

ANTI-CORRUPTION POLICY

Approved By:

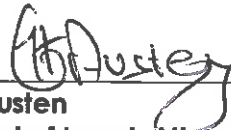


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Company Secretary
(Duly authorised by Exco)

Date: 29 July 2016

Next revision: 30 April 2017

Approved By:



H Austen
Head of Legal: Attacq Ltd

Date: 29 July 2016

ATTACQ ANTI-CORRUPTION MISSION STATEMENT:

At the Attacq group of companies and in alignment with international laws, we conduct business in utmost integrity and do not condone any form of corruption including, but not limited to, we do not promise, give, offer, authorize directly or indirectly a bribe or anything of value to anyone-including any of its service providers or any government official/employee with the goal of improperly influencing any decision to obtain or retain business or to secure any advantage to Attacq or any of its employees.

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1. **DEFINITIONS**

- 1.1 **"Abuse of Power"** means using a position of authority to improperly benefit or to discriminate against another person;
- 1.2 **"Attacq"** means Attacq Limited (Registration Number: 1997/000543/06) and its direct and indirect subsidiaries. For the purpose of this definition, subsidiary means a company controlled by a holding company. At the date of this Policy, this includes Attacq Waterfall Investment Company Proprietary Limited, Attacq Retail Fund Proprietary Limited, Attacq Management Services Proprietary Limited, Attacq Retail Services Proprietary Limited, Lynnwood Bridge Office Park Proprietary Limited, Brooklyn Bridge Office Park Proprietary Limited, the Property Associations at Lynnwood Bridge and Waterfall;
- 1.3 **"Attacq Affected Persons"** means any person, including Attacq Employees, suppliers, service providers and any other third party contractors, who receives or is entitled to receive remuneration from Attacq in exchange for goods or services rendered to Attacq. A joint venture partner of Attacq is included in the definition;
- 1.4 **"Attacq Employees"** means any employee of Attacq whether in a permanent or temporary position;
- 1.5 **"Bribe/Bribery"** means anything of value given in an attempt to affect a person's actions or decisions in order or to gain or retain a business advantage, including but not limited to, cash, entertainment or other gifts or courtesies. Bribery also refers to "Active Bribery" which refers to a party who offers or actually pays the bribe, and "Passive Bribery" which refers to the recipient who receives the Bribe;



- 1.6 **"Corruption"** means dishonest or fraudulent conduct by those in power, typically involving a Bribe, Kickbacks, Embezzlement, Favouritism, Fraud, Nepotism and also includes acts on Insider Trading / Abuse of Privileged Information, which conduct also amounts to an Abuse of Power (see clause 2 below for a more detailed discussion on the term "corruption");
- 1.7 **"Embezzlement"** means misappropriation of property under control of a person for own use ie taking stationery from Attacq for your child's new school year;
- 1.8 **"Favouritism"** means giving unfair preferential treatment to one person or group to the detriment of another;
- 1.9 **"Fraud"** means and act of deception intended to result in financial or personal gain;
- 1.10 **"Insider Trading / Abuse of Privileged Information"** means the use of privileged information and knowledge that the Attacq Employee possesses emanating from his/her office and thus having an unfair advantage to any other person to obtain or accrue a benefit for himself from such information;
- 1.11 **"Kickbacks"** means an illicit payment whether by way of goods or money made to someone in return for facilitating a transaction or appointment;
- 1.12 **"Nepotism"** means a person in an influential position, giving property maintenance contracts, employment or any undue benefit in relation to Attacq to family members or friends without going through the formal procurement process for appointments/hiring/employment;
- 1.13 **"the POCA Act"** means the Prevention and Combating of Corrupt Activities Act, 2004.
- 1.14 **"this Policy"** means the Anti-corruption Policy encapsulated herein and as amended from time to time;

2. INTRODUCTION AND DISCUSSION OF THE MEANING OF "CORRUPTION"

- 2.1 Under the POCA Act , a person is guilty of the offence of Corruption if that person directly or indirectly –
 - 2.1.1 accepts or agrees or offers to accept any gratification from any other person, whether for the benefit of himself or herself or for the benefit of another person; or

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- 2.1.2 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
- (a) that amounts to the –
 - (i) illegal, dishonest, unauthorised, incomplete, or biased; or
 - (ii) 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,
 - (b) that amounts to the –
 - (i) the abuse of a position of authority;
 - (ii) a breach of trust; or
 - (iii) the violation of a legal duty or a set of rules;
 - (c) designed to achieve an unjustified result; or
 - (d) that amounts to any other unauthorised or improper inducement to do or not to do anything.
- 2.2 It is clear from the above and as stated in the definition as well that Corruption takes many forms It is usually designed to obtain financial benefits or other personal gain. For example, Bribes are intended to influence behavior which could be in the form of money, a privilege, an object of value, an advantage, or merely a promise to influence a person in an official or public capacity. Usually, two people are involved and both will benefit.
- 2.3 A Bribe encompasses more than the transferring of money and entails the transfer of "anything of value". This may gifts, tickets to events, loans made outside normal lending practices, employment for a friend or family member, rendering of services for free or deeply discounted. The act of offering a Bribe is a violation even if there was no exchange of "anything of value".
- 2.4 As an Attacq employee, you will be accountable whether you pay a Bribe yourself or whether you authorise, assist, or conspire with someone else to violate an anti-corruption or anti-bribery law.
- 2.5 Attacq is committed to doing business to the highest integrity and anti-corruption standards, which is expected to be upheld by all Affected Persons. In addition, these parties are expected to abide by all anti-corruption/bribery

laws and also take every step to avoid even the perception of impropriety or conflict of interest (see clause 5.5 below for the proposed clause to be inserted in all agreements entered into with Affected Persons).

3. SCOPE OF THE ANTI-CORRUPTION POLICY

To assist Attacq Employees in combating Corruption within Attacq, Attacq has implemented this Anti-Corruption Policy which is applicable to Attacq Employees in all dealings and transactions in all countries where Attacq operates. Attacq Employees are expected to read, understand and abide by this policy.

4. INTERACTION OF THE ANTI-CORRUPTION POLICY WITH OTHER ATTACQ POLICIES RELEVANT TO THIS POLICY

Attacq has implemented a number of policies related to this Anti-Corruption Policy and the attention of Attacq Employees is drawn to the fact that adherence to these policies are also a requirement for employment.

4.1 Business gifts and entertainment

To ensure that Attacq Employees act at all times impartially and with the highest integrity in treating all stakeholders equally and to assist employees in this regard, Attacq has implemented a Gift Policy.

Attacq Employees are expected to comply with the "Gift Policy" which must be read in conjunction with this policy.

4.2 Insider Trading / Abuse of Privileged Information

As Attacq operates as a listed company within the JSE environment, Attacq Employees are often privy to information which might constitute information which if used improperly or unlawfully lead to the offence of "insider trading".

Attacq Employees are expected to comply with the "Insider Trading Policy" which must be read in conjunction with this policy.

4.3 Whistleblowing

See the discussion below regarding the Whistleblowing Hotline implemented by Attacq and the "Whistleblowing Hotline Policy" to be complied with by Attacq Employees.

5. RESPONSIBILITY OF ATTACQ EMPLOYEES IN IMPLEMENTING ANTI-CORRUPTION MEASURES, REPORTING OF CORRUPTION AND AVAILABILITY OF WHISTLEBLOWING HOTLINE

5.1 Attacq takes Corruption very seriously. Any violation of this policy will be regarded as a serious matter by Attacq and is likely to result in the Attacq

Employee being subjected to disciplinary proceedings in accordance with disciplinary codes of Attacq. As such Attacq employees must ensure that they have read, understand and comply with this policy and the policies referred to in 4 above. Please request your line manager for assistance to ensure that you have read and understood all the policies.

- 5.2 **If an Attacq employee becomes aware of any form of Corruption (in the wide sense discussed above including receiving a request for a bribe or forced by means of extortion to agree to a bribe), this must be reported immediately to the employee's line manager and the Legal Department who will advise you on the correct course of action to take.**
- 5.3 **To ensure transparency, unbiased treatment of all stakeholders and avoidance of any conflict of interest between yourself as an Attacq Employee and the interests of Attacq, you are required to disclose to your line manager in writing any personal interest that you might have in any contract awarded by Attacq to an Attacq Affected Person.**
- 5.4 To protect Attacq employees' anonymity, Attacq has made an anonymous **Whistleblowing Hotline** available where any form of Corruption can be reported.

These are the contact details of the Whistle Blowers Hotline:

Toll free 0800 111 609
 E-mail attaca@whistleblowing.co.za
 Website www.whistleblowers.co.za

As an Attacq Employee your attention is drawn to the separate Whistleblowing Hotline policy which must be read with this policy

- 5.5 To ensure communication to Attacq Affected Persons of Attacq's compliance with the POCA Act and industry norms relating to anti-corruption, Attacq Employees need to ensure that in all dealings with Attacq Affected Persons, the following clause is inserted in any contract entered into with an Attacq Affected Person. Please contact your line manager or the Legal Department should you need assistance in ensuring that the clause is indeed included.

"[Insert the name of the party with whom Attacq is contracting] shall:

(a) comply with all applicable laws, statutes, regulations relating to anti-corruption including but not limited to the Prevention and Combating of Corruption Act 12 of 2004 ("POCA") and not engage in any activity, practice or conduct which would constitute an offence under the Prevention and Combating of Corruption Act 12 of 2004 if such activity, practice or conduct had been carried out in South Africa;

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(b) promptly report to _____ **[Insert name of relevant Attacq company entering into the agreement]** any request or demand which if complied with would amount to a breach of this Agreement or a breach of Attacq's Anti-Corruption Policies.

Breach of this clause shall be deemed a material breach of this Agreement entitling _____ **[Insert name of relevant Attacq company entering into the agreement]** to terminate the Agreement immediately and claim damages under the said breach"

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