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# ANTI BRIBERY AND ANTI CORRUPTION POLICY

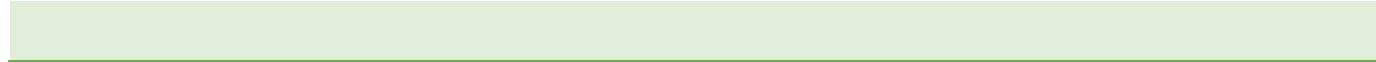
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## 1. Introduction and Context

Ganya Solutions is committed to conducting its business with integrity, transparency, and accountability. We uphold the highest standards of ethical behaviour in all our business dealings, ensuring full compliance with both domestic and international anti-bribery and anti-corruption laws, including but not limited to the South African Prevention and Combating of Corrupt Activities Act, 2004 (PCCAA), the UK Bribery Act, 2010, and the US Foreign Corrupt Practices Act (FCPA).

Bribery and corruption, in any form, undermine fair competition, create an unequal playing field, and damage the trust and reputation of businesses. As a leading provider of software solutions and data analytics services, we are committed to preventing and addressing any instances of bribery or corruption that may occur within our organization or through our third-party relationships.

## 2. Purpose

The purpose of this policy is to:

1. Reaffirm Ganya Solutions commitment to a zero-tolerance stance on bribery and corruption in all forms.
2. Establish procedures for preventing, detecting, and addressing bribery and corruption risks.
3. Ensure compliance with relevant South African and international anti-bribery and anti-corruption legislation.
4. Protect the reputation and integrity of Ganya Solutions by ensuring transparency in all business transactions.

## 3. Scope of the Policy

This policy applies to:



- All employees, directors, officers, contractors, and agents of Ganya Solutions.
- Any third parties, including suppliers, business partners, consultants, contractors, and agents who act on behalf of Ganya Solutions.
- All operations of Ganya Solutions, including domestic and international engagements.

The policy is designed to address all forms of bribery and corruption, including direct or indirect offers, payments, or inducements of any form to influence business decisions improperly.

#### 4. Legal Framework

This policy complies with the following legal frameworks, ensuring a robust response to bribery and corruption:

- **Prevention and Combating of Corrupt Activities Act, 2004 (PCCAA):** The primary anti-corruption legislation in South Africa, this act criminalizes bribery and corruption, both domestically and internationally. It includes extra-territorial jurisdiction, allowing South African courts to prosecute corruption cases that occur outside of the country.
- **UK Bribery Act, 2010:** This act establishes strict prohibitions against offering, receiving, or authorizing bribes, with a focus on both public and private sector conduct. It holds organizations accountable for failing to prevent bribery and includes penalties such as unlimited fines and imprisonment.
- **US Foreign Corrupt Practices Act (FCPA):** This act focuses on bribery of foreign officials for business advantages. It mandates accurate record-keeping and applies to US entities, including foreign subsidiaries, that engage in international business.

All employees, partners, and third parties are expected to be aware of these laws and comply with them at all times.



## 5. Definitions

**Bribery:** Bribery refers to offering, giving, receiving, or soliciting any item of value to influence the actions of an individual in a position of trust or authority. This includes financial payments, gifts, hospitality, or services provided with an intent to induce improper actions.

**Corruption:** The abuse of entrusted power for private gain, including acts of bribery, kickbacks, nepotism, and unethical business conduct.

**Facilitation Payments:** Small payments made to expedite routine government actions such as processing permits. These are illegal under the PCCA and are strictly prohibited by Ganya Solutions.

**Third Parties:** Any external entities such as suppliers, agents, or contractors who perform services or represent Ganya Solutions in any capacity.

## 6. Key Responsibilities

### 6.1 Senior Management and the Board of Directors

- Senior management and the Board are responsible for ensuring that this policy is effectively implemented and regularly reviewed.
- They will provide oversight and demonstrate top-level commitment to the fight against bribery and corruption.

### 6.2 Employees

- All employees must adhere to this policy and actively contribute to preventing, detecting, and reporting instances of bribery and corruption.
- Employees are required to complete anti-bribery training and to seek guidance from senior management if they are uncertain about any aspect of the policy.



### **6.3 Third Parties**

- Third parties acting on behalf of Ganya Solutions, including agents, contractors, and consultants, must comply with this policy.
- Due diligence will be conducted before engaging any third-party to ensure that they adhere to ethical business practice

## **7. Prohibited Conduct**

Ganya Solutions strictly prohibits all forms of bribery and corruption, including:

### **7.1 Offering and Accepting Bribes**

- No employee, agent, or contractor of Ganya Solutions may offer or accept any form of bribe in return for favorable business decisions. This includes money, gifts, hospitality, or any other benefits designed to influence business outcomes.

### **7.2 Facilitation Payments**

- Ganya Solutions prohibits facilitation payments or any small, unofficial payments made to secure routine government actions. Any exceptions to this must involve imminent threats to personal safety, and such payments must be reported to senior management immediately.

### **7.3 Political and Charitable Contributions**

- Ganya Solutions does not make political contributions to any political party, organization, or individual. Charitable donations must be transparent and must not be used as a means to gain undue business advantages.

### **7.4 Gifts, Hospitality, and Entertainment**

- While gifts and entertainment may be part of business etiquette, any form of hospitality that is intended or could be perceived as a bribe is strictly prohibited. Employees are required to disclose and record all gifts and hospitality in compliance with internal guidelines.



## 8. Due Diligence on Third Parties

Third-party relationships are a significant source of bribery risk. To mitigate this, Ganya Solutions will conduct the following due diligence procedures:

- **Assessing Reputation:** Ganya Solutions will thoroughly investigate the reputation and track record of third parties before engagement. This includes checking their compliance with anti-bribery and corruption laws.
- **Contractual Safeguards:** All third-party contracts will include specific anti-bribery clauses, making it clear that any violation of this policy will result in immediate termination of the contract.
- **Ongoing Monitoring:** Relationships with third parties will be continuously monitored to detect any signs of corruption or bribery.

## 9. Reporting and Whistleblower Protection

Employees, contractors, and third parties are required to report any actual or suspected instances of bribery or corruption immediately.

### 9.1 Reporting Mechanisms

- Reports can be made through:
  - A confidential whistleblower hotline.
  - Directly to the Head of Compliance or senior management.

### 9.2 Whistleblower Protection

- Whistleblowers will be protected from any form of retaliation, including dismissal, harassment, or adverse career consequences, provided the report is made in good faith.



## 10. Record Keeping

Accurate record-keeping is essential to comply with legal obligations and prevent the concealment of bribery and corruption. Ganya Solutions will maintain:

- Accurate financial records for all business transactions.
- Detailed records of any gifts, hospitality, or charitable donations received or given.
- Complete documentation of third-party due diligence.

All records will be maintained in accordance with relevant legislation, and any "off-the-books" transactions are strictly prohibited.

## 11. Training and Awareness

Ganya Solutions is committed to fostering a culture of integrity and compliance. To support this:

- **Mandatory Training:** All employees and third parties will receive regular anti-bribery training. This includes training on identifying bribery risks, how to report bribery, and the legal consequences of engaging in corrupt practices.
- **Awareness Programs:** Regular awareness programs will be conducted to ensure that all staff and stakeholders are familiar with this policy.

## 12. Monitoring, Auditing and Review

To ensure that this policy remains effective:

- **Regular Audits:** Periodic internal audits will be conducted to assess compliance with the anti-bribery policy and to identify potential risks.





- **Annual Review:** The policy will be reviewed annually by the Board of Directors and updated to reflect any changes in legislation or business practice.

### 13. Consequences of Violation

Violations of this policy are treated with the utmost seriousness. Any breach may result in:

- For Employees: Disciplinary action, including termination of employment and possible legal prosecution.
- For Third Parties: Termination of contracts and any legal recourse available under South African or international law.

Criminal convictions related to bribery or corruption can result in fines, imprisonment, and significant reputational damage to both individuals and the company.