



## Anti-Bribery and Corruption Policy

**This policy should be read in conjunction with the Code of Ethics and Whistleblowing Policy**

### INTRODUCTION

COGNITION (“the Group”) is committed to conducting its Business with honesty and integrity and in compliance with the laws of all the countries in which the Group is active. This policy has been developed in order to facilitate the observance of all relevant anti-bribery and anti-corruption laws and regulations including but not limited to the South African Prevention and Combating of Corrupt Activities Act 2004 (as amended), UK Bribery Act 2010 (as amended), the Foreign Corrupt Practices Act 1977 (as amended), the United Nations Global Compact Business Principles and OECD recommendations regarding corruption.

### APPLICATION

This Policy applies to the Group and also to all Covered Persons.

The Policy set out the minimum standards of conduct applicable to the Group.

It may be necessary to adapt this Policy to reflect the legislative requirements relating to anti-corruption in particular jurisdictions.

The Policy should be read and applied in conjunction with the Group’s existing policies, codes and guidelines on related matters, including (but not limited to):

- The Code of Ethics and Conduct
- Whistleblowing Policy
- Any guidance published pursuant to this Policy
- The Disciplinary Code and Procedures
- Local applicable legislation in the country of operation

### PURPOSE

The **purpose** of this Policy is to:

- Reinforce the Group’s commitment to anti-corruption compliance;
- Set out the Group’s standards of conduct for the prevention of corruption;
- Provide the foundation for the development of procedures to manage the Group’s corruption risk; and

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- Provide for the effective communication and review of the policy and its associated procedures.

## **Ownership, Responsible Persons and Right to Monitor**

### **RESPONSIBLE PERSONS AND DUTIES**

The custodian of the Policy is the Company Secretary who will be responsible for the administration, revision and interpretation of the Policy.

The Group as well all its affiliate companies are responsible for:

- Providing all new Covered Persons with a copy of this Policy as part of the new Covered Person induction process; and
- Ensuring that third parties are made aware of this Policy.

The Group is committed to ensuring that its exposure to corrupt activity is subject to periodic risk assessments and Covered Persons are provided with training on this Policy.

### **WHAT IS BRIBERY?**

Bribery is *“the giving or receiving of money, a gift, a benefit or any other advantage – financial or otherwise – as an inducement to do something that is dishonest, illegal, a breach of trust in the course of doing business or to gain an unfair or improper advantage.”*

### **WHAT YOU CANNOT DO**

The Group takes a zero-tolerance approach to bribery and corruption and is committed to carrying out business fairly, honestly and openly, and without improper influence. The Group does not, either directly or indirectly, through intermediaries or other third parties, solicit, receive, offer, promise or provide any financial or other advantage of material value to or otherwise exercise improper influence in its dealings with other businesses, or with Government or Public Enterprises with the intention of obtaining any improper advantage in the conduct of its business. All Covered Persons are required to comply with this Policy and are responsible for ensuring that the Group’s Business is undertaken with the utmost integrity with regard to the following matters:

Fraud and Extortion:

Fraud and extortion are criminal offences. The Group prohibits the direct or indirect demand for or acceptance of any advantage, through deception or otherwise, which is used for Covered Persons’ or the Group’s benefit.

Bribery:

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Bribery is unlawful in most jurisdictions in which the Group operates. Irrespective of jurisdiction, the Group prohibits all forms of bribery whether or not the advantage, benefit or improper performance may have been offered or received indirectly, for example, via a customer, agent, intermediary or supplier.

#### Facilitation Payments:

The Group prohibits facilitation payments. A facilitation payment is payment of a bribe to a Government or other official to secure or expedite the performance of an action. In circumstances where the payment of a bribe or similar is demanded under duress, whether paid or not, this must immediately be reported to the Group's Social and Ethics Committee via the Company Secretary.

### **GIFTS AND HOSPITALITY**

The Group recognizes that fostering good relationships with business partners is important to its continued success. The provision and receipt of modest gifts and entertainment, and the incurring of modest expenses, are acceptable in principle provided that they are reasonable and made transparently.

However, the provision or receipt of any gift or entertainment, or the incurring of any expense, is not permitted where it is offered or received in exchange for a business or other improper benefit, creates any sense of "obligation", influences business judgment or creates a conflict between Covered Persons personal interests and those of the Group or is otherwise illegal.

Any activity that could be perceived as having any of the above effects is also prohibited. The Group's business decisions and those of Third Parties must be made objectively and without influence by gifts or favours. Covered persons may only offer or accept corporate or personal gifts and hospitality of a modest value. All gifts and hospitality above a specified nominal value must be recorded in the gifts and hospitality register. Each associate company of the Group shall define the specified nominal value in its own Gifts and Hospitality Procedure, in accordance with their specific requirements, and shall ensure that the register is used appropriately.

### **THIRD PARTIES**

The Group is aware that its reputation may be damaged by the conduct of Third Parties acting on its behalf. In certain circumstances, their actions have legal implications for the Group. It is not acceptable for a Third Party acting on behalf of the Group to act in a way that would breach this Policy were the act in question undertaken by the Group directly.

The Group is therefore committed to:

- Taking reasonable steps to ensure that Third Parties are made aware of, understand and adhere to this Policy;

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- Verifying the integrity and reputation of Third Parties through appropriate and reasonable due diligence in light of perceived levels of risk; and
- Where necessary, putting in place appropriate controls to monitor the use of the Group’s assets by Third Parties acting on behalf of the Group.

## **SPONSORSHIPS, POLITICAL AND CHARITABLE DONATIONS**

In the event that the Group makes charitable contributions or offers sponsorships it does so for the purposes of socio-economic development or cultural or sporting activities. Charitable donations and sponsorships must not be perceived as being given for improper purposes. When a charitable contribution or sponsorship is proposed, it must be transparent, documented, made in accordance with applicable law and assessed for compliance with this Policy and any related procedures.

The Group does not participate directly or indirectly in party politics and does not make payments to political parties, politicians or related organisations.

The Group respects the right of Covered Persons to participate in the political process. When pursuing such activities, Covered Persons and Third Parties must ensure that their views are not identified as those of the Group.

## **ENGAGEMENT WITH GOVERNMENT OR PUBLIC OFFICIALS**

In the normal course of business, meetings may be scheduled with Government or Public Officials for the purpose of discussing legitimate Group business. These meetings must be held in an open and transparent manner in order to minimize the perception of any corrupt activity taking place.

## **CONFLICTS OF INTEREST**

Covered Persons must avoid conflicts of interest and are expected to perform their duties conscientiously, honestly and in accordance with the best interests of the Group.

Covered Persons must not abuse their positions, misuse confidential knowledge for personal or Third-Party gain, or have any financial involvement in any business interest which diverts their attention from, or is in conflict with the Group’s commercial interests, or which in anyway compromises their independence and impartiality.

## **SPEAKING UP – REPORTING BRIBERY**

A confidential and secure means for Covered Persons and Third Parties to report conduct that may be contrary to the Group’s values and principles, including conduct that may breach this Policy (or associated procedures), is established through the Whistleblowing Policy.

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## **WHAT HAPPENS IF YOU DON'T COMPLY?**

It is the responsibility of all Covered Persons to report any breaches, or potential breaches, of this Policy to their line manager or other person to whom they report or through the whistleblowing facility.

Violations of this Policy, including involvement in any corrupt activities and failure to report actual or potential breaches of this Policy (or associated procedures) will lead to disciplinary action in accordance with applicable disciplinary procedures. In some circumstances, failure to report actual or suspected violations of this policy may itself constitute a legal offence.

The Group is committed to reporting all instances of corruption and other forms of dishonesty to the relevant authorities and to facilitating criminal action against the individuals concerned where appropriate.

## **IF IN DOUBT / ADVICE**

Questions can be directed via email at [legal@cgn.co.za](mailto:legal@cgn.co.za). Keep up to date with the latest updates to this policy by visiting the Company intranet.

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