

SAHARA GROUP GIFT AND HOSPITALITY POLICY

INTRODUCTION

Sahara Group and/or its affiliates (the "Company") holds corporate ethical values and image in the highest esteem and therefore shall passionately conduct its business in a corrupt-free, anti-fraud and highly ethical manner that promotes free enterprise, excellence and competition. In view of this, the Company is determined to maintain its reputation as a corporate entity which will not tolerate fraud, bribery, corruption or the abuse of position for personal gain, wherever it may be found in any of its corporate activities.

Our staff, clients, partners and government agencies regulating the industry we operate in, will play a key role in counter-fraud initiatives. This includes providing a corporate framework within which counter-fraud arrangements will flourish, and the promotion of an anti-fraud culture across board.

In view of the above, the Company policy on gifts and hospitality is intended to provide advice to staff, which in the course of carrying out their duties either receive offers of gifts and hospitality or provide gifts and hospitality to others on behalf of the Company.

All decisions by the Company's staff on the provision or acceptance of gifts and hospitality must be able to withstand both internal and external scrutiny. They must be defensible as being in the direct interest of the organization, as being proportionate to that interest and within limits that are acceptable to this policy.

PURPOSE

The policy has been developed to ensure compliance with our Business Principles in line with our core values. Staff must not accept gifts, hospitality and/or benefits of any kind from a third party which can or will be perceived by a reasonable individual as compromising their personal judgment in the course of their duties.

- Staff must not use their official positions to further their private interest or those of others
- Staff must declare any private interest relating to themselves and any of the public and/or private bodies of which they are part of and which the Company has dealings with.
- Staff must base all procurement decisions and negotiations of contracts primarily on achieving best value for money for the Company
- Staff must refer to their Managing Director's and/or Heads of Departments when faced with situations for which they have inadequate guidance
- If in any doubt, they should seek advice from the appropriate member of senior executive management or via **expressyourself@sahara-group.com**

GUIDANCE ON THE RECEIPT OF GIFTS, BENEFITS AND HOSPITALITY

Under this policy, it is an offence for staff of the Company, either in their official or personal capacity to do the following with regards to the acceptance of gifts, benefits and/or hospitality:

- To accept or give any gifts or consideration as an inducement or reward for doing or refraining from doing anything in line with their normal duties as staff of the Company
- To show favor or disfavor to any 3rd party in expectation of a reward or as punishment for refraining from giving a reward for the fulfillment of their duties , as the case may be, in the normal course of their activities and job description
- To receive money, gifts and/or consideration from a person and/or organization seeking to obtain a contract of service or for service or who already has a contract of service or for service in order to favor them.

Members of staff are expressly prohibited from soliciting benefits or rewards in return for providing service and/or products, whether those services should be provided as part of the fulfillment of their duties or are provided because a gift or inducement has been offered.

This manner of behavior is an offence which could lead to serious disciplinary measures including but not limited to termination or dismissal in line with the Company's sanction grid.

ACCEPTANCE OF GIFTS, BENEFITS AND HOSPITALITY

Members of staff may, in certain circumstances and subject to these procedures, accept offers of gifts, benefits and hospitality. However staff must at all times, act in a way which is fair, impartial and unbiased. The receipt of gifts, benefits and hospitality may create conflicts of interest and may give rise to an adverse inference as to the integrity of either the donor or the staff member. It is important therefore that employees consider carefully the circumstances in which they accept gifts.

Some members of staff necessarily spend time with other organizations where it is normal business practice or social convention to offer gifts, hospitality or awards. Offers of this kind have the potential of placing staff in a difficult position, as to refuse may cause misunderstanding or offence; however to accept may give rise to questions of impropriety or conflict of interest. The guiding principles in such circumstances are:

- The conduct of individuals must not be such as to create any conflict between the performance of their official duty and their private interest.
- Members of staff in carrying out their duties must be careful not to create circumstances in which it would be reasonable for the Company, members of the public, organisations with whom they deal or their colleagues to suspect that they have been (or may have been) influenced by a benefit to show favor or disfavor to any person or organization.

In addition, gifts, hospitality or other benefits of over \$100 in value must be formally registered with the Managing Director and/or Head of Department in accordance with this Policy within 14 days of the date of receipt.

Where a member of staff receives a series of gifts, hospitality or other benefits from the same organization in one year with a cumulative value of over \$100 when taken together, these too must be formally registered.

It is expressly prohibited for a member of staff to accept any gift or benefit from an organization and/or person that is actively involved in a tender process at the Company. Where a gift or

inducement is offered to the Company corporately (rather than to an individual employee) in the course of a purchase negotiation, the Company's representative in the negotiations should refer such an offer to the Managing Director and/or Head of Department who should immediately report such to the Board of Directors.

GIFTS

Staff should not accept any gift or reward from any organization or individual with whom they have contact in the course of their work as an inducement either for doing something or not doing something in their official capacity. Particular care should be taken about any gift from a person or organization which has, or is bidding for a contract with the Company.

If unsolicited gifts of a substantial nature arrive from contractors, agents, suppliers they should be returned with a polite explanation that the Company's Policies do not allow their acceptance. If a member of staff has any doubts about whether an offer of a gift should be refused on the grounds that refusal may cause offence, they should consult their Managing Directors and/or Head of Department, to determine whether the gift should be accepted.

Where a gift is made to an individual in their official capacity the gift will be retained by the Company and may be put on display.

Offers of cash or cash equivalents (e.g. lottery tickets, gift vouchers or gift cheques) made by suppliers, contractors, service users or their relatives to individual officers of the Company should be declined.

Gifts of a small or inexpensive nature such as calendars or diaries or other simple or inexpensive items such as flowers and chocolates can be accepted.

It is recognized that there are exceptional cases where refusal of a gift will clearly offend a donor, cause embarrassment or appear discourteous. In these cases the donor should be advised that the permission of the Company Management will have to be sought as to whether or not the gift can be accepted. The Managing Directors and/or Heads of Departments should be asked to decide whether to:

- Allow the recipient to accept the gift
- Return the gift to the donor with a suitably worded letter explaining why the gift cannot be accepted
- Use or dispose of it, if possible, in or by the Company.

Trade or discount, other than those negotiated by the Company on its own account or on behalf of members of staff, by which an officer might benefit from the purchase of goods or services at a reduced price are classified as gifts and should be politely declined and, if already accepted, returned to the sender.

Senior Executive Management will deal swiftly and firmly with those who defraud the Company or who are corrupt in line with the Company's sanction grid. The Company will be robust in dealing with financial malpractice and shall hold onto expertise, excellence and quality as key strength sources and shall NOT offer any sort of inducement to persons or government officials to influence decisions that affect the Company.

HOSPITALITY

The handling of offers of hospitality is recognized as being much more difficult to regulate but it is an area in which staff must exercise careful judgment. It is recognized that it can be as embarrassing to refuse hospitality as it can be to refuse a gift. There is also a need to distinguish

Between simple, low cost hospitality of a conventional type, for example, a business lunch or evening meal compared with more expensive and elaborate hospitality. There is clearly a need for a sense of balance.

However, there may be instances where staff receives invitations to events run by voluntary organizations such as annual conferences or dinners in their official capacities and in the regular course of their duties. Attendance at such events is considered an integral element in building and maintaining relationships with these sectors and any hospitality received is likely to be reasonable and proportionate, and therefore acceptable

The guiding principle is that in accepting hospitality staff needs to be aware of, and guard against, the dangers of misrepresentation or perception of having been compromised, by a competitor of the host. Where a contract is being negotiated or in the course of a bid tender process, hospitality of any kind, including attendance of staff at seasonal events hosted by suppliers or contractors, should be avoided.

As a general rule, invitations of hospitality which are extended to the Company as a whole, can be accepted by a nominated officer and are less likely to attract criticism than personalized invitations to individual officers.

When in doubt about accepting hospitality or an invitation you should consult your Managing Director and/or Head of Department. In all instances where anything beyond conventional hospitality is offered, the approval of the Managing Director and/or Head of Department should be sought. It is particularly important to ensure that the Company is not over represented at an event or function and care should be taken to ensure that this does not happen, for example, by enquiring from the host as to other staff who has received similar invitations.

REGISTER OF GIFTS AND HOSPITALITY

In order to counter any possible accusations or suspicions of breach of the rules of conduct in line with this policy, a record will be kept by the Company of all offers of gifts, awards and prizes made to members of the Board, senior management and staff of the Company. Invitations to functions or events, where a considerable degree of hospitality is involved should also be recorded. Details should include

- Where the offer originated
- To whom it was made
- A note of the action taken, accepted/refused/returned/redistributed.

PROVISION OF HOSPITALITY, GIFTS AND BENEFITS

Below is a guide to staff when considering the provision of hospitality, gifts and/or benefits.

INTERNAL HOSPITALITY

This should only be considered in clearly defined circumstances. For example, where meetings outside of normal working hours cannot be avoided (early morning or after normal working hours) or where staff are required to travel to attend meetings in circumstances where a lunch time break is not possible or where the meeting is likely to last for more than 3 hours.

Where hospitality is to be extended for internal meetings, it should be limited to light refreshments

In relation to residential training courses/conferences it is normal practice for meals and light refreshments to be provided to delegates. The provision of lunch and dinner are acceptable to be served but with no alcoholic beverages

In relation to non-residential events, lunch may be provided where it facilitates the running of the course or where alternative provision is not available. Beverages provided with lunches should be restricted to soft drinks, tea, coffee, fruit juice and water.

RESPONSIBILITIES

All our operations, activities and relationships shall be guided by this policy and no clause shall be subject to waiver.

THIS POLICY APPLIES TO ALL MEMBERS OF THE BOARD, CEO/OTHER MEMBERS OF THE SENIOR EXECUTIVE MANAGEMENT TEAM AND ALL STAFF OF THE COMPANY