



## **LOGICALIS GROUP LIMITED**

**AND ALL ITS SUBSIDIARIES**

**(TOGETHER “LOGICALIS”)**

## **ANTI-BRIBERY POLICY**

*NOTE THAT THERE CAN BE NO LOCAL ADAPTATION OF THIS POLICY UNLESS  
APPROVED IN WRITING BY LOGICALIS GROUP  
(FIFTH EDITION, ISSUE DATE MARCH 2020)*

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## 1. POLICY STATEMENT

- 1.1 It is Logicalis' 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 Logicalis Code of Conduct policy. In the event of any inconsistency between this policy and the Logicalis Code of Conduct policy 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<sup>1</sup>, 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 improper commercial, contractual, regulatory or personal advantage.

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<sup>1</sup> A 'public body' is a formally established organisation that is (at least in part) publicly funded to deliver a public or government service, though not as a ministerial department.

**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 10 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) except when they are given as part of a marketing campaign and are less than US\$25 per person;
- (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 11 are met.

4.2 Logicalis 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 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 representative also attends the event; and
- (iii) they are approved in accordance with section 11.

Logicalis 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 11.

## **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 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 as per the authority matrix applicable in your country.

## **8. VENDOR MARKETING TECHNOLOGY FUNDS**

In some parts of Logicalis' 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. 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 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 Logicalis 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 Logicalis Code of Conduct Policy should be disclosed by the Workers and approval obtained before any reward is accepted and recorded in accordance with Section 12.

## **10. DUE DILIGENCE**

10.1 Before entering into any arrangement with a third party who will be acting on the behalf of or representing Logicalis Group, proportionate enquiries should be made into their background, capabilities and reputation. In particular, consideration should be given as to whether there is any suggestion or risk that the third party in question might be particularly susceptible to engaging in bribery or other corrupt activities.

10.2 Whilst it is acknowledged that some limited dealings with third parties may be necessary before the due diligence process on that third party has been completed and/or a written agreement entered into with the Logicalis, this should be considered to be the exception rather than the rule and in any event is only permitted if the following guidelines are followed:

- (a) it is never appropriate to engage third parties to undertake high-value, high-risk or complicated transactions without the due diligence process on that third party having been satisfactorily completed and a signed written agreement entered into;
- (b) it is never appropriate to engage third parties before the due diligence process on that third party has been satisfactorily completed and a signed written agreement entered into if there are any signs that such third party is liable engage in bribery or other corrupt activities on the behalf of Logicalis Group; and
- (c) engaging third parties prior to the due diligence process on that third party having been satisfactorily completed and a signed written agreement entered into should only ever be considered to be an interim measure. The unwillingness of a third party to participate in a timely manner in the due diligence process and/or delays or refusals to enter into a written agreement without good reason should be considered signs that such third party is susceptible to engaging in bribery or other forms of corrupt activities.

## **11. YOUR RESPONSIBILITIES**

11.1 You must ensure that you read, understand and comply with this policy.

11.2 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.

11.3 Any provision of hospitality with a value less than US\$300 (or local currency equivalent) per person on a single occasion or to the same recipient within one month, must be approved by your normal expense review and expense procedure. If there is any doubt about the legality of the hospitality, advice should be obtained from either in-house or external legal counsel or HR Department.

- 11.4 Any provision of hospitality with a value more than US\$300 (or local currency equivalent) per person on a single occasion or to the same recipient within one month, must be approved in writing as follows:
- by your 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). If there is any doubt about the legality of the hospitality, advice should be obtained from either in-house or external legal counsel or HR department.
  - In case of a public body, by the public body receiving it prior to being provided, making sure that it is clear who and what the hospitality is for;
- 11.5 Any hospitality received with a value more than US\$300 (or local currency equivalent) per person on a single occasion or to the same recipient within one month, must be approved by Nominated Senior Management prior to being received where possible or within 30 days of its receipt where not possible beforehand. If there is any doubt about the legality of the hospitality, advice should be obtained from either in-house or external legal counsel or HR Department.
- 11.6 Any gifts whether given or received with a value over \$40 (or local currency equivalent) must be approved by Nominated Senior Management prior to being given or received or within 30 days of its receipt.
- 11.7 Any expenditure on hospitality or gifts which **in aggregate** exceeds the amount for a single event or to the same recipient within one month under the authority matrix applicable in your country, whether given or received, must be approved strictly as required by the authority matrix prior to being provided or accepted/received. The approval request must include details of the amount and who and what the hospitality or gift is for.
- 11.8 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. The reason for their decision must be recorded in writing and a copy provided to the Nominated Person (see 12.3 below).
- 11.9 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.



- 11.10 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.

## **12. RECORD-KEEPING**

- 12.1 All Logicalis 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.
- 12.2 The Managing Director (or CEO) of each Logicalis 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 12.3 below).
- 12.3 Each Logicalis 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 this Anti-Bribery Policy. Logicalis Group must be advised of the Nominated Person's contact details.
- 12.4 Details of any donation, hospitality or gifts given or received above the thresholds mentioned in this policy must be recorded in a register maintained by the Nominated Person and submitted to the Logicalis Group by the Nominated Person. The register must include details of the amount and who and what the donation or hospitality or gift was for.

## **13. 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.

## **14. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION**

- 14.1 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.
- 14.2 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 or 0800 721 0755 for employees in Latam. Calls to the "Whistleblowing Hotline" are made in strict confidentiality.

## **15. PROTECTION**

- 15.1 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 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.
- 15.2 Logicalis 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.

## **16. COMMUNICATION**

- 16.1 This policy must be circulated to all Workers and must form part of the induction process for all new Workers.
- 16.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners.

## **17. MONITORING AND REVIEW**

- 17.1 Each Logicalis 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.