11.6 Details of all donations, hospitality and gifts provided or received must be submitted to Logicalis Group by the Nominated Person on a quarterly basis.

12. HOW TO RAISE A CONCERN

You are encouraged to promptly raise concerns about any issue or suspicion of a violation of this policy. 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 line manager, in-house legal counsel, head of Human Resources, Finance Director (or CFO) or Managing Director (or CEO) in your country. It is thereafter the responsibility of in-country management to report violations or potential violations to the Group CFO.

13. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

- 13.1 It is important that you inform your line manager, in-house legal counsel, head of Human Resources, Finance Director (or CFO) or Managing Director (or CEO) in your country, 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 any other form of unlawful activity.
- 13.2 Alternatively, if you wish to report bribery or corruption or suspected bribery or corruption independently of Logicalis and Datatec, you should contact the Group's "Whistleblowing Hotline" by dialling + 27 31 3080 680. The "Whistleblowing Hotline" is operated independently of Logicalis and Datatec and therefore Workers can be assured that calls to it can be made in strict confidentiality.

14. PROTECTION

14.1 Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Logicalis Group encourages openness and will take no adverse action against anyone who raises, in good faith, concerns regarding compliance with this policy, even if they turn out to be mistaken.

14.2 Logicalis Group is 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 corrupt offences have 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 your line manager, in-house legal counsel, head of Human Resources, Finance Director (or CFO) or Managing Director (or CEO) in your country. Alternatively, you may also contact the Logicalis Group Company Secretary.

15. COMMUNICATION

15.1 This policy must be circulated to all Workers and must form part of the induction process for all new Workers.

15.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners.

16. MONITORING AND REVIEW

16.1 Each Logicalis Group subsidiary must monitor and review the effectiveness of this policy and regularly consider its suitability, adequacy and effectiveness. Internal control systems and procedures must be subject to regular reviews to provide assurance that they are effective in countering bribery and corruption.

Schedule 1 Potential risk scenarios: "red flags"

The following is a list of possible "red flags" that may arise during the course of your work for Logicalis. This is not an exhaustive list 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 in-house legal counsel, Human Resources, Finance Director (or CFO) or Managing Director (or CEO) in your country, who should ensure that a formal risk assessment and appropriate action is taken:

- (a) You become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) 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 foreign government officials;
- (c) You become aware that the company engages a third party to enhance its prospects of being included in a tender or a pre-qualification list;
- (d) A government official insists on receiving an unofficial "inspection fee" before an inspection certificate is issued;
- (e) 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;
- (f) 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;
- (g) A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (h) A third party requests an unexpected additional fee or commission to facilitate a service;
- (i) A third party demands entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (j) A third party requests that a payment is made to "overlook" potential legal violations;
- (k) A third party requests that you provide employment or some other advantage to a friend or relative;
- (l) You receive an invoice from a third party that appears to be non-standard or customised;
- (m) A third party insists on the use of side letters or refuses to put terms agreed upon in writing;
- (n) You notice that we have been invoiced for a commission or fee payment that appears large, or disproportional given the service stated to have been provided;
- (o) 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 us;
- (p) You are offered an unusually generous gift or offered lavish hospitality by a third party.