INTEGRATED SHERQ MANAGEMENT SYSTEM
Procedure

for

** Anti-Bribery & Corruption Policy **

MLA-SHERQ-OP-10-HCR-POL-13

1. POLICY STATEMENT

MLA is committed to conducting business transparently, honestly, with integrity and to the highest ethical standards. Therefore, it is important that MLA complies, and conducts its business in accordance, with applicable anti-bribery and anti-corruption laws. This policy should be read in conjunction with MLA's other policies and relevant legislation.
MLA is further committed to:

- upholding the laws that apply to MLA, including PRECCA;
- not offering bribes or condoning the offering of bribes on MLA's behalf;
- not accepting bribes, or agreeing to them being accepted on MLA's behalf;
- maintaining accurate books and records;
- ensuring that MLA's representatives are aware of and abide by its values and policies;
- avoiding doing business with, or affiliating MLA with others, who do not accept MLA's values and policies and who may harm MLA's reputation.

2. PURPOSE AND OBJECTIVE

The primary objective of this policy is to:

- Set out the principles, behaviour and standards for preventing bribery and corruption by those working for MLA or with MLA by observing and upholding MLA's position on bribery and corruption.
- Provide a summary of various MLA policies that are relevant, in whole or in part, to address anti- bribery and corruption in MLA.
- Protect MLA against possible penalties and repercussions resulting from acts of bribery and corruption, or being associated with such behaviour.

3. SCOPE OF APPLICATION

- This policy applies to all MLA's employees (permanent or fixed term), directors, officers and all those acting for or on behalf of MLA.
- The policy reflects the standards to which MLA expects its business associates, contractors, consultants, third party service providers to uphold, wherever they are located.
- Agents, representatives and intermediaries who act on behalf of MLA, anywhere in the world, must comply with this policy

4. PRINCIPLES

4.1 An Anti-Bribery and Corruption Policy send an essential signal to MLA's employees, clients, vendors, suppliers, agents, and other business partners that MLA has zero-tolerance towards bribery and corruption.

4.2 This Anti-Bribery and Corruption Policy reiterates MLA's full commitment to comply with, and to conduct its business, in accordance with applicable anti-bribery and anti-corruption laws, and expects its affiliates, directors, employees, contractors and third party service providers to behave accordingly. It sets a broad framework to MLA's Anti-Bribery and Corruption approach and must be read in conjunction with MLA's other policies and any relevant legislation. In furtherance of this commitment, MLA will comply with the South African anti-corruption legislation i.e., Prevention and Combatting of Corrupt Activities Act, 12 of 2004 (PRECCA).

4.3 All employees or contractors have a duty of care to MLA and should at any time disclose non-- compliance with the policy without fear of victimisation. In addition, MLA will take action in respect of any derivative misconduct.

4.4 Breach of this policy will result in disciplinary action. Breach of the laws in relation to this policy could also result in civil or criminal proceedings. In relation to non-MLA employees, e.g., independent contractors' and service providers' failure to comply with this policy will result in the notification to the service provider and/or any applicable authority to take appropriate remedial action for the expenses incurred. Service providers will be at risk of having their contract terminated and will be reported.

5. LEGISLATIVE FRAMEWORK

The Prevention and Combating of Corrupt Activities Act, 12 of 2004 (PRECCA)

5.1 Under PRECCA, the general crime of corruption occurs when someone (the "offeror") gives (or offers to give) someone in a position of power something to use their power, illegally and unfairly, for the advantage of the offeror, or someone not directly involved. Someone who solicits a bribe is also guilty of corruption, even if the offer is turned down.

5.2 The act does not necessarily have to involve money exchanging hands. Gifts, entertainment, property, employment, influence of a vote (e.g., in a tender process), discounts or release from a loan are also perceived as gratification under PRECCA.

5.3 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, as long as 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 legal entity incorporated in South Africa.

5.4 PRECCA also requires all people in authority in both the public and private sectors to report corruption of R100, 000.00 or more, to the police. Failure to report corruption is a criminal offence.

5.5 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 Magistrate's 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 Magistrate's Court.

5.6 Definitions

- MLA – Metal Line Africa (Pty) Ltd
- PRECCA - The Prevention and Combating of Corrupt Activities Act, 12 of 2004.
- Representatives - MLA's business associates, contractors, consultants, third party service providers or any other person associated with or acting on behalf of MLA.
- Third Party - Any individual or organisation MLA as an organisation and/or its employees performs outsourced work for. It includes, but not limited to, existing or potential customers, suppliers, consultants, agents, brokers, donation or sponsorship beneficiaries, advisers, and public officials.

5.7 Related Documents

- MLA Code of Conduct
- Whistleblowing Policy
- MLA Corporate Gifts and Entertainment Policy

5.8 MLA will abide by the Prevention and Combatting of Corrupt Activities Act, 12 of 2004 (PRECCA) and laws countering bribery and corruption in all of the jurisdictions in which MLA operates or conduct business. This includes, and is not confined to, those countries where MLA operates.

5.9 It should be noted that in relation to any MLA employee who has been involved in an act of bribery whilst conducting business on behalf of MLA in a jurisdiction whereby there are no anti-bribery and anti-corruption laws, MLA's policy and PRECCA will apply.

5.10 Although penalties may differ across the different jurisdictions in which MLA operates, bribery and corruption (or even the perception or an allegation):

5.10.1 will damage the reputation of MLA; and/or

5.10.2 could cost MLA significant amounts of money both in respect of potential fines and time spent in dealing with such issues and may lead to serious penalties on individual members of MLA including imprisonment and fines, or even forfeiture of critical licenses and permits.

6. POLICY PROVISIONS

6.1 What is Bribery

6.1.1 Bribery is the most common form of corruption and can be broadly defined as the offering, promising, giving, accepting or soliciting of both pecuniary and non-pecuniary undue advantage as an inducement or reward for an action which is illegal or a breach of trust.

6.1.2 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.

6.1.3 Bribery can also occur where the offer or giving of a bribe is made by or through a third party.

6.1.4 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. Examples of bribes may include the following, amongst others:

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

6.1.4.2 cash payments by employees or third persons, such as consortium members, introducers, contractors or consultants;

6.1.4.3 sharing of confidential information;

6.1.4.4 positions on Boards;

6.1.4.5 the uncompensated use of the company services, facilities or property;

6.1.4.6 loans, loan guarantees or other extensions of credit;

6.1.4.7 providing a subcontract to a person connected to someone involved in awarding the main contract;

6.1.4.8engaging a local company owned by or offering an educational scholarship to a member of a family of a potential customer / public or government official;

6.1.4.9 political or charitable donations made to a third party linked to, or at the request of, someone with whom MLA does business;

6.1.4.10 clothes or jewellery for the recipient and/or recipient's spouse, paid holidays, gifts of the briber's inventory or services, such as the construction of a home or home improvements by a contractor, sexual favours, or hidden interests in companies;

6.1..4.11 benefits such as the provision of internship or work experience, whether paid or unpaid.

6.1.4.12 Bribery can be direct (e.g., you give a bribe to someone) or indirect (e.g., you get someone else to give a bribe to another person

6.1.4.13 It is irrelevant whether the bribe was accepted or not, merely offering the bribe is usually sufficient for an offence to be committed.

6.1.4.14 Facilitation payments often referred to informally as "grease payments", are unofficial payments made with the purpose of expediting or facilitating the performance by a public official of a routine government action to which the payer is legally entitled. In short, they are used to persuade public officials to carry out a task they are already obligated to do. For example, provision of a visa, licenses or permits or customs clearance.

6.1.4.15 Facilitation payments feed a culture of corruption, which creates an unstable operating environment for the organisation.

6.1.4.16 Duress payments are payments made by MLA's representatives in circumstances where they cannot avoid paying a bribe or facilitation payment due to a threat on their lives, health, security or freedom. Payments made for these purposes and under circumstances of duress will not be considered as bribes by MLA and would trigger the defense of duress.

6.2 What is Prohibited

6.2.1 It is not permitted for an employee (or someone acting on MLA's behalf) to:

6.2.1.1 give, promise to give, or offer, a payment, loan, reward, gift or entertainment, to any Third Party with the expectation or hope that a business advantage will be received, or to reward a business advantage already given.

6.2.1.2 give, promise to give, or offer, a payment, loan, reward, gift or entertainment to a Public Official, or any Third Party to "facilitate" or expedite a routine procedure. The prohibition applies the same when the Third Party solicits bribes from MLA representatives;

6.2.1.3 threaten or retaliate against any person who has refused to commit a bribery offence or who has raised concerns under this Policy; or

6.2.1.4 engage in any activity that might lead to a breach of this Policy.

6.2.2 It is not permitted for an MLA employee or someone acting on MLA's behalf to falsify the MLA's books and records for the purpose of bribery or of hiding bribery. Specifically, an employee cannot:

6.2.2.1 maintain off-books accounts;

6.2.2.2 fail to record or inadequately record transactions;

6.2.2.3 record non-existent expenditures;

6.2.2.4 inaccurately identify liabilities;

6.2.2.5 knowingly use false documents; or

6.2.2.6 destroy accounting books and records.

Representatives must consider the following questions before giving or offering something in the course of acting on behalf of, or in association with, MLA. If the answer to any of the questions below is "Yes" or "I do not know", then what you are doing could be, or could be viewed as, a bribe and you should speak to the MLA Compliance division.

Checklist 1 : Rules on Determining What is Prohibited

- Am I doing this to try to improperly influence a decision someone is going to make?
- Do I feel that I cannot openly/transparently record this in MLA's books and records?
- Does the person who I am giving or offering this to want it to be kept a secret?
- If this became public information, could it harm the reputation of MLA?
- If the other person accepts this, will they feel obligated to do something in return?
- Is this against the law?

6.3 Duress Payments

MLA's representatives should not refuse to make a duress payment if the situation so arises, but should follow the following steps when confronted with such threats:

Checklist 2: Addressing Duress Payment

- Your safety as MLA's representative is paramount.
- Do not refuse to make a payment if faced with a threat of, or fear of, violence or loss of freedom.
- Employees to report incidents immediately to Executive management or the Compliance
- Executive management, in turn, should consider reporting incidents to relevant law enforcement authorities.
- Duress payments must be accurately reflected in MLA's books and records.

6.4 Facilitation Payments and Kickbacks

6.4.1 MLA and its Policy strictly do not permit the making of facilitation payments and/or kickbacks of any kind.

6.4.2 All MLA's representatives must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback be made by or on behalf of the MLA.

Checklist 3 : Handling of Facilitation Payments

- When asked to make a payment on behalf of MLA, always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided.
- Always obtain a receipt, which details the reason for the payment and evidences that the payment went directly to the appropriate payee who provided the goods and services.
- Raise any suspicions, concerns or queries regarding a payment with the Finance/Compliance divisions.

6.5 Investment Activities

6.5.1 In terms of its investment activities, MLA shall not enter into any transaction where there is information that a potential client has been implicated in fraud, bribery or corruption or has been cited in sanctions or debarment lists

6.5.2 All persons in the employment of MLA shall report any suspicious activities or allegations of fraud, bribery or corruption relating to the current or potential projects funded by MLA.

6.5.3 Reporting to be directed to Executive Management. All reports shall be treated as confidential. Where there are existing funded projects, these will also be brought to the attention of Executive Management.

6.5.4 There may be instances where there are allegations against a business or client or related party, but there is no substantive information supporting it. In that instance, an investigation

should still be conducted, in order to determine whether to proceed or not with the transaction. Furthermore, there would be a duty to conduct an enhanced due diligence.

6.5.5 Dealing with Findings

6.5.5.1 The EXCO shall review all available information and make a decision on the matter.

6.5.5.2 The following factors should be taken into account:

a. Severity and characteristics of the conduct;
b. Degree of involvement and whether the involvement was active or passive;
c. Magnitude of losses that may occur or has occurred;
d. Past conduct in relation to fraud, bribery and corruption;
e. Mitigating circumstances, including extent of cooperation;
f.If applicable, periods of suspension/debarment already imposed, including cross-debarments by other multilaterals;
g. Any other factors that the committee may deem relevant.

6.5.6 Rehabilitation, Sanctions and Associated Debarment Periods and Cooling-off Periods MLA may apply the following:

6.5.6.1 If this is a new client or service provider, the exco may decide, given the reputational risk involved, not to continue with the business.

6.5.6.2 If the party has paid a fine or other agreed remediation in terms of a regulatory framework, continue to do business.

6.5.6.3 The party has taken voluntary corrective action, MLA may continue to do business while monitoring.

6.5.6.4 If the client has gone through the review and appraisal stages and only then information became known about alleged wrongdoing, Exco may decide, whether to proceed based on the outcome of the report and the risks associated with continuing with the transaction.

6.6 Gifts, Entertainment and Hospitality

6.6.1 For the purpose of this Policy, gifts, entertainment and hospitality means anything of value. An 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.

6.6.2 The giving of gifts, entertainment and hospitality can play an important role in building and facilitating business relationships, in keeping with customary business practice and in accordance with all applicable laws. However, the giving of some gifts, entertainment and hospitality can create improper influence and in some instances be viewed as bribes. This can damage MLA's reputation and potentially break the law.

6.6.3 Distinguishing between a genuine gift and a bribe can be difficult and representatives must exercise care when offering and/or receiving gifts, entertainment and hospitality.

6.6.4 MLA's rules on gifts, entertainment and hospitality extends to third parties or any persons performing services on behalf of MLA.

6.6.5 Representatives of MLA must not request, accept, offer or provide gifts, entertainment and hospitality designed to induce, support or reward improper conduct including in connection

with any business or anticipated future business involving MLA. For example, where they might be seen to compromise the receiver's judgement and integrity.

6.6.6 The above requirement extends to the provision or acceptance of gifts, entertainment and hospitality through any third parties or to or by members of the family of a representative of an actual or potential customer.

6.6.7 In addition, MLA representatives must not provide gifts, entertainment and hospitality or any advantages to potential customers or government officials at their own expense.

Checklist 4 : Rules on Gifts, Entertainment and Hospitality

- Determine in all circumstances if the gift(s) or entertainment or hospitality is reasonable and justifiable, rather than lavish and extraordinary.
- Consider the proportionality and motivation / intention behind the gift, entertainment, or hospitality always; and nothing should be specifically expected or demanded in return.
- Bear in mind the frequency and appropriateness of timing when gifts, entertainment and hospitality are offered and/or accepted. This should not be done at the time when business decisions concerning MLA, such as during a tendering process, a licensing award or a contract renewal.
- Be aware of the geographical location in which the organisation is operating. The practice of giving gifts, entertainment and hospitality can vary greatly between countries and often depends on the local laws and customs.
- Discuss with Executive Management the monetary limits on gifts, entertainment and hospitality that employees may receive. Values should be subject to management approval. Unexpected gifts or gifts that have not been agreed to by Executive management may be required to be returned or surrendered to MLA which might consider giving it to charity if it is not considered appropriate to retain it.
- Do not use cash as a form of gift, entertainment, hospitality, as it greatly increases the risk of it being viewed as bribery and not a legitimate and fair business practice.
- Be alert to the nature of the recipients, especially if they are public officials. The kind of gift, entertainment and hospitality to public officials may lead to improper influence or the appearance of improper influence can be viewed as bribes.
- As the representative of MLA, to determine whether the giving and/or receiving of gifts, entertainment and hospitality is reasonable and legitimate is "how would it look if these details were on the front page of a newspaper?" If you would not want such details publicised, then there is probably something wrong.

6.7 Agents, Representatives, Intermediaries and Other Third Parties

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

6.7.2 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 the reference of their expertise and any possible conflict of interest); and whether the proposed remuneration is appropriate. Business units are responsible for assessing third parties, including assessing risk level and applying the relevant procedures prior and during appointment.

6.7.3 Agents, representatives and intermediaries engaged to represent MLA's interests must comply with the MLA Code of Conduct.

6.7.4 Management is responsible for ensuring that MLA'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.

6.7.5 Thorough due diligence must be undertaken before engaging any agent, representative or intermediary, which may include commissioning third-party risk assessments in high-risk areas. In particular, one needs to ascertain the following:

- who they are (including ultimate owners of the organisation);
- 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.

6.7.6 Business units are responsible for ensuring that commissions 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.

6.7.7 All payments to 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 MLA. Any request for a payment to a third party of a commission, service fee, other fees in a manner that is not in accordance with this policy is strictly prohibited.

6.8 Dealing With Governments

6.8.1 Examples of government and public officials include:

6.8.1.1 Anyone holding a legislative, administrative or judicial position, including government ministers, elected representatives of national, regional or local assemblies, officials of a political party, civil servants, magistrates or judges;

6.8.1.2 An employee, officer, agent or other person acting in an official capacity for a government, government department, government or public agency, public enterprise, or commercial enterprise owned in whole or in part by a government; and

6.8.1.3 An employee, officer, agent or person acting in an official capacity for a public international organisation.

6.8.1.4 Although many countries punish both public and private sector bribery and corruption, the rules applicable to the public sector tend to be stricter. While the principles of this policy apply to dealings across both the public and private sectors, particular care is required in relation to any dealings with governments, government agencies, or government owned or controlled businesses; particularly where a contract is already held with the relevant government or government entity and/or you are pitching for business from that government or government entity.

6.8.1.5 MLA prohibits the provision of money, gifts, entertainment, hospitality or anything else of value to any government or public officials for the purpose of influencing such officials in order to obtain or retain business, or a business or commercial advantage, or otherwise in relation to decisions that may be seen as beneficial to MLA's business interests.

6.8.1.6 Approval from an Executive Manager is required prior to offering a gift, entertainment or hospitality to any government or public officials in relation to:

6.8.1.7 Paying or reimbursing travel, hospitality or entertainment expenses (e.g., airfares, meals or hotel bills);

6.8.1.8 All gifts, entertainment and hospitality to government and public officials, other than nominal exceptions referred to in all the gifts, entertainment and hospitality section should also be recorded.

6.9 Charitable Donations and Sponsorships

6.9.1 MLA believes in contributing to the communities in which it does business and permits reasonable donations to charities from MLA's funds. However, MLA must be certain that charitable donations cannot be perceived as an attempt to buy influence for the benefit of MLA 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.

6.9.2 Care, through conducting due diligence on the third party, should be taken to ensure that charity/sponsorship is legitimate and that any donation/sponsorship is not diverted to other beneficiaries. No charitable donation should therefore be made or agreed without prior approval of the CEO.

Checklist 5 : Avoiding Bribes Disguised as Charitable Donations/Sponsorships

- Donations should never be made if there is a suggestion or perception that a benefit will be given to MLA in return for the donation.
- Verify that the donation is not prohibited under the local law and ensure compliance with any disclosure or threshold requirements.
- Charities receiving corporate donations should be pre-approved by the CEO. Approval of donations should be made in writing and accurately recorded in MLA's accounts.
- Donations should not be made in cash or paid directly to individuals.
- Follow up measures should be undertaken to ensure the donation is being used for its intended purpose. Where relevant, on-site checks could be applied in cases where the donation is made to support a physical project.

6.10 Political Donations

It is the policy of MLA not to make any political party donations as an organisation.
Employees who choose to make such payments from their own money, should do so not with a view to influence a third party for the benefit of MLA in any way that might give the impression that such influence was intended.

6.11 Third Party Bribery Solicitation

This refers to when MLA employees and representatives are confronted with bribe demands by third parties. MLA representatives must familiarise themselves with the level of solicitation risks certain countries, projects and/or sectors pose to MLA, and respond to such through the provisions of this Policy.
Third parties can also act as sales agents, distributors, consultants or joint venture partners. Business relationships with unethical third parties will both undermine this Policy and cause reputational and financial damage. Furthermore, MLA could be held liable for the illegal acts of third parties.

6.12 Internships / Work Experience

The provision of an internship or work experience, whether paid or unpaid, may be perceived as a benefit (and potentially an improper one) to a third party. Prior approval by the CEO must be obtained for all internships offered by the business.
No offer should be made for any internship or work experience without first seeking the necessary approvals as set above. Any requests received for internships or work experience must be referred to the Exco.

7. RESPONSIBILITIES AND OBLIGATIONS

7.1 Compliance and Oversight

7.1.1 All employees and/or representatives must ensure that they have read, understood and comply with this Policy.

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

7.1.3 The MLA Board, through its delegation to the Social & Ethics Committee, is responsible for oversight and enforcement of this Policy, with management at all levels responsible for ensuring its implementation.

7.1.4 The Social and Ethics Committee is responsible for the administration of this Policy.

7.1.5 Employees who are in the front-line of confronting bribery risks must be engaged. All employees whose day-to-day activities may be affected by this Policy must acquaint themselves within a reasonable time after commencing employment and must acknowledge that they have access to this policy and will comply with the policy and all associated laws and procedures.

7.1.6 This Policy will be reviewed by Compliance on request, or as and when there are material changes required

7.1.7 Adequate financial and human resources should be provided for the implementation of this Policy by Management.

7.1.8 MLA's EXCO sets the tone of the policy and senior management should regularly communicate the policy and reiterate the principles in internal meetings with staff, as well as external meetings with clients and business partners for instance.

7.1.9 Management should ensure that all employees and contractors are familiar with this policy and subsequent applicable amendments as they are updated from time to time.

7.1.10 It is the responsibility of all employees and contractors to familiarise themselves with and observe the requirements contained in this policy in conjunction with all other policies that govern conduct at MLA.

7.1.11 Where employees are unsure whether a particular act constitutes bribery or corruption, or if you have any queries, these should be raised with your Line manager or Compliance. Suppliers can raise queries to a Divisional Manager that they interact with or MLA Compliance.

7.2 Record Keeping

7.2.1 MLA must keep financial records and have appropriate internal controls in place which will evidence the business rationale for any payment made to third parties.

7.2.2 Employees and/or representatives must ensure that all expense claims relating to gifts, hospitality, entertainment or expenses incurred are submitted in accordance with MLA's expense authorisation process and specifically record the reason for the expenditure.

7.2.3 All accounts, invoices and other similar documents and records relating to dealings with third parties should be prepared and maintained with strict accuracy and completeness. No amounts must be kept "off-book" to facilitate or conceal improper payments.

7.3 Monitoring

Compliance will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be effected promptly.

7.3.1 Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

7.3.2 The Head of Compliance will report regularly on compliance to this policy to the Social & Ethics Committee.

7.3.3 All employees and/or representatives are responsible for the effective implementation of the provisions of this Policy and should ensure they use it to disclose any suspected danger or wrongdoing.

7.4 Policy Enforcement and Sanctions

7.4.1 Raising and/or Reporting a Concern Internally

7.4.1.1 All MLA employees and/or representatives are expected to raise concerns with the Exco and Compliance about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Head of Compliance or the CEO.

7.4.1.2 All MLA employees are required to assist in tackling fraud, corruption, and other malpractice within the organisation. If you are aware of, or suspect that bribery may be taking place with MLA, you should report suspicions to Exco or to Compliance, or raise the issue through the whistleblowing channels.

7.4.1.3 It is inappropriate to disclose concerns outside MLA or to a third party before MLA has had an opportunity to deal with the issue. Therefore, representatives are encouraged to directly report their concern through the correct channels. Alternatively, representatives are welcome to use the whistleblowing facility available in MLA.

7.5 Protection and Reporting Violations

7.5.1 Representatives who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are often worried about possible repercussions. MLA encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

7.5.2 MLA is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has occurred, or may occur in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you believe you suffered any such treatment, you should inform the Head of Compliance immediately. If the matter is not remedied, as an employee you should raise it with the CEO. No employee will suffer if the MLA loses business as a consequence of his/her refusal to pay bribes or engage in corrupt activities.

7.5.3 It is important that you advise the CEO/Head of Compliance promptly if you or another representative are offered a bribe by a Third Party, or are asked to make one, suspect that this may happen in future; or believe that you or another representative are a victim of another form of unlawful activity when acting on behalf of, in association with, MLA.

7.6 Investigations

7.6.1 In addition to regular audits to verify compliance with relevant anti-corruption laws and more broadly with this policy and other MLA policies, practices and procedures, there may be individual instances in which MLA 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 to ensure compliance with this Policy and other MLA's policies, practices and procedures.

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

7.7 Sanctions

7.7.1 Given the serious nature of a breach, the failure of the above-mentioned stakeholders to comply with this policy, whether intentionally or by an act of negligence, may lead to disciplinary action being taken that could result in outright dismissal.

7.7.2 Any MLA employee who breaches this policy will face disciplinary action in accordance to MLA's Disciplinary Code, which could result in dismissal for gross misconduct.

7.7.3 MLA reserves the right to terminate contractual relationships with representatives if they breach this Policy.

7.8 Training, Communication, Engagement of Third Parties and Due Diligence

7.8.1 Training on this Policy forms part of the induction process for all new employees and Third Parties. All existing employees will receive relevant training on how to implement and adhere to this policy.

7.8.2 MLA's robust approach against bribery and corruption must be communicated to all Third Parties at the onset of MLA's business relationship with them and as appropriate thereafter.

APPENDICES

Potential Risk Scenarios: "Red Flags"

The following is a list of possible red flags that may arise during the course of any representative working for, on behalf of or in association with MLA, and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for, on behalf of, or in association with MLA, you must promptly report them to Compliance, or alternatively, to the CEO:

1.2 you learn that a Third Party has a reputation for paying bribes, or requiring that bribes be paid to them;

1.3a Third Party:

1.3.1insists on receiving a commission or fee payment before committing to sign a contract with MLA, or carrying out a government function or process for MLA;

1.3.2 requests payment in cash and refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.

1.3.3r requests that payment is made to a country or geographic location different from where the Third Party resides or conducts business;

1.3.4 requests an unexpected additional fee or commission to "facilitate" a service;

1.3.5demands lavish entertainment or gifts before commencing or continuing negotiations or discussions on a matter;

1.3.6 requests that a payment is made to "overlook" potential legal violations;

1.3.7 requests that you provide employment or some other advantage to a friend or relative;

1.4 you learn that a colleague has been taking out a particular Public Official for very expensive and frequent meals;

1.5you receive an invoice from a Third Party that appears to be non-standard or customised;

1.6you notice that MLA has been invoiced for a commission or fee payment that appears large given the service stated to have been provided; or

1.7a Third-Party request or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to

References

ISO Standard References

ISO 9001:2015,

Legal References

Protected Disclosures Act No. 26 of 2000.

Prevention and Combating of Corrupt Activities Act No 12 of 2004; and

Rev	Date	Indicate	Nature of change	
		Add / Delete / Replace	**Describe in a bit more detail what changed**	**Page No**
00	2026-05-01	Newly created IMS Operating Procedure (Procedure)		