

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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Document Title	ANTI-BRIBERY AND ANTI-CORRUPTION POLICY			
Applicability: All employees, contractors and third party service providers – as defined in this Policy	Version: 0.1		Issue Date 28 February 2018	
Approval	Name	Job Title/ Role	Signature	Date
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1. PURPOSE

- 1.1. The JSE Limited and all its direct and indirect subsidiaries (collectively referred to as the “JSE”) is committed to conducting business transparently, honestly, with integrity and to the highest ethical standards, and this commitment is embodied in, among other things, the JSE’s Code of Conduct Policy and this Policy.
- 1.2. This Anti-Bribery and Anti-Corruption Policy reiterates the JSE’s zero-tolerance commitment to comply with and to conduct its business in accordance with applicable anti-bribery and anti-corruption laws, and to cause its affiliates, directors, employees, contractors and third party service providers to behave accordingly.
- 1.3. In furtherance of this commitment, the JSE will abide by the Prevention and Combatting of Corrupt Activities Act, 12 of 2004 (“PCCA”).
- 1.4. This Policy supplements the JSE’s Code of Conduct Policy, its other policies and all applicable laws and is not intended to replace any applicable laws.
- 1.5. The purpose of this Policy is to set out the JSE’s responsibilities, and the responsibilities of those working for or with the JSE in observing and upholding the JSE’s position on bribery and corruption.
- 1.6. This Policy may be amended at any time.

2. SCOPE

This Policy applies to the directors, employees (whether permanent, fixed-term or temporary) of the JSE, wherever located, and reflects the standards to which the JSE expects its business associates, contractors, consultants, third party service providers or any other person associated with or acting on behalf of the JSE (collectively referred to as “Representatives” in this Policy).

3. PRINCIPLES

- 3.1. Line managers should ensure that all employees and contractors are familiar with this Policy and subsequent applicable amendments as they are updated from time to time and communicated via the JSE Intranet – Insite and the HR System, namely JSE Connect.
- 3.2. It is also the responsibility of all staff and contractors to familiarise themselves with and observe the requirements contained in this Policy in conjunction with all other relevant policies that govern employment at the JSE.
- 3.3. Any employee or contractor is entitled at any time to disclose non-compliance with the Policy without fear of victimisation; in addition, the JSE reserves the right to take action for any derivative misconduct.

- 3.4. Breach of this Policy may 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-JSE employees e.g. independent contractors or temporary workers, failure to comply with this Policy will result in a notification to the service provider and/or any applicable authority to take appropriate remedial action, which may include but is not limited to reimbursement by the eligible user or its service provider for expenses incurred. Contractors, consultants and labour brokers will be at risk of having their contract terminated and will be reported to their labour broking house/contracting company who will apply their policies.
- 3.5. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your supervisor, line manager or relevant head of department.

4. WHAT IS CORRUPTION?

4.1. The PCCA broadly defines corruption (as a general offence), as being:

Any person who directly or indirectly, accepts or agrees or offers to accept or give, any form of gratification from any other person, whether for the benefit of themselves or for the benefit of another person in order to act personally or by influencing another person to act, in a manner that amounts to the illegal, dishonest, unauthorised, incomplete, or biased; misuse or selling of information or material acquired in the course of the exercise, carrying out or performance, of any powers duties or functions that amounts to the abuse of a position of authority a breach of trust; or the violation of a legal duty or a set of rules; that is designed to achieve an unjustified result, or any other unauthorized or improper inducement to do or not to do anything, is guilty of the offence of corruption.

4.2. The PCCA also creates a number of specific offences, including corruption relating to tenders, contracts and public officials.

4.3. The PCCA impacts all natural and juristic persons in South Africa as well as South Africans operating outside of the country. The following specific activities regarding identified functions and roles where corrupt activities could impact are also highlighted in the PCCA:

- 4.3.1. public officers;
- 4.3.2. foreign public officials;
- 4.3.3. agents (i.e. any authorised representative who acts on behalf of his or her principal);
- 4.3.4. members of legislative authorities;
- 4.3.5. judicial officers;
- 4.3.6. parties to an employment relationship;
- 4.3.7. witnesses and evidential material in certain proceedings;
- 4.3.8. relating to contracts;
- 4.3.9. procuring and withdrawal of tenders;
- 4.3.10. auctions;
- 4.3.11. sporting events;
- 4.3.12. gambling games or games of chance;
- 4.3.13. offences related to possible conflict of interest.

4.4. A person convicted of committing any of the statutory corruption offences may be liable to a fine and imprisonment up to a period of life imprisonment.

5. CONTRAVENTION OF THE POLICY

- 5.1. The JSE regards any contravention of the Policy as a serious matter. At the same time, any suspected or alleged contravention under investigation must be treated with utmost confidentiality.
- 5.2. If Representatives believe that their own actions have, or may have contravened the Policy, they should immediately inform their divisional executive.

5.3. If Representatives suspect that another Representative of the JSE has contravened the Policy, they should report this promptly and confidentially, preferably in writing, to the HR Director or use the anonymous whistleblowing line, contactable at 0800 863 266.

6. ANNUAL ATTESTATION

All employees and contractors will be required to complete an annual attestation (paper or online) confirming their compliance to the Policy and all other JSE policies.