



**ANTI-BRIBERY AND CORRUPTION POLICY**

**FOR**

**EPSIDON TECHNOLOGY HOLDINGS (PTY) LTD AND ITS**

**AFFILIATES**

**BUSINESS PARTNERS**

Legal Division

Revision 2

Effective Date: December 2017

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This document (including but not limited to manuals, policies, procedures, forms) applies to all Affiliated Companies of Epsidon Technology Holdings (Pty) Ltd.

**“Affiliated Company(ies)”** means, in relation to Epsidon Technology Holdings (Pty) Ltd, a subsidiary of this entity, or any division or operating branch of each subsidiary of this entity and all of its subsidiaries. Including but not limited to:

- Cloud Brokerage Services (Pty) Ltd
- Epsidon Management and Marketing Consultancy (Pty) Ltd
- Epsidon Technology Distribution (Pty) Ltd
- The Linux Warehouse
- Even Flow Distribution (Pty) Ltd
- Nology (Pty) Ltd
- First Device Management Technology (Pty) Ltd

This list is subject to amendment at the sole discretion of the Epsidon Technology Holdings (Pty) Ltd and will include all affiliates whether listed or not.

**Revision History**

VERSION NUMBER	REVISION DATE	EFFECTIVE DATE	COMPILED BY	APPROVED BY HEAD OF GROUP LEGAL	DESCRIPTION OF CHANGE
01	01/2017	02/2017	Reinardt Munnik	Yuraisha Mari	First version
02	11/2017	12/2017	Rob Catterall	Yuraisha Mari	Review / Update

**Quality Records Table- Retention Table**

**Department:** Legal Department

IDENTIFICATION	STORAGE	PROTECTION	RETENTION TIME	VERSION IN PROCESS	DISPOSITION
ABC Policy	Electronic	Back-up	N/A	LEGAL-POL-01	N/A

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## 1. DEFINITIONS

- 1.1. Anything of Value: shall mean any form of benefit, including, without limitation, money, gifts, hospitality, meals and entertainment, tickets to events, promotional expenditure, expenses, personal services or favours, loans, offers or promises of future employment, political or charitable contributions.
- 1.2. Government Official: refers to all of the following: (i) any employee of a government entity or subdivision, including elected officials; (ii) any private person acting on behalf of a government entity, even if just temporarily; (iii) officers and employees of companies that are owned or controlled by the government; (iv) candidates for political office; (v) political party officials; and (vi) officers, employees and representatives of public international organisations.

## 2. PURPOSE

- 2.1. Epsidon Technology Holdings (Pty) Ltd (Registration number: 2012/040781/07) and all of its affiliates (“affiliates” means, in relation to Epsidon Technology Holdings (Pty) Ltd, a subsidiary of this entity, or any division or operating branch of each subsidiary of this entity and all of its subsidiaries) (hereinafter collectively referred to as “The Epsidon Group”), require our business partners, including, without limitation, resellers, contractors, sub-contractors, distributors, suppliers, vendors, agents, consultants, and any other third-party with whom we have a business relationship (collectively referred to as “Business Partner/s” or “you”) to comply with this Anti-Bribery and Corruption Policy (“this Policy”) when conducting business with The Epsidon Group or on behalf of The Epsidon Group.
- 2.2. The Epsidon Group has a no tolerance approach to bribery and other forms of corruption, and is committed to acting professionally, fairly, and with integrity, in compliance with the standards of conduct set forth in all applicable anti-bribery and corruption laws of the countries in which we operate as well as international anti-bribery and corruption laws.

- 2.3. The Epsidon Group expects and requires all Business Partners to act professionally and ethically at all times in carrying out your services and contractual obligations to The Epsidon Group or on behalf of The Epsidon Group.
- 2.4. This document constitutes a legal agreement between all Business Partners and The Epsidon Group, which is in addition to any other agreements you may have in place with The Epsidon Group. By doing business with The Epsidon Group, you acknowledge that you have read, understood, and expressly agree to adhere to the terms of this Policy, and any future modifications of this Policy. If at any time you do not agree to the contents of this Policy, or are in breach of any provisions contained in this Policy, please immediately notify The Epsidon Group in writing and immediately terminate your engagement with The Epsidon Group.

### **3. DECLARATION BY BUSINESS PARTNERS**

- 3.1. By doing business with The Epsidon Group, you declare that:
- 3.1.1. There are no actual or potential conflicts of interest between any of your company's directors, senior executives, managers, or employees and the work to be completed or services to be provided under your business relationship with The Epsidon Group;
- 3.1.2. No director, senior executive, manager or employee of your company has been convicted of a criminal offence involving bribery, corruption or fraud in the last 10 years or has been involved in any litigation of this nature or has any legal proceedings of this nature pending.

### **4. COMPLIANCE WITH ANTI-CORRUPTION LAWS**

- 4.1. Each Business Partner shall conduct itself with high ethical standards and comply with all applicable anti-corruption laws, including the South African Prevention and Combating of Corrupt Activities Act, the United States Foreign Corrupt Practices Act and the UK Bribery Act. Business Partners shall not take any action or permit the

taking of any action that may render The Epsidon Group liable for a violation of any law.

**5. IMPROPER PAYMENTS**

- 5.1. Business Partners shall not, directly or indirectly, promise, authorize, offer or pay Anything of Value (including but not limited to gifts, travel, hospitality, charitable donations or employment) to any government official or other party to improperly influence any act or decision of such official for the purpose of assisting The Epsidon Group in obtaining or retaining business or improperly promoting the business interests of The Epsidon Group in any respect. “Anything of Value” and “Government Official” is defined above.

**6. PROHIBITING FACILITATING PAYMENTS**

- 6.1. A facilitating payment is a small payment to secure or expedite a routine government action by a government official. The Epsidon Group prohibits bribes of any kind, including facilitating payments.
- 6.2. Business Partners will not make any facilitation payments in your own interests or on behalf of The Epsidon Group to secure or expedite any routine government actions by a government official.

**7. GIFTS AND ENTERTAINMENT**

- 7.1. Business Partners will not promise, offer, give, authorise, request or agree to give or receive Anything of Value to or from any government official or non-government official, in your own interests or on behalf of Epsidon.

**8. ACCURATE BOOKS AND RECORDS**

8.1. Business Partners must keep and maintain books, records and accounts that accurately and fairly reflect all transactions that you conduct with or on behalf of Epsidon. No undisclosed or unrecorded accounts may be established for any purpose.

8.2. False, misleading, incomplete, inaccurate or artificial entries in the books and records are prohibited. Personal funds may not be used to accomplish what is otherwise prohibited by this Policy or any other policies of Epsidon.

**9. AFFILIATION WITH GOVERNMENT OFFICIALS OR WITH THE EPSIDON GROUP**

9.1. If a Business Partner or an officer, director, employee or agent of our Business Partner is a government official, you are required to immediately disclose the affiliation to The Epsidon Group in writing prior to engaging in any business with The Epsidon Group.

9.2. If a Business Partner's family member, or a family member of a director, employee or agent of a Business Partner is related to a current The Epsidon Group employee or an agent acting on behalf of The Epsidon Group, you are required to immediately disclose this relationship to The Epsidon Group in writing prior to engaging in any business with The Epsidon Group.

**10. CONFLICT OF INTERESTS**

10.1. If a family member of any director, manager, employee or agent of a Business Partner is related to a current The Epsidon Group employee or an agent acting on behalf of The Epsidon Group, you are required to immediately disclose the relationship to The Epsidon Group in writing. For purposes of this paragraph, a family member includes a parent, spouse, sibling, son, daughter, mother-in-law, father in law, or brothers/sisters-in-law.

## **11. MONEY LAUNDERING**

- 11.1. Business Partners shall not use its relationship with The Epsidon Group to disguise or attempt to disguise any source of illegally obtained funds.

## **12. REPRESENTATIVE DUE DILIGENCE**

- 12.1. The Epsidon Group may, from time to time, conduct appropriate due diligence or “vetting” of our Business Partners. Business Partners must comply with The Epsidon Group’s vetting procedures. We appreciate the understanding and cooperation of our Business Partners in providing accurate and timely information and responses to The Epsidon Group’s vetting processes.

## **13. ENFORCEMENT**

- 13.1. The Epsidon Group is entitled to terminate its business relationship with any Business Partner should the Business Partner fail to adhere to any term of this Policy and this decision shall be made in the sole discretion of The Epsidon Group.
- 13.2. In addition to its rights and remedies under this Policy and any applicable agreements, The Epsidon Group may refer any Business Partner who violates this Policy to the relevant authorities for criminal prosecution or other enforcement action, or bring any relevant suit for damages.

## **14. REPORTING**

- 14.1. Business Partners must report any concerns about violation of this Policy or applicable laws to their legal department and/or their ethics and compliance officer. Business Partners must also report any unethical or illegal practices to The Epsidon Group by email to the general email address of The Epsidon Group’s legal department at [Legalenquiries@eth.co.za](mailto:Legalenquiries@eth.co.za).

- 14.2. The Epsidon Group will not tolerate retaliation in any form against anyone who has, in good faith, reported a possible violation of this Policy or refused to participate in activities that violate this Policy.