

**Cape Management System  
Anti-Bribery and Corruption  
Policy  
CMS GPO 14**





## Policy Introduction

### Cape core values

- Acting ethically and with integrity is fundamental to the way in which we want to do business at Cape. Operating within a culture of openness and honesty, and behaving with respect for others, means that we can trust each other to work in the best long-term interests of the Cape Group.
- We take a zero-tolerance approach to bribery and corruption and are committed to: (a) acting professionally, ethically and with integrity in all our business dealings and relationships wherever we operate; and, (b) to implementing and enforcing effective systems to counter bribery and corruption.
- We are committed to upholding all laws relevant to countering bribery and corruption in all the territories in which we operate. We will also comply with the standards set out in UK law, including the Bribery Act 2010, in respect of our conduct both in the UK and elsewhere.
- You should read this Policy in conjunction with the Cape Group Business Integrity & Ethics Code.

### Policy aims

- This Anti-Bribery and Corruption Policy sets out the Cape Group approach on anti-bribery & corruption and details the responsibilities of all Cape Group employees and related third parties to observe and uphold that approach. It also provides information and guidance on how to recognise and deal with bribery and corruption issues. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. It is vital that all Cape Group employees and related third parties (see below) read, understand and act upon this Policy.

### Warning

- This Anti-Bribery & Corruption Policy sets out the anti-bribery and corruption standards for all Cape Group employees and certain third parties (see below). It is vital that all Cape employees and such third parties read, understand and act upon this Policy.

<p><b>THIS POLICY APPLIES TO YOU</b></p>	<p>This Policy covers all Cape Group employees, directors, officers, consultants, contractors, agents, representatives, business partners, sponsors, interns, casual workers, seconded workers and agency workers.</p>
<p><b>STATUS OF POLICY</b></p>	<p>This Policy forms part of your contract of employment / terms of engagement and is effective from date of issue. We are entitled to amend this Policy any time without prior notice.</p>
<p><b>BREACH OF POLICY</b></p>	<p>Breach of this Policy could result in disciplinary proceedings and, potentially, dismissal and/or prosecution.</p>



## Breaches Of Policy / Criminal Sanctions:

- Any employee who breaches this policy could face disciplinary action, which could result in dismissal for misconduct or gross misconduct. We will terminate our relationship with any third party working on our behalf if they breach this policy.
- It is a criminal offence for a UK company and/or its subsidiaries to offer, promise, give, request, or accept a bribe. As an employer if we fail to prevent bribery we can face an unlimited fine, exclusion from tendering for UK public contracts, and damage to our reputation. We therefore take our legal responsibilities very seriously. We face similar sanctions in many other territories.
- Individuals are also subject to UK laws on anti-bribery and corruption, the laws of the territories in which they are based, and potentially various other jurisdictions as well. In the UK, individuals found guilty of bribery and/or corruption can be punished by up to ten years' imprisonment and/or a fine.
- Cape Group will always cooperate with the relevant authorities in relation to any substantiated allegations of bribery and/or corruption including providing assistance in the prosecution of Cape Group employees and third parties.

## Definitions:

- In this policy:
  - **Advantage** means a financial advantage such as money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value;
  - **Bribery** means offering, promising, giving or accepting any Advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting Improperly, or where the recipient would act Improperly by accepting the Advantage;
  - **Corruption** means the abuse of entrusted power or position for private gain;
  - **Employee** means all Cape Group employees, directors, officers, consultants, contractors, agents, representatives, business partners, sponsors, interns, casual workers, seconded workers and agency workers;
  - **Facilitation Payments** means monetary payments (also known as 'back-handers') which are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official);
  - **Improperly** means the improper actions of a person where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust - the improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind;
  - **Kickbacks** means 'kickbacks' and other payments made in return for a business favour or advantage; and,
  - **Third Party** means any individual or organisation you come into contact with during the course of your work for Cape Group, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisers, representatives and officials, politicians and political parties.



## What you must not do:

### Bribery

- It is not acceptable for you, or someone on your behalf, to:
  - give, promise to give, or offer, any payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
  - give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
  - accept a payment, gift or hospitality from a Third Party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
  - accept hospitality from a Third Party that is unduly lavish or extravagant under the circumstances;
  - offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of your Divisional Compliance Manager;
  - threaten or retaliate against another individual who has refused to commit a Bribery offence or who has raised concerns under this policy; and/or,
  - engage in any other activity that might lead to a breach of this policy.

### Facilitation Payments and Kickbacks

- It is not acceptable for you, or someone on your behalf, to make or accept Kickbacks and/or Facilitation Payments. You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you must always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You shall always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you shall raise these with your Divisional Compliance Manager.

### Donations

- Cape Group does not make contributions to political parties and it is therefore not acceptable for any Employee to make any political donation on behalf of the Cape Group.
- Cape Group will only make charitable donations that are legal and ethical under local laws and practices. It is not acceptable for any Employee to make any charitable donation on behalf of the Cape Group without the prior written consent of the relevant Divisional Compliance Manager. Any charitable donation in excess of £1000 will additionally require the approval of the CEO.

### Gifts, hospitality and expenses

- You are allowed to give and/or receive reasonable and appropriate hospitality or entertainment to or from Third Parties, for the purposes of:
  - establishing or maintaining good business relationships;
  - improving or maintaining our image or reputation; and/or,



- marketing or presenting our products and/or services effectively.
- Any such gift accepted from, or given to, a Third Party must meet the following requirements:
  - it must meet the requirements set out in the GROUP GIFTS & ENTERTAINMENT POLICY – CMS GPO 21;
  - it must not be made with the specific intention of influencing a Third Party to obtain or retain business or a business advantage, or to specifically reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
  - it must be made in Cape’s name, not in your name;
  - it must not include cash or a cash equivalent (such as gift certificates or vouchers);
  - it must be appropriate in the circumstances, taking account of the reason for the gift, its timing and value (for example, in the UK it is customary for small gifts to be given at Christmas);
  - it must be given openly, not secretly; and,
  - it must comply with any applicable local law.

**Examples:**

<b>Offering a bribe:</b>	<p><i><b>You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.</b></i></p> <p>This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.</p>
<b>Receiving a bribe:</b>	<p><i><b>A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.</b></i></p> <p>It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.</p>
<b>Bribing a foreign official:</b>	<p><i><b>You arrange for the business to pay an additional ‘facilitation’ payment to a foreign official to speed up an administrative process, such as clearing our equipment through customs.</b></i></p> <p>The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.</p>



## What you must do:

### Next steps:

- You must ensure that you read, understand and comply with this Policy.
- You are required to avoid any activity that might lead to, or suggest, a breach of this Policy.
- You must notify your Divisional Compliance Officer or the Cape Group Whistle-Blowing Hotline as soon as possible if you believe or suspect that a conflict with this Policy has occurred, or may occur in the future - for example, if any of the 'red-flag' issues outlined below were to occur in relation to a Cape Group employee or any third party with which Cape Group does business (as appropriate):

### Potential **red flag** issues:

<b><i>Improper business practices</i></b>	You become aware that an employee / third party engages in, or has been accused of engaging in, improper business practices.
<b><i>Reputation for paying bribes</i></b>	You learn that an employee / third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a 'special relationship' with foreign government officials.
<b><i>Request for 'commissions'</i></b>	A third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us.
<b><i>Cash payments</i></b>	An employee / third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.
<b><i>Non-standard payment arrangements</i></b>	A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business.
<b><i>Additional payment request</i></b>	A third party requests an unexpected additional fee or commission to "facilitate" a service.
<b><i>Lavish entertainment</i></b>	An employee / third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services, or you are offered an unusually generous gift or offered lavish hospitality by a third party.
<b><i>Payments to waive legal violations</i></b>	A third party requests that a payment is made to 'overlook' potential legal violations.
<b><i>Requests for employment</i></b>	An employee / third party requests that you provide employment or some other advantage to a friend or relative.
<b><i>Non-standard invoices</i></b>	You receive an invoice from a third party that appears to be non-standard or customised.
<b><i>Use of side-letters</i></b>	An employee / third party insists on the use of side letters or refuses to put terms agreed in writing.



### **Excessive commission payments**

You notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided.

### **Non-standard use of agents**

An employee / third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Cape Group.

*Note: this list is not intended to be exhaustive and is for illustrative purposes only.*

## **Maintenance of written records and training**

- You shall maintain financial records and observe Cape Group internal controls so that Cape Group will have evidence of the business reason for making payments to third parties.
- You must declare and keep a written record of all hospitality or gifts given or received and comply with the procedures set out in the Cape Group Gifts & Entertainment Policy.
- You shall ensure that, where it is a part of your role, all accounts, invoices, and other records relating to dealings with third parties including suppliers and customers are prepared with strict accuracy and completeness. No 'off-book' accounting will be permitted.
- Where you have managerial responsibility you shall ensure that training on this policy forms part of the induction process and is also provided periodically for all employees (as appropriate) that report to you (whether directly or indirectly).
- You must communicate Cape Group's zero-tolerance approach to bribery and corruption to all suppliers, contractors and business partners for which you are responsible at the outset of Cape Group's business relationship with them and as appropriate thereafter.

## **How to raise a concern**

- You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.
- If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify your Divisional Compliance Officer or the Cape Group Whistle-blowing Hotline as soon as possible.
- If you are unsure about whether a particular act constitutes bribery or corruption, you must raise it with your manager or your Divisional Compliance Officer or contact the Cape Group Whistle-blowing Hotline.
- We understand that potential Whistle-blowers are sometimes worried about possible repercussions. We will support any Cape Group employee who raises genuine concerns under this policy, even if they turn out to be mistaken and treat their concern as confidential (where possible). Whistle-blowers must not suffer any detrimental treatment (for example, dismissal, disciplinary action, threats or other unfavourable treatment) as a result of raising a concern. Any Cape Group employee involved in retaliation towards a Whistle-blower will be subject to disciplinary action.



## Related Group Policies and other documents

CMS GC 01 Group Business Integrity & Ethics Code  
CMS GPO 11 Group Whistle-blowing Policy  
CMS GPO 21 Gifts and Entertainment Policy

## Contact Details

Contact	Email
Divisional Compliance Officers: AsiaPac (incl. Australia) MENA Specialist Services UK, Europe & CIS Group	<a href="mailto:asiapac.compliance@capeplc.com">asiapac.compliance@capeplc.com</a> <a href="mailto:mena.compliance@capeplc.com">mena.compliance@capeplc.com</a> <a href="mailto:css.compliance@capeplc.com">css.compliance@capeplc.com</a> <a href="mailto:uk.compliance@capeplc.com">uk.compliance@capeplc.com</a> <a href="mailto:group.compliance@capeplc.com">group.compliance@capeplc.com</a>
Group General Counsel	<a href="mailto:cosec@capeplc.com">cosec@capeplc.com</a>
Group Compliance Manager	<a href="mailto:group.compliance@capeplc.com">group.compliance@capeplc.com</a>
Whistle-blowing Hotline	<a href="http://www.speak-up.info/cape">www.speak-up.info/cape</a> (access code 22731)

## Communication of Policy

- This policy shall be made available to all Cape employees and Sub-contractors via the Cape Intranet site.

## Responsibility for this Policy

- The Audit Committee of Cape Plc. has overall responsibility for this Policy and for reviewing the effectiveness of actions taken in response to concerns raised under this Policy. The Cape Group General Counsel is responsible for the implementation and day-to-day operation of this Policy. Management at all levels are responsible for ensuring those reporting to them understand and comply with this Policy and are given adequate and regular training on it.

**Richard Allan - Group General Counsel**  
Issue Date: 1<sup>st</sup> December 2016