

**Cape Management System
Gifts & Entertainment
Policy
CMS GPO 21**





Gifts & Entertainment 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 Gifts & Entertainment Policy sets out the Cape Group approach on the appropriateness of gifts and entertainment provided and accepted by Cape Group employees and related third parties and details the responsibilities of all Cape Group employees and related third parties to observe and uphold that approach. It is vital that all Cape Group employees and related third parties (see below) read, understand and act upon this Policy. This Policy should be read in conjunction with the Cape Group Anti-Bribery & Corruption Policy.

Warning

- This Gifts & Entertainment Policy sets out a gifts & entertainments policy 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>THIS POLICY APPLIES TO YOU</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>STATUS OF POLICY</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 at any time without prior notice.</p>
<p>BREACH OF POLICY</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.
- The giving or receiving of gifts and/or hospitality may, in certain circumstances, constitute bribery. 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 the laws of 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.

Providing & Accepting Gifts & Entertainment

The general tests

- All giving and receiving of gifts and/or entertainment shall satisfy the following tests:

RULE 1

As a general rule, you should avoid receiving and/or giving gifts and/or entertainment to third parties and must never do so where this could influence, or be perceived to influence, the outcome of a business transaction or any decision affecting Cape Group's interests.

RULE 2

You are, however, allowed to give and/or receive gifts and/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.

RULE 3

All gifts and/or entertainment must meet the following requirements:

- the value of the gifts/entertainment must fall within the applicable Divisional Guidelines (see below);
- it must not be made with the intention of influencing a third party to obtain or retain business or a business advantage, or to 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.

RULE 4

The final test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.



Promotional gifts

- Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable. Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

Gifts & entertainments register

- All gifts / entertainments provided or received must be entered into a Divisional Gifts & Entertainment Register within 5 business days of the date upon which they were given / received (see below).

Divisional Guidelines

- Each operating region within Cape has a nominated Divisional Compliance Officer (see below for contact details). Each Divisional Compliance Officer is responsible for originating (in consultation with the Regional Managing Director and the Cape Group General Counsel), maintaining and publishing a list of guideline value amounts (in local currency) for acceptable gifts and entertainment in the mandated form.
- You must be aware of, and comply with, the Divisional Guidelines for the Cape region in which you are employed or with which you do business.
- Divisional Guideline amounts cannot exceed the Group Guideline amounts which will be published annually and made available to Divisional Compliance Officers and Regional Managing Directors by the Cape Group General Counsel.

Divisional Gifts & Entertainment Registers

- Divisional Compliance Officers are responsible for maintaining a Gifts & Entertainment Register for their respective region / division (in the form mandated by Cape Group from time to time). The Group Compliance Manager is responsible for maintaining a Gifts & Entertainment Register for all Cape Group staff.
- You are responsible for notifying the relevant Divisional Compliance Officer of all gifts and/or entertainments provided or received **within 5 business days** of the date upon which they were given / received.

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.



Related Group Policies and other documents

CMS GC 01 Group Business Integrity & Ethics Code
CMS GPO 11 Group Whistle-blowing Policy
CMS GPO 14 Anti-bribery and Corruption Policy

Contact details

Contact	Email
Divisional Compliance Officers: <ul style="list-style-type: none">• AsiaPac (incl. Australia)• MENA• Specialist Services• UK, Europe & CIS• Group	asiapac.compliance@capeplc.com mena.compliance@capeplc.com css.compliance@capeplc.com uk.compliance@capeplc.com group.compliance@capeplc.com
Group General Counsel	cosec@capeplc.com
Group Compliance Manager	group.compliance@capeplc.com
Whistle-blowing Hotline	www.speak-up.info/cape (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
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