

The logo for Sasini, featuring the word "Sasini" in a green serif font. A small green leaf is positioned above the 'i', and a small red dot is positioned above the final 'i'.

SASINI PLC.

Anti-Corruption & Anti-Bribery Policy

2018

Anti-Corruption & Anti-Bribery Policy

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Anti-Corruption & Anti-Bribery Policy

1.0 Introduction

SASINI PLC is committed to compliance with laws, company policies and procedures in all its business operations. This policy is informed by the recent enactment of the Bribery Act 2016 which mandates private entities to set up adequate structures of detecting and deterring bribery activities.

The Company Code of Ethics requires directors, officers, employers and volunteers to observe high standards of business in the conduct of their duties and responsibilities. As employees and representatives of the company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

2.0 Objective

SASINI PLC is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business activities with honesty, integrity and the highest possible ethical standards and vigorously enforces its business operations of not engaging in bribery or corruption.

3.0 Scope and applicability

This Anti- bribery and Anti- Corruption policy applies to all individuals working for all affiliates and subsidiaries of **SASINI PLC** at all levels and grades, including directors, senior executives, officers, employees, consultants, contractors, trainees, casual workers, interns , agents or any other person associated with **SASINI PLC** (Collectively referred to as "You" in this policy).

4.0 Definition of Terms

a) Third Party

"Third Part (ies)" means any individual or organization , who / which come into contact with **SASINI PLC** or transact with **SASINI PLC** including actual and potential clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures , government and public bodies (including their advisers, representatives and officials, politicians and political parties

b) Bribe

A bribe is an inducement, payment, reward or advantage offered , promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage , facilitation payment made to expedite or secure performance by another person.

A bribe may be anything of value and just not money such as gifts. Inside information, sexual or other favors corporate hospitality or entertainment, offering employment to a relative.

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5.0 Government legislation (Bribery Act -47 of 2016)

General Provisions

Section 5 part 1: A person commits the offence of giving a bribe if the person offers, promises or gives a financial or other advantage to another person, who knows or believes the acceptance of the financial or other advantage would itself constitute the improper performance of relevant function or activity.

Section 5 part 2: Subject to subsection (1), it shall not matter whether the person to whom the advantage is offered, promised or given is the same person as the person who is to perform, or has performed, the function or activity concerned, or whether the advantage is offered, promised or given by a person directly or through a third party.

Requirements

Section 9 part (1) A public or private entity shall put in place procedures appropriate to its size and the scale and to the nature of its operation, for the prevention of bribery and corruption.

(2) Where a private entity fails to put in place procedures under this section, and where that failure is proved to have been committed with the consent or connivance of - a director or senior officer of the private entity, or a person purporting to act in such a capacity, or occupying such a position, by whatever name called, the director, senior officer or other person commits an offence.

10. A private entity commits an offence under this section if a person associated with it, bribes another person intending to obtain or retain business for the private entity; or advantage in the conduct of business by the private entity.

Penalties

(1) An individual found guilty of an offence under section 5, 6, or 13- shall be liable on conviction, to imprisonment for a term not exceeding ten years, or to a fine not exceeding five million shillings, or both; and may be liable to an additional mandatory fine if, as a result of the conduct constituting the offence, the person received a quantifiable benefit or any other person suffered a quantifiable loss.

6.0 Gift and hospitality

Employees or members of their immediate families (spouse, mother, father, son, daughter, brother, sister or any of these step- or in-law relationships, whether established by blood or marriage including common law marriage) should not provide, solicit or accept cash or its equivalent, entertainment, favors, gifts or anything of substance to or from competitors, vendors, suppliers, customers or others that do business or are trying to do business with **SASINI PLC**.

All relationships with those who **SASINI PLC** deals with should be cordial, but must be on an arm's length basis. Nothing should be accepted, nor should the employee have any outside involvement, that could impair, or give the appearance of impairing, an employee's ability to perform his/her duties or to exercise business judgment in a fair and unbiased manner.

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To avoid committing a bribery offence, the gift or hospitality must be:

- a) Reasonable and justifiable in all the circumstances
- b) Intended to improve the company image, better present its products and services or establish cordial relations

The giving or receiving gifts or hospitality is acceptable under this Policy if all the following requirements are met:

- a) It is not made with the intention of influencing a Third Party to obtain/ retain business or a business advantage or to reward the provision or retention of business or a business advantage or in explicit or implicit exchange for favors/ benefits or for any other corrupt purpose
- b) It complies with local laws and customs
- c) It does not include cash or a cash equivalent of ***over Kenya Shillings 10,000/- (Ten Thousand Shillings)***
- d) It is appropriate in the circumstances. For example, small gifts to be given at Christmas time
- e) Taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time
- f) It is given openly, not secretly and in a manner that avoids the appearance of impropriety

Examples of Token Gifts: Corporate calendar, pens, mugs, books, T-shirts, wine bottles, bouquet of flowers or a pack of sweets or dry fruits.

The HR will maintain a gift and hospitality register as a written record, setting out full details of the gift or hospitality given or received including the approximate value, the purpose or intention of the gift or hospitality, the name of the recipient and provider of the gift or hospitality and their relationship.

7.0 Willful blindness

If an employee willfully ignores or turns a blind eye to any evidence of corruption or bribery within his / her department and/or around him / her, it will also be taken against the employee. Although such conduct may be “passive”, i.e. the employee may not have directly participated in or may not have directly benefited from the corruption or bribery concerned, the willful blindness to the same can, depending upon the circumstances, carry the same disciplinary action as an intentional act.

8.0 Facilitation payments and kickbacks

Neither an employee of **SASINI PLC** nor any person acting on behalf of **SASINI PLC** shall make and shall not accept facilitation payments or “kickbacks” of any kind. “Facilitation Payments” are typically small, unofficial payments (sometimes known as “grease payments”) made to secure or expedite a routine government action by a government official. “Kickbacks” are typically payments made to commercial organizations in return for a business favor/ advantage, such as a payment made to secure the award of a contract.

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Guidance on how to avoid making Facilitation Payments

Corrupt government officials demanding payments to perform routine government actions may often put company employees in very difficult positions. Therefore, there is no easy solution to the problem. However, the following steps may help:

- a) Insist on official receipts for any payments you make
- b) Report suspicions, concerns, queries and demands for Facilitation Payments to the higher ups and to local enforcement authorities and refuse to make such payments

9.0 Charitable donations

As part of its corporate social responsibility, **SASINI PLC** may support local charities or provide sponsorship, for example, to sporting or cultural events. We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the organization.

10.0 Political activities

We do not make contributions to political parties, political party officials or candidates for political office. Payment or use of corporate assets of any type as payment, directly or indirectly to any person, business, political organization or public official for any unlawful or unauthorized purpose is prohibited. You should not make any political contribution on behalf of **SASINI PLC**, use any **SASINI PLC** resources to assist a candidate or elected official in any campaign or coerce or direct another employee to vote a certain way. You should never attempt to offer any incentives to public officials in the hopes of influencing the decision of that individual.

11.0 Business relationships

SASINI PLC expects all Third Parties doing business with the Group to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this Policy. **SASINI PLC** requires all Third Parties to cooperate and ensure compliance with these standards, to continue the business relationship.

In order to maintain the highest standards of integrity, with respect to any dealings with a Third Party, you must ensure that:

- a) Employees and associates shall conduct due diligence enquiries to review the integrity records of any Third Party before entering a commercial relationship with them
- b) Employees and associates shall fully document the engagement process and the final approval of the selection of any Third Party
- c) Employees and associates shall implement a program to provide appropriate information on this Policy to all Third Parties engaged in business relationship with the Group

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d) Employees and associates shall ensure that:

- Each Third Party within your work area is fully briefed on this Policy and has made a formal commitment in writing to abide by it
- Fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered
- Contractual agreements will include appropriate wording making it possible to withdraw from the relationship if any of the Third Parties fail to abide by this Policy

In the event of any doubt on the integrity of a Third Party, it is the employee's responsibility to contact his / her Manager as soon as possible.

12.0 Employees responsibilities

Employees are the pillars of this organization and are behind each company success story. Every employee must ensure that he / she reads understand and comply with this Policy. If any employee has doubts or concerns, he / she should contact his / her Manager or the Company Audit Manager or the Group HR Manager.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all employees. Employees are required to avoid any activity that might lead to or suggest a breach of this Policy.

Any employee who breaches this Policy will face disciplinary action, which could result in dismissal. We reserve our right to terminate our contractual relationship with you if you breach this Policy. Any breach of this Policy would also result in imposition of large fines/ imprisonment on the individual/ the Company as the case may be or termination of contract with a Third Party.

13.0 What is not acceptable?

It is not acceptable for any company employee (or someone on his / her behalf) to:

- a) Accept an offer of a gift of any size from any Third Party which is in negotiation with, or is submitting a proposal.
- b) Give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given
- c) Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure
- d) Accept or solicit any payment, advantage, gift or hospitality from a Third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them
- e) Threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy

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- f) Engage in any activity that might lead to a breach of this Policy

The points stated above are illustrative in nature and in no way intend to limit the applicability of this Policy.

14.0 Record keeping

Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept "off-book" to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.

15.0 Reporting

Every person, to whom this policy applies too, is encouraged to raise their concerns about any bribery issue or suspicion of malpractice at the earliest possible stage. If he / she is unsure whether a particular act constitutes bribery or corruption or if he / she has any other queries, these should be raised with their respective Manager, Company Audit Manager, Group HR Manager or any other official the employee is comfortable with.

16.0 Protection

Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith, even if they turn out to be mistaken.

We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If any employee believes that he / she has suffered any such treatment, he / she should inform Group HR Manager.

17.0 Amendments

We are committed to continuously review and update our policies and procedures. The Audit/ HR team will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness.

Any improvements identified will be made as soon as possible. Therefore, this document is subject to

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modification. Any amendment or waiver of any provision of this Policy must be approved in writing by the Group Managing Director.

The Policy will be reviewed and audited from time to time which requires cooperation from all concerned.

ANNEXURE A

Potential risk scenarios: “red flags”

The following is a list of possible red flags that may arise during the course of your employment and which may raise concerns under anti-bribery and anti-corruption laws.

- a) You suspect or become aware that a Third Party engages in, or has been accused of engaging in, improper business practices
- b) You learn that a Third Party has a reputation for paying bribes or requiring that bribes are paid to them or has a reputation for having a “special relationship” with government officials
- c) A Third Party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us
- d) A Third Party requests payment in cash and/or refuses to sign a formal contract or to provide an invoice or receipt for a payment made
- e) A Third Party requests that payment is made to a country or geographic location different from where the third party resides or conducts business
- f) A Third Party requests an unexpected additional fee or commission to “facilitate” a service
- g) A Third Party demands lavish entertainment, hospitality or gifts before commencing or continuing contractual negotiations or provision of services
- h) A Third Party request that a side payment be made to “overlook” potential legal violations
- i) A Third Party requests that you provide employment or some other advantage to a friend or relative
- j) You receive an invoice from a Third Party that appears to be nonstandard or customized
- k) A Third Party insists on the use of side letters (i.e. agreed terms in a letter or other document outside the written contract between the parties) or refuses to put the agreed terms in a written contract
- l) You notice that we have been invoiced for a commission or fee payment that appears large given the services stated to have been provided m. Third Party requests/ requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- m) You are offered an unusually generous gift or offered lavish hospitality by a Third Party
- n) You become aware that a colleague, other employee or contractor working on our behalf requests a payment from a Third Party (such as a client) to expedite an activity (such as an inspection or paperwork) or to “overlook” potential legal or regulatory violations

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APPROVALS

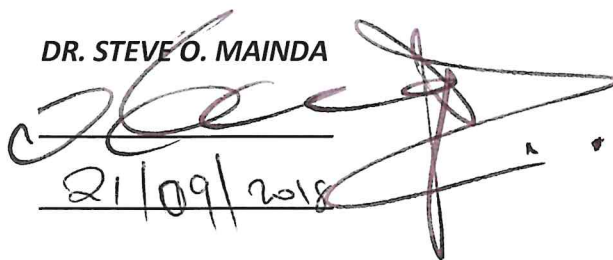
This policy has been authorized for issue and use by:

SASINI GOVERNANCE, RENUMERATION & NOMINATIONS COMMITTEE

CHAIRMAN:

DR. STEVE O. MAINDA

SIGNATURE:

A handwritten signature in dark ink, appearing to be 'S. Mainda', written over a horizontal line.

DATE:

21/09/2018