

Anti-Bribery and Corruption Policy

Batho Pele Group (Pty) Ltd

Policy	Anti-Bribery and Corruption Policy
Reference	BPG-POL-02
Version	1.0
Approved by	Board of Directors, October 2026
Policy owner	Compliance Officer (Director: Duane P. B. Webber)
Applies to	All directors, employees, contractors, agents, intermediaries and consortium partners acting for or on behalf of Batho Pele Group (Pty) Ltd
Review	Annually, or sooner on a material change in law or business

1. Policy statement

The Company prohibits bribery and corruption in all forms, whether direct or through third parties, and whether involving public officials or private persons. We would rather lose a contract than win it improperly. This applies with particular force to dealings with state-owned enterprises, port and customs authorities and regulators.

2. Legal framework

- South Africa: Prevention and Combating of Corrupt Activities Act 12 of 2004 (PRECCA), including the duty under section 34 on persons in a position of authority to report corrupt activities and certain other offences involving R100,000 or more to the South African Police Service.
- Ghana: Criminal Offences Act, 1960 (Act 29) and the Office of the Special Prosecutor Act, 2017 (Act 959).
- Where they apply to the transaction or its parties: the US Foreign Corrupt Practices Act and the UK Bribery Act 2010.

3. What is prohibited

No director, employee, agent, intermediary or partner of the Company may:

- Offer, promise, give, request or accept any gratification – money, gifts, hospitality, travel, employment, donations or any other benefit – to influence a business decision or to secure an improper advantage.
- Make facilitation (“grease”) payments to speed up routine official actions such as port clearance, permits or customs, even if small or customary.
- Pay or share any commission, fee or discount with an officer, employee or relative of a customer, including any state-owned customer such as BOST.
- Use an intermediary, consultant or partner to do anything this policy prohibits the Company from doing directly.

4. Public officials and state-owned enterprises

Officers and employees of state-owned enterprises are treated as public officials. No gift, hospitality, travel or other benefit of any value may be given to them without prior written approval of the Compliance Officer, and never during a tender, negotiation or contract award. All meetings and correspondence with such officials must be conducted through official channels and recorded.

5. Intermediaries, agents and commissions

Introducers and agents present the highest corruption risk in commodity trading. Before any intermediary is engaged the Company will:

- Complete enhanced due diligence on the intermediary and its beneficial owners, including PEP and adverse-media screening.
- Sign a written agreement that describes the services, fixes the fee, includes anti-bribery warranties, audit rights and a right to terminate without compensation on breach.
- Pay fees only against invoice, by bank transfer, to an account in the intermediary's own name in its country of business – never in cash, to third parties or to offshore accounts unrelated to the services.
- Ensure fees are commercially reasonable for legitimate services, and record them accurately in the Company's books.

6. Gifts, hospitality and donations

Modest gifts and hospitality (value up to R1,500 or equivalent) may be given or received with private-sector counterparties only if they are infrequent, transparent, lawful and not linked to a pending decision. Anything above that value requires Compliance Officer approval and must be recorded in the Gifts Register. The Company makes no political donations. Charitable and CSI contributions require Board approval and must not be connected to any pending business decision.

7. Books and records

All payments must be accurately and completely recorded. No off-book accounts, false invoices or misdescribed payments are permitted.

8. Reporting and protection

Any person who is asked for, offered or suspects a bribe must report it immediately to the Compliance Officer. The Company will comply with its PRECCA section 34 reporting duty. No person will suffer any detriment for refusing to pay a bribe or for reporting in good faith, consistent with the Protected Disclosures Act 26 of 2000.

9. Consequences

Breach of this policy is a serious disciplinary offence that may lead to dismissal, termination of contracts with agents or partners, and referral to law enforcement.

Approval

Adopted by the Board of Directors of Batho Pele Group (Pty) Ltd, October 2026. Signed copy held by the Company.