



ANTI-BRIBERY & ANTI-CORRUPTION POLICY

POLICY BRIEF & PURPOSE

OMA Group's core values of customer focus form the foundation for conducting our business with honesty, integrity and high ethical standards.

This Policy sets out our commitment to preventing and detecting instances of bribery and corruption of all types.

SCOPE

This policy outlines our standards for interactions with all external parties, including but not limited to any commercial counterpart, agents, joint venture partners, distributors, government employees and government entities.

We take reasonable measures to ensure that all interactions with external parties, with whom we work, demonstrate respect and compliance with anti-corruption laws and regulations, such as those set out in this policy.

POLICY STATEMENTS

- ◆ We are committed to do business with integrity and to comply with applicable laws and regulations, internal policies and procedures and the OMA Group Code of Conduct.
- ◆ We adhere to the laws and regulations, applicable in the countries where we do business.
- ◆ We conduct business ethically and transparently.
- ◆ We prohibit all forms of bribery, corruption and other behaviour that could cause or appear to cause improper influence.
- ◆ We prohibit facilitation payments.

KEY ELEMENTS

No improper Inducements

- ◆ We will not offer, promise or provide any inducements, such as payments or other items or services of value or of perceived value to obtain an improper advantage in any of our business transactions or interactions.
- ◆ We will not select someone to provide services, in order to directly or indirectly, obtain an improper advantage or improperly influence or encourage a decision or action.
- ◆ Neither will we offer indirect inducements, such as those made to family members.

Legitimate Purpose

- ◆ We must have a legitimate business reason and proper motive for everything we do.
- ◆ External parties may only be engaged to provide services for which we have a legitimate business need that is defined and documented in advance, and for which such persons are appropriately qualified.
- ◆ Meals, drinks, travel, entertainment and accommodation can only be offered, provided or paid for in connection with a legitimate business reason, and only to the actual participants, and never to influence or personally benefit third parties, and always in accordance with local requirements.
- ◆ Grants and donations can only be given in the spirit of being a good corporate citizen and in accordance with local requirements and the principles of the OMA Group's Code of Conduct.

Transparency & Documentation

- ◆ We ensure that all interactions with external parties are transparent and accurately documented.
- ◆ The purpose and appropriateness of any payment, gift, hospitality, entertainment and similar arrangement must be clear.
- ◆ Books, records and accounts must accurately and fairly reflect all transactions and dispositions in reasonable detail.

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Reasonableness of Value, Amount and Frequency

- ◆ Anything we pay or provide must be reasonable and permissible under applicable laws and regulations.
- ◆ Payments (including discounts or commissions) must be reasonable and in line with prevailing market rates and in accordance with internal control requirements. The "Fair Market Value" is objectively determined according to the standards of the relevant country.
- ◆ Items or services of value, including gifts, hospitality, accommodation, entertainment and travel must be permissible under applicable requirements and be reasonable and not lavish nor excessive in value, amount or frequency.

GIFTS AND HOSPITALITY

OMA Group has built a strong reputation as an ethical, trustworthy company. OMA Group employees are responsible for protecting that reputation by demonstrating honesty and integrity in all their interactions with business partners, stakeholders, customers and each other.

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties. The giving or receipt of gifts is acceptable if the following requirements are met:

- ◆ the gift is given in OMA Group's name, not the employee's
- ◆ it is not made with the intention of influencing a third party
 - to obtain or retain business
 - to gain a business advantage
 - to reward the provision or retention of business or a business advantage
 - in explicit or implicit exchange for favours or benefits
- ◆ It is appropriate in the circumstances. For example, in some countries it is customary for small gifts to be given at the time of religious holidays

- ◆ it complies with local law
- ◆ it does not include cash or a cash equivalent (such as gift certificates or vouchers)
- ◆ taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time
- ◆ It is given openly, not secretly

The practice of giving business gifts varies between countries and regions and what may be normal and 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 and justifiable. The intention behind the gift should always be considered.

WHAT IS NOT ACCEPTABLE

It is not acceptable for any OMA Group's representative to:

- ◆ offer or accept gifts to/from government officials or representatives, politicians or political parties
- ◆ give, promise or offer a payment, gift or hospitality to a government official, agent or representative to facilitate or expedite a routine procedure
- ◆ accept payment from a third party where it is known or suspected that payment is offered with the expectation of obtaining a business advantage
- ◆ accept a gift or hospitality from a third party where it is known or suspected that the gift or hospitality is offered with the expectation of obtaining a business advantage
- ◆ give, promise or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given
- ◆ threaten or retaliate against another worker who has refused to commit a bribery offence or raised concerns under this policy or engaged in any activity that might lead to a breach of this policy

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FACILITATION PAYMENTS AND KICKBACKS

'Kickbacks' are typically payments made in return for a business favour or advantage. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.

OMA Group does not make, and will not accept, facilitation payments or 'kickbacks' of any kind and all employees must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by OMA Group.

If an employee is asked to make a payment on OMA Group's behalf, they should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. A detailed receipt must always be obtained and any suspicions, concerns or queries should be raised with the relevant manager.

GOVERNMENT EMPLOYEES

Laws and regulations are strict when dealing with Government employees and reasonable corporate hospitality that is acceptable with other business associates might not be allowable when Government employees are involved. Before any such expenses are incurred, approval must be obtained from the relevant manager or from Group Compliance.

DONATIONS

OMA Group does not make contributions to political parties. Any charitable donations must be legal and ethical under local laws and practices. No donation may be offered or made without the prior approval of a manager.

RECORD-KEEPING

Each business area and group function must keep financial records and have appropriate internal controls in place which will evidence the business reason for making such payments.

All expense claims relating to hospitality, gifts or expenses incurred to third parties must be submitted in accordance with the applicable expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, vouchers and other records relating to dealings with any stakeholders and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts may be kept "off-book" to facilitate or conceal improper payments.

REPORTING & HANDLING ALLEGATIONS

OMA Group employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If employees are unsure whether a particular act constitutes bribery or corruption, or any other queries, these should be raised with the relevant manager. If an employee believes that the manager will not deal with an issue appropriately it should be reported directly to the Compliance Officer by email to compliance@omagroup.com

HOW TO RAISE A CONCERN AS A VICTIM OF BRIBERY OR CORRUPTION

It is important that employees report to their manager or the Compliance Officer as soon as possible if they are:

- ◆ offered a bribe by a third party
- ◆ asked to provide a bribe
- ◆ suspect that either of these may happen in the future
- ◆ believe that they are the victim of another form of unlawful activity.

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PROTECTION

OMA Group encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

Employees who report a wrong-doing or raise concerns, or those who refuse to accept or offer a bribe do not need to worry about possible repercussions.

OMA Group is committed to ensuring that no one suffers *detrimental treatment as a result of refusing to take part in bribery or corruption, or through reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken or make take place.

**Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.*

ROLES AND RESPONSIBILITIES

Group Compliance

Group Compliance is the author and owner of the Anti-Bribery & Anti-Corruption Policy and as such responsible for:

- ◆ Ensuring that the Anti-Bribery & Anti-Corruption policy is communicated throughout the organization in co-ordination with country management.
- ◆ Oversight of implementation.
- ◆ Developing Group procedures which specify minimum requirements on how to achieve policy objectives.
- ◆ Developing further guidance on the policy and its objectives.

Each Business Area and Group Function

Each Country Manager and Group Function is responsible for communicating and implementing the Anti-Bribery & Anti-Corruption throughout the country organization /group function and the Group Managing Director needs to lead the implementation in co-ordination with the country management as appropriate.

Each Country Manager and Group function is responsible for performance and consequential management.

OMA Group Employees

OMA Group Employees are responsible for understanding how this policy relates to their daily work and complying with it.

Enforcement

Failure to follow the principles and steps set out in this Policy may result in disciplinary action, including termination of contract. In addition, breaches of anti-bribery or anti-corruption laws can have severe financial and reputational consequences for the OMA Group. Employees who are found guilty of involvement risk imprisonment and personal fines.

Measurement of Success

Each business area and group function needs to provide a self-assessment report regarding the implementation of, and the compliance with, this policy to the Anti-Bribery & Anti-Corruption Compliance Officer. The target setting and the performance indicators will be mutually agreed between the Anti-Bribery & Anti-Corruption Compliance Officer and each business area and group function.

The annual self-assessment reports need to be submitted to the Anti-Bribery & Anti-Corruption Compliance Officer as a minimum on an annual basis. Interim reports can be requested at any time.

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TERMS AND DEFINITIONS

Government Employees

The term "Government Employee" means (a) any officer or employee of a government entity; (b) any person or entity acting for or on behalf of any government entity; (c) any official or employee of a political party; (d) any candidate for political office or their employee; or (e) any other person who acts at the suggestion, request, direction, or for the benefit of any of the above-described persons or entities.

Government Employees include representatives or employees at any level of seniority at a government-controlled enterprise. Private persons acting for the government (including part-time) are considered Government Employees.

External Party

The term "External Party" means any person or entity, including but not limited to agents, consultants, customers, business partners or partner companies.

Bribery and Corruption

The term 'Bribery' means the offering, promising, giving, accepting, or soliciting of an advantage as an inducement for an action which is illegal, unethical, or a breach of trust. Inducement can take the form of gifts, loans, fees, rewards or other advantages (taxes, services, donations, etc). Corruption means abuse of entrusted power for private gain, which could include conflicts of interest, embezzlement, kickbacks, extortion, or nepotism/cronyism.

Employees

The term 'Employee' means a person who is hired to provide services to a company on a regular basis in exchange for compensation and who does not provide these services as part of an independent business. This includes full-time and part-time employees as well as interns and trainees.

Facilitation Payments

The term 'Facilitation Payment' means payments which are made to expedite or to secure the performance of a routine governmental action which is ordinarily and commonly performed by a governmental employee and to which the payer is legally entitled, without making such payment.

In most countries facilitation payments are prohibited by law and considered bribes.

Fair Market Value

'Fair Market Value' means the actual or cash value of an item or a service at which a buyer will buy from a seller with the assumption that both buyer and seller are in possession of all pertinent facts, and free from market restraints or pressures.

Gerrit Van Der Merwe
Group Managing Director

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