

Anti-Bribery and Corruption Policy

Target audience	All employees or third parties	
Reviewer	Legal	Sicelo Kula and John Giles
Responsible Person	Human Capital Executive	Portia Modisaesi
Approver: Committee	Chairman: Social and Ethics Committee	Oliver Fortuin
Approver: Board	Chairman: Board	Craig Chambers
Annexure Attached	No	
Implementation Date		
Current Version	V1.2	
Next Revision Date		
Other relevant policies	The Ethics and Conduct Policy, Gifts Entertainment and Expenses Policy, and Conflict of Interests Policy	

1. INTRODUCTION

- 1.1. Adapt IT recognises that bribery and corruption is a significant challenge that many organisations globally face. Adapt IT is, therefore, committed to maintaining the highest standards of honesty, integrity and ethical conduct. Adapt IT has adopted this policy to ensure consistent and effective investigation, reporting and disclosure and minimisation of any occurrences of bribery, corruption within Adapt IT.
- 1.2. Adapt IT supports and fosters a culture of zero tolerance of bribery and corruption in all of its activities, and aligns itself not only with local best practice, but international best practice in combating the problem.
- 1.3. Adapt IT intends to promote consistent organisational behaviour by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

2. OBJECTIVE

Adapt IT intends to use this policy as a tool to combat bribery and corruption in all Adapt IT activities, including the activities of employees and third parties, irrespective of the countries where Adapt IT conducts business.

3. DEFINITIONS

Throughout this document, unless otherwise stated, the words defined below have the meanings stated opposite them:

- 3.1. **“Adapt IT”** – means Adapt IT Holdings Limited and its group of companies. This includes divisions, subsidiaries, joint ventures or any other entities where Adapt IT exercises control.
- 3.2. **“board”** – means the Governing Board of Adapt IT.
- 3.3. **“director”** – means Independent Non-Executive Director, Non-Executive Director and Executive Director.
- 3.4. **“employees”** – means any employee of Adapt IT, including Directors, Prescribed and other Company Officers, permanent and temporary staff.
- 3.5. **“HOD”** – means the Head of Department.
- 3.6. **“corruption”** – means all unethical conduct, as defined in the Ethics and Conduct Policy and further explained in this policy, including bribery, as further explained in the Gifts, Entertainment and Expenses Policy.

4. THE POLICY

- 5.1. Employees must immediately report all allegations or incidents of bribery and corruption to their immediate manager or, if the employee has reason to believe that his/her immediate manager is involved, to the next level of management. Should the person wish to remain anonymous, they can report the matter to the Ethics Hotline, as the Ethics and Conduct Policy further explains.
- 5.2. Adapt IT will investigate all allegations or incidents of bribery and corruption and apply all remedies available within the full extent of the law, as well as the application of appropriate prevention and detection controls.

5.3. Adapt IT will take action against all employees or third parties who commit an act of bribery and corruption, up to and including termination with cause of its relationship with the relevant employee or third party.

5.4. Where possible and practicable, Adapt IT will pursue full recovery of all losses resulting from an act of bribery and corruption.

5. CONFIDENTIALITY

Adapt IT will treat all information relating to the reporting and investigation of bribery and corruption confidentially, including the identity of employees who have reported bribery and corruption they suspect or are aware of. Adapt IT will not disclose or discuss the progression of investigations with any persons other than those who have a legitimate right to such information.

6. PUBLICATION OF SANCTIONS

Adapt IT's Executive Committee or the Social and Ethics Committee will decide, in consultation with appropriate senior managers, whether any information relating to corrective actions Adapt IT has taken or sanctions it has imposed, regarding incidents of bribery and corruption, should be brought to the direct attention of any person or made public through any other means.

7. APPLICATION OF PREVENTION CONTROLS AND DETECTION MECHANISMS

9.1. In respect of all reported incidents of bribery and corruption, managers are required to immediately review, and where possible, improve the effectiveness of the controls which have been breached in order to prevent similar irregularities from taking place in future.

9.2. Adapt IT's Executive Committee will assist in deciding, in consultation with appropriate senior managers, whether any information relating to control deficiencies should be brought to the direct attention of any other senior member of management in an unaffected division, in order to assist all Group divisions to implement adequate preventative controls.

9.3. Adapt IT's Executive Committee and any managers involved in the affected division will, in identifying effective prevention controls and detection mechanisms to address bribery and corruption specifically, have regard not only to international best practice, but relevant local laws such as the Prevention and

Combating of Corrupt Activities Act of 2004, and any local standards specific to Adapt IT's industry for further guidance.

APPROVED BY THE CHAIRMAN OF THE SOCIAL AND ETHICS COMMITTEE

Name:

Signature:

Date:

APPROVED BY THE CHAIRMAN OF THE BOARD

Name:

Signature:

Date:

