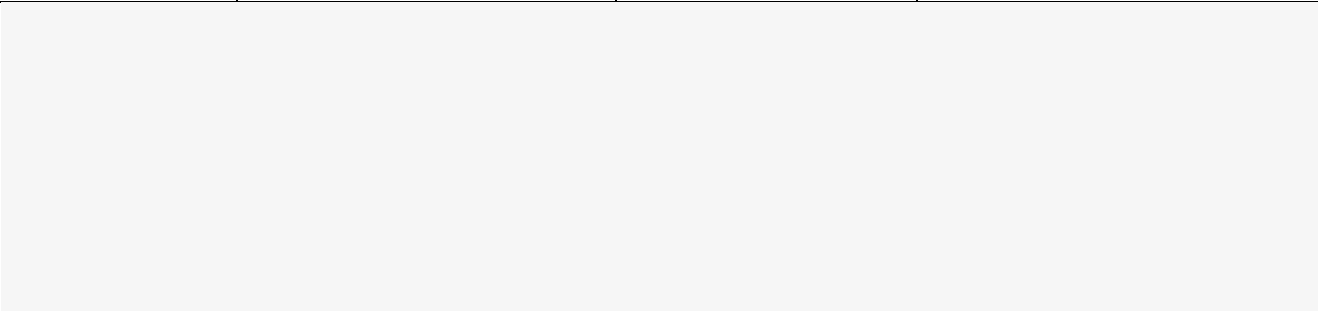




MASTER COMPANY HR PROCEDURE	
<p align="center">CPGP.HR.067.P&P ANTI-BRIBERY AND CORRUPTION POLICY</p>	
<p align="center">REVISION: 01</p>	
DATE COMPILED:18/07/2022	STATUS: ACTIVE
NEXT REVISION DATE: 18/07/2024	

LOCATION / AREA OF ACTIVITY:	
DESCRIPTION OF ACTIVITY:	

	NAME & SURNAME	COMPANY	POSITION	SIGNATURE	DATE
Compiled By:					

Directorate Review, Acknowledgement & Approval			
Full name and Surname	Designation	Date	Signature
Mr. Frik De Lange	Managing Director		



 		ANTI-BRIBERY AND CORRUPTION POLICY	
Revision Number: 01		Approved By.: MD	Owner & issued by.: HR/IR
Effective date: 18/07/2022	Next Revision Date: 18/07/2024	Document Number: HR.001.P&P	Page: 2

1. Introduction

This Anti-bribery Policy outlines the behaviour and principles required to support this commitment. It outlines Civil & Power Generation Projects (Pty) Ltd ("Civil & Power") policies and procedures intended to ensure compliance with South African Anti-corruption legislation.

This policy will enable employees to recognize when issues arise; avoid prohibited conduct where the issues are clear, and promptly seek guidance where they are not.

2. Policy Summary



- 2.1 All Civil & Power employees, officers, and directors, and all those acting for or on Civil & Power's behalf are strictly prohibited from offering, paying, soliciting, or accepting bribes or kickbacks, including facilitation payments.
- 2.2 The requirements set out in this policy apply to Civil & Power, joint ventures controlled by Civil & Power, and all their employees, officers, and directors. Joint ventures where Civil & Power doesn't have a controlling interest will be expected to comply with this/a comparable policy.
- 2.3 Agents, representatives and intermediaries who act on behalf of Civil & Power, anywhere in the world, must comply with the Civil & Power (or relevant operating company) Code of Conduct and Business Ethics ("Code of Ethics") which includes the relevant Anti-bribery provisions, or a comparable code of conduct.
- 2.4 Third parties such as suppliers and other contractors are expected to comply with the Civil & Power Code of Ethics or a comparable code of conduct.
- 2.5 Given the serious nature of a breach, an employee's failure to comply with this policy, whether intentionally or by an act of negligence, may lead to disciplinary action being taken that could ultimately result in termination of employment.

3. Relevant Law

Anti-bribery laws exist in most countries around the world. We concentrate on the law in South Africa, but Civil & Power requires compliance with the laws of all countries in which Civil & Power operate.

3.1 The Prevention and Combating of Corrupt Activities Act ("PRECCA")

- 3.1.1 Under PRECCA, the general crime of corruption happens when someone ("A") gives (or offers to give) someone in a position of power ("B") something to use their power, illegally and unfairly, for

 		ANTI-BRIBERY AND CORRUPTION POLICY	
Revision Number: 01		Approved By.: MD	Owner & issued by.: HR/IR
Effective date: 18/07/2022	Next Revision Date: 18/07/2024	Document Number: HR.001.P&P	Page: 3

the advantage of A (or someone not directly involved). Someone who solicits a bribe is also guilty of corruption, even if the offer is turned down.

3.1.2 The act doesn't necessarily have to involve money exchanging hands. Gifts, entertainment, property, employment, influence of a vote (for example in a tender process), discounts, or release from a loan are also viewed as gratification, under PRECCA.

3.1.3 PRECCA provides for extraterritorial jurisdiction – this means that even if an act of corruption was committed outside of South Africa, a court in South Africa will have jurisdiction over the offence, if certain conditions are met. The person to be charged must be a South African citizen and must ordinarily reside in South Africa or must be a corporate incorporated in South Africa.

3.1.4 PRECCA also requires all people in positions of authority in both the public and private sector to report corruption of R100 000 or more, to the police. Failure to report corruption is a criminal offence.

3.1.5 PRECCA imposes hefty penalties (fines and prison terms) for people who are convicted of corrupt activities. If convicted in the High Court, the guilty party can receive up to life imprisonment. If convicted in a regional Magistrates' court, the guilty party can receive a sentence of up to 18 years in prison, whilst a prison sentence of up to five years can be imposed if convicted in the District Magistrates Court.

4. What is Bribery?

4.1 Bribery usually involves giving or offering money, a gift or something else of value to someone in business or government in order to obtain or retain a commercial advantage or to induce or reward the recipient for acting improperly or where it would be improper for the recipient to accept the benefit. Bribery can also take place where the offer or giving of a bribe is made by or through a third party, i.e., an agent, representative or intermediary.



4.2 Both the giving and receiving of bribes is prohibited in most jurisdictions. Bribes often involve monetary payments (or the promise of payments) but can include other benefits or advantages. For example, bribes could include:

4.2.1 Lavish gifts, entertainment or travel expenses, particularly where they are disproportionate, frequent or provided in the context of ongoing business negotiations;

4.2.2 Cash payments by employees or third persons such as consortium members, introducers or consultants;

4.2.3 The uncompensated use of company services, facilities or property;

4.2.4 Loans, loan guarantees or other extensions of credit;

 		ANTI-BRIBERY AND CORRUPTION POLICY	
Revision Number: 01		Approved By.: MD	Owner & issued by.: HR/IR
Effective date: 18/07/2022	Next Revision Date: 18/07/2024	Document Number: HR.001.P&P	Page: 4

4.2.5 Providing a subcontract to a person connected to someone involved in awarding the *main contract*;

4.2.6 Engaging a local company owned by or offering an educational scholarship to a member of the family of a potential customer/public or government official; a

4.2.7 Political or charitable donations made to a third party linked to, or at the request of, someone with whom Civil & Power does business; and

4.2.8 Benefits such as the provision of an internship or work experience, whether paid or unpaid.

4.3 Facilitation payments are small payments or fees requested by government officials to speed up or facilitate the performance of routine government action (such as the provision of a visa or customs clearance). In some countries it may be considered normal practice to make such payments, but they are often nonetheless illegal in those same countries.

5. Civil & Power Policies & Procedures

5.1 Facilitation payments

5.1.1 The Civil & Power Anti-bribery Policy does not permit facilitation payments. Any request for a facilitation payment made of a Civil & Power employee or representative should be reported to your line manager or Anti-bribery and Corruption Officer (Company Secretary).



5.1.2 There may be very exceptional circumstances where a facilitation payment is unavoidable (e.g. because of a threat to, or otherwise the impact on, an individual's personal wellbeing or safety). Any such payments must immediately be brought to the attention of your line manager or Company Secretary and must be properly accounted for.

5.2 Gifts and hospitality

The exchange or provision of modest gifts and hospitality may foster goodwill in business relationships. However, they must be strictly limited in value and frequency, in keeping with customary business practice and in accordance with all applicable laws.

Employees must not request, accept, offer, or provide gifts or hospitality designed to induce, support or reward improper conduct including in connection with any business or anticipated future business involving Civil & Power: for example, where they might be seen to compromise the receiver's judgement and integrity.

This requirement extends to the provision or acceptance of gifts or hospitality through any third parties or to or by members of the family of an employee of an actual or a potential customer. In addition, employees must not provide gifts, hospitality or any other advantages to potential customers or government officials at their own expense.

 		ANTI-BRIBERY AND CORRUPTION POLICY	
Revision Number: 01		Approved By.: MD	Owner & issued by.: HR/IR
Effective date: 18/07/2022	Next Revision Date: 18/07/2024	Document Number: HR.001.P&P	Page: 5

5.2.1 What constitutes a gift or hospitality for the purposes of this policy?

Anything of value – a non-exhaustive list would include tickets to a sporting/cultural event, gift certificates, prizes, discounts, loans, travel expenses, stocks or other securities and use of facilities e.g., a holiday home.

5.2.2 When are gifts or hospitality acceptable?

5.2.2.1 You should use your own judgement to assess what is acceptable, taking account of this policy and the requirements for approval below.

5.2.2.2 Modest gifts and hospitality may usually be offered or accepted provided there is no expectation or belief that something will be given in return. Modest gifts and hospitality may include:

Small gifts, including gifts of nominal value such as calendars, diaries, pens and other small promotional items such as samples;

Occasional modest meals with people with whom you conduct business;

Occasional attendance at modest entertainment events, e.g. a musical performance, the theatre or a modest sporting event; or

Necessary and reasonable travel and accommodation expenses in connection with legitimate business trips.

5.2.2.3 Where gifts or hospitality do not fit into the above categories, or you are not sure whether they if it or are otherwise appropriate, you must seek prior approval from your line manager or the Company Secretary before offering or accepting the gift or hospitality.

5.2.3 G&H thresholds and prior approval

You must always seek prior approval for:

Any specific gift whose value exceeds R 200.00; or Entertainment / hospitality (e.g. a meal, invitation to a show or sporting event, business trip expenses or a combination of these activities) that exceeds R 1000.00 per event.



5.2.4 G&H not requiring approval

For the avoidance of doubt, the following will not require approval:

Branded promotional products of nominal value (e.g., pens, calendars, t-shirts); or

Common courtesies such as drinks, sandwiches or modest refreshments provided at Civil & Power's or a third party's premises in connection with a legitimate business meeting.

5.2.5 Additional considerations

 		ANTI-BRIBERY AND CORRUPTION POLICY	
Revision Number: 01		Approved By.: MD	Owner & issued by.: HR/IR
Effective date: 18/07/2022	Next Revision Date: 18/07/2024	Document Number: HR.001.P&P	Page: 6

5.2.5.1 As well as considering the proportionality and intent behind the proposed gift or hospitality, you should also consider the frequency and appropriateness of timing. Relatively modest gifts and hospitality that are given/received frequently or, for example, during a contract negotiation period could be perceived as inappropriate. Therefore, even where a particular proposal does not exceed the approval threshold, you must satisfy yourself that it is not appropriate or prudent to seek approval and line managers will also bear such factors in mind when approving expenses.

5.2.5.2 If you are the recipient of an unexpected gift or hospitality that appears to exceed the approval limits, you must declare the item to your line manager or the Company Secretary after the event. In respect of a gift, you may be required to return it, surrender it to Civil & Power or give it to charity if it is not considered appropriate to retain it.

5.2.5.3 All gifts and hospitality which require approval will be fully documented in the local gifts and hospitality register

5.2.5.4 Outward gifts and hospitality that are below the approval thresholds will be subject to the usual expenses approval processes and will not be approved if the relevant approver considers the expense to have been inappropriate. Such an instance will be reported to the Company Secretary

5.2.5.5 The register and the expenses process will be subject to regular review by internal audit. Such review of the register will include monitoring not only the value of individual gifts and hospitality, but also the frequency and aggregate value of gifts and hospitality offered/received by individuals/companies

5.2.6 Specifically Prohibited G&H

5.2.6.1 There are certain cases where gifts and hospitality are never acceptable, namely:

Gifts of cash or equivalents (e.g. gift certificates, loans, shares or share options);



Gifts and hospitality that are indecent, inappropriate or would damage Civil & Power's integrity or reputation;

Gifts and hospitality that breach any local law or regulation; and

Gifts and hospitality that the recipient is not permitted to receive by their employer/principal.

5.2.6.2 If there is any room for doubt in this regard, written notice of the intention to make the gift or offer the entertainment/hospitality should be given to the recipient or the recipient's employer/principal to enable them to advise in advance if acceptance by the recipient would contravene any applicable policies/local law.

5.2.6.3 Please note that special considerations apply where you intend to offer a gift or hospitality to a public or government employee or official. Other than the nominal exemptions for low value branded promotional products and modest refreshments at Civil & Power's or a third party's premises referred to above, you will always require prior approval from your local Company Secretary and registration for gifts and hospitality which are offered to government officials

 		ANTI-BRIBERY AND CORRUPTION POLICY	
Revision Number: 01		Approved By.: MD	Owner & issued by.: HR/IR
Effective date: 18/07/2022	Next Revision Date: 18/07/2024	Document Number: HR.001.P&P	Page: 7

5.2.6.4 Your local Company Secretary will be able to advise you of any relevant local variations to the policy, for example in respect of customary gifts which are lawful and do not give rise to a perception of bribery or corruption.

5.2.6.5 Further guidance on gifts, entertainment, hospitality, and hosting is contained in the process slides for giving and receiving gifts, entertainment and hospitality and relevant approval forms, together with the Approval Principles for Gifts, Entertainment or Hospitality which are available on the Civil & Power intranet.

5.3 Agents, Representatives, Intermediaries and other third parties

5.3.1 Civil & Power could be held criminally liable for the acts of agents, representatives and other intermediaries who are involved in bribery when they are acting on its behalf.

5.3.2 Before engaging a third party you should consider whether the use of such a person is necessary; whether the proposed person is appropriate for the role (including by reference to their expertise and any possible conflict of interest); and whether the proposed remuneration is appropriate.

5.3.3 Agents, representatives and intermediaries engaged to represent Civil & Power's interests must comply with the Civil & Power (or relevant operating company) Code of Conduct and Business Ethics, including relevant Anti-bribery provisions.

5.3.4 Managers are responsible for ensuring that Civil & Power's expectations in this regard are communicated to and followed by such persons/entities, and that appropriate contractual protections and safeguards are in place where necessary (standard Anti-bribery wording for representative agreements is available from your in-house legal team).



5.3.5 Thorough due diligence needs to be undertaken before engaging any agent, representative or intermediary, which may include commissioning third-party risk assessments in high-risk areas. In particular you need to find out who they are (including details of the ultimate owners of any company); what their business history is (including whether there has ever been any allegation or report of their involvement in any wrongful business conduct); and for whom they have previously worked. Appropriate references must always be obtained.

5.3.6 Business units shall be responsible for ensuring that commission and other payments to any agents, representatives, or intermediaries under an approved intermediary (or equivalent) agreement are properly recorded, approved, and paid in accordance with the agreement and any other legal requirements.

5.3.7 All payments to an agent, representative or intermediary must be made by direct bank transfer (not to any third party) into the country in which the agent, representative or intermediary has its principal place of business or performs substantial services on behalf of Civil & Power. Any request for payment to a third party of a commission, service fee or other fees in a manner that is not in accordance with this policy must be approved by the Company Secretary.

5.4 Political Donations

It is the policy of Civil & Power not to make any political donations as an organization. Employees may choose to make payments from their own money, but not with a view to influence a third party for the benefit of Civil & Power or in any way that might give the impression that such influence was intended.

 		ANTI-BRIBERY AND CORRUPTION POLICY	
Revision Number: 01		Approved By.: MD	Owner & issued by.: HR/IR
Effective date: 18/07/2022	Next Revision Date: 18/07/2024	Document Number: HR.001.P&P	Page: 8

5.5 Charitable Donations

Civil & Power believes in contributing to the communities in which it does business and permits reasonable donations to charities from Civil & Power funds. However, Civil & Power must be certain that charitable donations cannot be viewed as an attempt to buy influence for the benefit of Civil & Power or in any other way as being improper, and on a worst-case basis are not disguised unlawful payments to private individuals or public officials in violation of anti-corruption laws. Care should be taken to ensure that charity is legitimate, and that any donation is not diverted to other beneficiaries. No charitable donation should therefore be made or agreed without first referring to your Company Secretary for approval.

5.6 Internships/Work Experience

The provision of an internship or work experience, whether paid or unpaid, may be viewed as a benefit (and potentially an improper one) to a third party. No offer should be made of any internship or work experience, without first seeking approval from your Human Resources department. Any requests you receive for internships or work experience should be passed to your Human Resources department.

5.7 Compliance and Oversight

Every Civil & Power employee is responsible for compliance with this policy. Responsibility for oversight of the policy and its enforcement has been assigned to the Company Secretary at each Civil & Power subsidiary/business unit, with the assistance of the in-house legal team.



Ultimate responsibility for the policy is taken by the Civil & Power Company Secretary. Adherence to the policy will be subject to regular review by internal audit. Civil & Power will also provide regular training for relevant employees regarding this policy and general compliance with anti-bribery obligations.

All new employees whose day-to-day activities may be affected by this policy will receive appropriate training within a reasonable time after commencing employment and will acknowledge that they have received a copy of this policy and will comply with the policy and all associated laws and procedures.

5.8 Reporting Issues Internally

All Civil & Power employees are required to assist in tackling fraud, corruption, and other malpractice within the organization. If you are aware of or suspect that bribery may be taking place within Civil & Power, you should report your suspicions to an appropriate person (which will usually be your local Company Secretary).

If you are in doubt that your concerns have been or will be dealt with properly, you should raise the matter directly with any senior company officer or one of the contacts provided through your operating company whistleblowing procedures or the Civil & Power Whistleblowing Policy (details of which are set out on the

 		ANTI-BRIBERY AND CORRUPTION POLICY	
Revision Number: 01		Approved By.: MD	Owner & issued by.: HR/IR
Effective date: 18/07/2022	Next Revision Date: 18/07/2024	Document Number: HR.001.P&P	Page: 9

Civil & Power intranet at www.Civil & Powerintranet.com). This will enable Civil & Power to investigate swiftly.

It will not normally be appropriate to disclose your concerns outside the company or to a third party before Civil & Power has had a chance to deal with the issue. If you ask for your identity to be protected, Civil & Power will do its best to ensure this.

No employee will ever suffer if Civil & Power loses business because of his/her decision not to pay bribes or engage in corrupt activities. In addition, if you genuinely believe that there is some form of malpractice occurring and raise a concern in good faith and without malicious intent, Civil & Power will ensure that you do not suffer any disadvantage in the workplace because of speaking up, whatever the outcome of the investigation.

5.9 Investigations

In addition to regular audits to verify compliance with relevant anti-corruption laws and more broadly with this and other Civil & Power policies, practices and procedures, there may be individual instances in which Civil & Power wishes to investigate a specific issue or allegation. In these events, an audit or investigation of records, books and accounts may be performed to prevent and detect violations of anti-corruption laws and procedures and to ensure compliance with this policy and other Civil & Power policies, practices, and procedures.

While performing such an audit or investigation, the investigating team may seek the assistance of any Civil & Power personnel, and is authorized to retain accounting firms, external lawyers, or others, as deemed appropriate at the discretion of the investigating team. All personnel have a duty to comply with such requests for assistance.