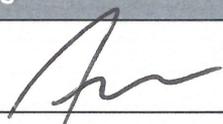




ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Corporate Services

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REFERENCE DOCUMENTS

Applicable Legislation and Best Practice Standards
United Kingdom Bribery Act 2010
U.S. Foreign Corrupt Practices Act of 1977
South African Prevention and Combating of Corrupt Activities Act 12 of 2004
Protected Disclosures Act 20 of 2000 ("the Whistle-Blowers' Act")
Companies Act 71 of 2008
US OFAC Regulations
US Export Administration Regulations
King IV Report on Corporate Governance
OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions
UN Global Compact

ABBREVIATIONS, TERMS

Abbreviations/Terms	Definition
DRA	DRA Group
EU	European Union
OECD	Organisation for Economic Co-operation and Development
SA	South Africa
UK	United Kingdom of Great Britain and Northern Ireland
UN	United Nations
USA	United States of America

RELATED POLICIES

Policy Number	Policy Description
DRA-00-CS-POL-004	Conflicts of Interest Policy
DRA-00-CS-POL-005	Gifts, Entertainment and Hospitality Policy
DRA-00-CS-POL-006	Duress Payments Policy
DRA-00-CS-POL-007	Whistle-Blowing Policy
DRA-00-CS-FO-001	Declaration Regarding any Conflict of Interest
DRA-00-CS-REG-001	Gifts, Hospitality, Entertainment or other Benefits Register
DRA-00-CS-REG-002	Duress Payments Register
DRA-00-CS-POL-002	DRA Code of Conduct
-	DRA's Objectives/Criteria for Supporting CSI Initiatives
-	DRA Values Statement

DEFINITIONS

Abbreviations/Terms	Definition
An associated person	As defined by the UK Bribery Act, is a “person who performs services for or on behalf of the organization”. For the purposes of this policy, the full definition as set out in the UK Bribery Act is applied.
The Board	The board of directors of the Company.
Bribery	Means where a person offers, promises, gives or receives, demands or accepts a financial or other advantage to/from another person with the intention to bring about the improper performance by that other person of a relevant function or activity, or to reward such improper performance. It also includes situations where the offer or acceptance of the advantage is, in itself, improper.
Conflict of Interest	Means “a situation in which the concerns or aims of two different parties are incompatible”, or “a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity ¹ .”
Corruption	Is broadly defined as “the abuse of power for personal gain” and bribery and fraud are considered to be aspects of corrupt practices.
Director	Independent Non-Executive Director, Non-Executive director and Executive Director
Duress payments	Means payments that a person/Employee are forced to make against his or her will.
Employees	Any employee of the Group; including directors, prescribed and other company officers, permanent and temporary staff.
The Company	DRA Group Holdings Proprietary Limited, registration number 1999/027606/07 (“the DRA Group”);
Facilitation Payments	Means small bribes paid to facilitate routine government action.
The Group or The DRA Group	DRA Group Holdings Proprietary Limited and all its subsidiaries.

¹ Oxford Dictionary

TABLE OF CONTENTS

1	INTRODUCTION	5
2	SCOPE AND PURPOSE	5
3	THE COMPANY POLICY ON ANTI-BRIBERY AND ANTI-CORRUPTION.....	5
4	REGULATORY AND VOLUNTARY STANDARDS.....	6
5	PROCEDURES FOR PREVENTING BRIBERY AND CORRUPTION	7
6	ROLES AND RESPONSIBILITIES.....	8
7	TRAINING AND COMMUNICATION.....	8
8	RECORD KEEPING	9
9	MONITORING AND REVIEWING.....	9
10	RAISING CONCERNS AND SEEKING GUIDANCE	9
11	WHO CAN I CONTACT FOR FURTHER CLARIFICATION AND INFORMATION ON THIS POLICY?	9

LIST OF TABLES

Table 5-1: Summary of the Company's Policies and Procedures	7
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1 INTRODUCTION

The purpose of this policy overview is twofold:

- a) Firstly, to set out the minimum expected standards for preventing bribery and corruption in the Company; and
- b) Secondly, to provide a concise summary of the various the Company policies that are relevant in part, or in whole, to address anti-bribery and anti-corruption requirements in the Company.

This policy reflects our cultural and ethical commitment to preventing bribery and corruption, as well as our compliance to specific legal requirements within the various jurisdictions in which we operate.

This policy exists to set out the responsibilities of the Company and its Employees with regard to observing and upholding our zero-tolerance position on bribery and corruption, in any form.

It also exists to act as a source of information and guidance for those working for the Company.

2 SCOPE AND PURPOSE

This policy applies to the DRA Group and its divisions, departments and business units worldwide.

This policy applies to all Employees (whether temporary, fixed-term or permanent), consultants, associated persons, contractors, trainees, seconded staff, home-workers, casual workers, agency staff, apprentices, volunteers, interns, agents, sponsors, or any other person associated with the Company (including third parties), or any of our subsidiaries/affiliates or their Employees, no matter where they are located.

For the purposes of this policy, associated person has the definition given to it in the definitions section of the policy, and third party refers to any associated person, individual or organisation of the Company meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, partners, joint ventures, advisers and government/public (if applicable) parties.

Any arrangements the Company makes with an associated person or third party shall be subject to clear contractual terms, including specific provisions that require the third party to comply with minimum standards and procedures relating to anti-bribery and anti-corruption.

3 THE COMPANY POLICY ON ANTI-BRIBERY AND ANTI-CORRUPTION

The Company is committed to maintaining the highest standards of honesty, integrity and ethical conduct.

This policy and its supporting policies, as referenced herein, are clear and unambiguous in their zero-tolerance approach to bribery and corruption, in both private and public sector transactions, with the inclusion of facilitation payments.

The Code of Conduct clearly states the Directors and Employees:

- a) Are to be well-informed regarding ethical conduct and must be sensitised to the Company's standards of ethical business conduct;
- b) Must consider whether the actions of others may be unethical, and to report conduct which is, or appears to be, in conflict with the Code of Conduct;
- c) Must not accept or offer substantial business courtesies or gifts, either in cash or in kind, in connection with their employment;
- d) Must recuse themselves from any official action or decision-making process which may result in personal gain;
- e) Must refrain from undertaking remunerative work without permission outside their official duties, which may present a conflict of interest;

- f) Must perform their duties with honesty, integrity and to the best of one's ability; and
- g) Must actively discourage any form of victimisation, discrimination or retribution against those who report, or intend to report, breaches of the Code of Conduct.

Unethical conduct may or may not constitute illegal or corrupt behaviour. The Code of Conduct defines ethical behaviour and required standards of conduct. The consequences of violation of the Code of Conduct by an Employee include, but is not limited to, appropriate disciplinary action.

All cases of alleged bribery and corruption will be investigated and followed up by applying all available remedies.

Employees who commit an act of bribery or corruption will be subject to disciplinary action, up to and including termination of employment with cause.

4 REGULATORY AND VOLUNTARY STANDARDS

Bribery is a criminal offence in many countries and corrupt acts expose the Company and its Employees to the risk of prosecution, substantial fines and imprisonment, as well as endangering the reputation to the business.

Good corporate governance is essentially about effective, ethical leadership. While leadership starts with each individual Director, it finds its expression through the Board as a collective, setting the appropriate example and tone which is referred to as ethical governance. King IV explains the governance of ethics as the role of the governing body in ensuring that the ethical culture within the organisation is aligned to the tone set by the governing body through the implementation of appropriate policies and practices².

Regulatory Standards

- a) The Company policies support the objectives of the Prevention and Combating of Corrupt Activities Act (as amended) and the Organisation for Economic Cooperation and Development (OECD) Anti-Bribery Convention, to which South Africa is a signatory.
- b) Furthermore, the policies also recognise all applicable laws in the countries in which the Company operates. The policies recognise the requirements of the UK Bribery Act, the US Foreign Corrupt Practices Act and all other legislation which may be specific to certain Company entities and/or operations.
- c) This policy and supporting policies as referenced herein have been developed in accordance with the "adequate procedures" contained in the UK Bribery Act, to prevent bribery and corruption.

Voluntary Standards

- a) The Code of Conduct and Code of Ethics sets the tone and provides the overall values-based framework that sets out the common behavioural principles applied throughout the Company and the top-level commitment to upholding ethical standards.
- b) In conjunction with the Code of Conduct, the Compliance Management Programme sets-out, among other things, a framework for creating practical anti-bribery and anti-corruption preventative measures throughout the Company. It is an internal document used within the Company to set the required standards for governance and control.
- c) The Company intends to become a signatory to the United Nations Global Compact, which is a voluntary international standard for conducting business. One of the principles set out in the Compact is that business should work against corruption in all its forms, including extortion³ and bribery.

² https://www2.deloitte.com/za/en/pages/africa-centre-for-corporate-governance/articles/kingiv_ethical_leadership.html (last visited 29/03/2017)

³ Note that the Foreign Corrupt Practices Act and the Guidance to the UK Bribery Act issued by the UK Ministry of Justice refers to extortion fees as facilitation payments. In South Africa, extortion is a common-law offence, ruled by criminal law

5 PROCEDURES FOR PREVENTING BRIBERY AND CORRUPTION

The procedures and policies adopted by the Company to prevent bribery and corruption include applying due diligence procedures and taking a risk-based approach in respect of third parties/associated persons to ensure compliance with all applicable laws and regulations relating to anti-bribery and anti-corruption. The policies and procedures applied are proportionate to the related risks and these include, but are not limited to, the following:

- a) A high-level risk assessment, conducted periodically, to assess key compliance risks including the risks of bribery and corruption and any other risks in applicable legislation;
- b) Appropriate due diligence procedures are applied in accordance with the Due Diligence Explanatory and Questionnaire;
- c) The Code of Conduct and Code of Ethics is communicated to all Employees.
- d) The various policies relating to anti-bribery and anti-corruption, and as referenced herein, are communicated to Employees;
- e) Training and communication of policies is proportionate and ongoing;
- f) There are approved guidelines on contractual arrangements with third parties/associated persons in high-risk areas, with requirements for them to comply with all applicable laws and regulations relating to anti-bribery and anti-corruption;
- g) There are processes and procedures in place to investigate, respond to and report on violations and incidents; and
- h) Any person who wishes to report allegations of bribery, corruption or unethical conduct may use the confidential tip-offs anonymous hotline or website, the details of which are provided in the Whistle-Blowing Policy.

Table 5-1: Summary of the Company's Policies and Procedures

Name of Policy	Purpose
Gifts, Entertainment and Hospitality Policy	To set out the minimum expected standards that must be applied when offering or receiving a gift, invitation or other hospitality. Such benefits and/or expenditure is required to be managed and must at all times be proportionate to the business circumstances to which the benefit and/or expenditure relates.
Duress Payments Policy	To provide an explanatory on what duress payments are, and how to report on payments made under duress.
Conflicts of Interest Policy	Requires all Employees to avoid any conflict between their interests and those of the Company, and to disclose promptly any actual or potential conflicts. The purpose of the policy is to ensure that the name, reputation and integrity of the Company is paramount and not compromised.
Whistle-Blowing Policy	To ensure the necessary protection of whistle-blowers and to provide a procedure in terms of which information can be confidentially reported and disclosed.
Due Diligence Explanatory and Questionnaire	To manage corruption risks associated with third parties and associated persons. It is a process of investigating the background of such parties or persons before entering into a business relationship. It is aimed at ensuring that the engagement procedures with such parties and persons incorporate appropriate risk-based procedures to prevent bribery and corruption when doing business with such parties and persons.
DRA's objectives/criteria for supporting Corporate Social Investment Initiatives	To be read in conjunction with the Gifts, Entertainment and Hospitality Policy, with specific reference to the section dealing with sponsorships and donations. The objectives

Name of Policy	Purpose
	are aligned with the Company's values and policies, and demonstrate the Company's corporate social responsibility and commitment to local communities and the countries in which it does business, and fits logically into its drive for sustainability.
Procurement Procedure	Sets out the procedures to be followed for the procurement of goods, works and services by the Company itself, or by the Company for and on behalf of a third party. The procedure followed is transparent and complies with the Company's corporate governance standards.
Tender Opening Procedure	Sets out the procedures to be followed for the receipt and opening of all tenders. The procedure followed is transparent and complies with the Company's corporate governance standards.

In addition to these policies that apply to all business operations of the Company, there are also departmental and divisional policies and procedures which may apply.

6 ROLES AND RESPONSIBILITIES

The Board has the responsibility of ensuring compliance with this policy and the discretion to define the processes, procedures and other mechanisms by which this policy is implemented within the Company.

It is the responsibility of the Social and Ethics Committee to implement this policy and supporting policies, and to monitor compliance thereon in accordance with their function as set out in the Social and Ethics Committee's Terms of Reference. The Social and Ethics Committee will report to the Board on any issues of non-compliance and/or changes/amendments to the policy.

It is the responsibility of operational management to ensure that all procedures are implemented in accordance with this policy.

As an Employee, you must ensure that you read, understand and comply with the information contained within this policy, and with any training or other anti-bribery and anti-corruption information you may be given.

All Employees are equally responsible for the prevention, detection and reporting of bribery and other forms of corruption. Employees are required to avoid any activities that could lead to, or imply, a breach of this policy.

7 TRAINING AND COMMUNICATION

All Employees will be provided with relevant training on the contents of this policy and on how to adhere to this policy. They will be provided with relevant anti-bribery and anti-corruption training in accordance with the UK Bribery Act where the Board, at its discretion, feels that their knowledge is required to be enhanced. Employees will be required to formally accept that they understand and will comply with the provisions of this policy.

The Company will provide training on this policy as part of the induction process, for all new Employees. New Employees will be required to formally accept that they understand and will comply with the provisions of this policy.

The Company's anti-bribery and anti-corruption policy and zero-tolerance attitude will be clearly communicated to all associated persons, third parties, suppliers, contractors, business partners etc. at the outset of business relations, and as appropriate thereafter.

As general good practice, all businesses should provide their employees with anti-bribery and anti-corruption training where there is a potential risk of facing bribery and/or corruption during the normal course of their work activities.

8 RECORD KEEPING

The Company will keep detailed and accurate financial records, and will have appropriate internal controls in place to act as evidence of all payment made or received.

The Company will declare and keep a written record of all duress payments made on a duress payments register.

The Company will record and monitor all conflicts of interest, or potential conflicts of interest.

The Company will keep a written record of the amount and reason for entertainment, hospitality or gifts accepted or given in excess of the amounts stated in the Gifts, Entertainment and Hospitality Policy. Furthermore, it is understood that gifts, entertainment and acts of hospitality are subject to managerial review.

9 MONITORING AND REVIEWING

The Social and Ethics Committee is responsible for monitoring the effectiveness of this policy, and related policies, and will review the implementation of it on a regular basis. The Committee will assess its suitability, adequacy and effectiveness, in conjunction with the Company compliance custodian (if any).

Internal control systems and procedures designed to prevent bribery and corruption are subject to regular audits to ensure that they are effective in practice.

Any need for improvement to such systems and procedures and this policy, and its related policies, will be applied as soon as practicably possible. Employees are encouraged to offer their feedback on this policy if they have any suggestions as to how it can be improved. Feedback of this nature should be addressed to a member of the Social and Ethics Committee.

This policy does not form part of an Employee's contract of employment and as such, the Company may amend it at any time so as to improve its effectiveness at combating bribery and corruption.

10 RAISING CONCERNS AND SEEKING GUIDANCE

If any Employee and/or person becomes aware of a circumstance or action that violates or appears to violate the provisions of this policy on anti-bribery and anti-corruption, they are encouraged to contact their supervisor/manager. In the event that this does not resolve the issue, they can report such circumstances or action to a member of the Social and Ethics Committee. Should an Employee and/or person not feel comfortable reporting this to a person within the Company, they can contact the tip-offs anonymous hotline, the details of which are contained in the Whistle-Blowing Policy.

The tip-offs anonymous line is an independent and confidential system for reporting allegations of unethical behaviour, illegal actions or actions that violate the Code of Conduct.

The Company is committed to ensuring that no Employee suffers any occupational detriment as a result of reporting a genuine concern in good faith.

11 WHO CAN I CONTACT FOR FURTHER CLARIFICATION AND INFORMATION ON THIS POLICY?

At any time, if an Employee, shareholder, affiliate and/or business partner of the Company requires clarification, enumeration and/or explanation on the contents of this policy or the contents of the International Anti-Bribery Laws, Sanctions Laws and Anti-Bribery and Sanctions Legislation, such requests can be directed to a member of the Social and Ethics Committee.