



**ANTI-BRIBERY AND CORRUPTION POLICY
FOR
EPSIDON TECHNOLOGY HOLDINGS (PTY) LTD AND ITS AFFILIATES
"EPSIDON TECHNOLOGY HOLDINGS GROUP"**

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CAPE TOWN
T: +27 (0) 21 529 5555

The Estuaries
Block C, Oxbow Lane
(Off Century Avenue)
Century City, Milnerton

CENTURION
T: +27 (0) 12 653 0953

11 Viceroy Link
Route 21 Business Park
Centurion
0178

JOHANNESBURG
T: +27 (0) 11 540 2640

51 Kyalami Boulevard
Kyalami Business Park
Kyalami, Midrand
Johannesburg

DURBAN
T: +27 (0) 31 569 9260

7 Nollsworth Crescent
Nollsworth Park
La Lucia Ridge
Umhlanga, Durban

KENYA
T: (+254) 020 515 4089

Purshottam Place
Westlands Road
Westlands, Nairobi
Kenya

NIGERIA
T: (+234) 814 342 8445

39 Alfred Rewane Ikoyi
5th Floor
Mulliner Towers
Lagos, Nigeria

MAURITIUS
T: +2305 252 6983

The Hive
Nouvelle Usine,
Mangalkhan,
Floreal, Mauritius



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“Affiliated Company(ies)” means, in relation to Epsidon Technology Holdings (Pty) Ltd, a subsidiary of this entity, or any division or operating branch of each subsidiary of this entity and all of its subsidiaries. Including but not limited to:

- Epsidon Technology Distribution (Pty) Ltd t/a First Distribution
- Even Flow Distribution (Pty) Ltd
- The Linux Warehouse (Pty) Ltd
- Epsidon Management and Marketing Consultancy (Pty) Ltd
- First Device Management Technology (Pty) Ltd
- Nology (Pty) Ltd
- Cloud Brokerage Services (Pty) Ltd

* This list is subject to amendment at the sole discretion of Epsidon Technology Holdings (Pty) Ltd and will include all affiliates whether listed or not.

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MESSAGE FROM THE GROUP CHIEF EXECUTIVE OFFICER

Our Commitment to Ethics: Building a Brighter Future Together

In the ever-evolving landscape of technology, our journey transcends innovation; it extends deep into the heart of what it means to be a responsible corporate citizen.

As stewards of progress, we understand that success is not measured solely in terms of profits and market leadership. It hinges on the principles that guide our actions and the impact we have on the world around us.

Our commitment is simple: we do not tolerate bribery, corruption, or any form of unethical behaviour. We understand that our role as a good corporate citizen extends beyond pure compliance with the law; it encompasses a genuine commitment to ethical conduct.

Our mission is clear - to build a future where technology is not only a force for innovation but also a force for good. We must strive to create solutions that enhance the lives of individuals and the well-being of society as a whole. This mission demands not just a focus on innovation but also a commitment to the highest ethical standards.

To translate this commitment into action, we have and will continue to invest in comprehensive training, robust compliance measures, and a culture that fosters ethical conduct. We will continue providing unwavering support to those who courageously report any suspicions of misconduct.

Together, as an organisation of passionate and principled individuals, we have the power to make a difference. We must work together and channel our collective energy into becoming not just pioneers in technology, but also champions of ethics and compliance.

Thank you for your unwavering dedication to our shared values. Let us continue to lead by example, setting new standards of excellence and ethics that illuminate the path towards a brighter future.

Arnold Sharp

Group Chief Executive Officer



1. INTRODUCTION.

- 1.1. Epsidon Technology Holdings (Pty) Ltd and its affiliates ("affiliate" means, in relation to Epsidon Technology Holdings (Pty) Ltd, a subsidiary of this entity, or any division or operating branch of each subsidiary of this entity and all of its subsidiaries) (hereinafter referred to as the "Epsidon Technology Holdings Group") is committed to combating corruption, bribery, anti-competitive and/or collusive practices, through the implementation of this Anti-Bribery and Corruption Policy ("**this Policy**").
- 1.2. Epsidon Technology Holdings Group prohibits all forms of corrupt behaviour and/or anti-competitive and/or collusive practices including (but not limited to):
 - 1.2.1. attempts to conceal or failure to accurately record the true nature of the Epsidon Technology Holdings Group's business activities; and/or
 - 1.2.2. falsification or tampering with the Epsidon Technology Holdings Group's books and records; and/or
 - 1.2.3. taking any action that has the effect of limiting, restricting or eliminating competition with a view to gaining an unfair advantage; and/or
 - 1.2.4. the soliciting, giving or receiving of any financial or other benefit or advantage without a *bona fide* business purpose.
- 1.3. Epsidon Technology Holdings Group adopts the objectives of this Policy and recognises the legal importance of complying with all anti-bribery, anti-corruption and anti- competitive collusive laws, regulations, and/or policies of South Africa, ("**SA anti- bribery laws**"), including but not limited to:
 - 1.3.1. the Prevention and Combating of Corrupt Activities Act, No 12 of 2004 ("**PACCA**")
 - 1.3.2. the Prevention of Organised Crime Act, No 121 of 1998 ("**POCA**");
 - 1.3.3. the Financial Intelligence Centre Act, No 38 of 2001 ("**FICA**");
 - 1.3.4. the Criminal Procedure Act, No 51 of 1977 ("**CPA**");
 - 1.3.5. the Competition Act, No 89 of 1998 ("**the Competition Act**"); and
 - 1.3.6. the Companies Act, No 71 of 2008 ("**the Companies Act**").
- 1.4. Where applicable, this Policy further recognizes international legal requirements:
 - 1.4.1. the UK Bribery Act, 2010;
 - 1.4.2. the Foreign Corrupt Practices Act of 1977 (USA);
 - 1.4.3. the South African Development Community's Protocol against Corruption;
 - 1.4.4. the laws against bribery, corruption, and anti-competitive collusive practices in all other jurisdictions in which the Epsidon Technology Holdings Group conducts business, (collectively referred to as "International anti-bribery law")



2. SCOPE AND PURPOSE.

- 2.1. This Policy applies to all directors, employees (whether permanent, fixed term or temporary), consultants and agency staff of the Epsidon Technology Holdings Group (collectively referred to herein as "Employees") and dictates the manner in which Epsidon Technology Holdings Group and its Employees conduct business, in order to prevent bribery, anti-competitive, collusive and/or corrupt practices.
- 2.2. This Policy has been developed to dictate the appropriate standards of behaviour required by the Epsidon Technology Holdings Group, in order to prevent bribery, corruption, and anti-competitive and/or collusive practices in the various jurisdictions in which the Epsidon Technology Holdings Group operates.
- 2.3. This Policy is in addition to and not a replacement of any existing anti-bribery, corruption, and/or conflict of interest obligations of the Epsidon Technology Holdings Group. Where any obligation adopted by the Epsidon Technology Holdings Group conflicts in any way with this Policy or any local governing law, the Policy, obligation or law providing the greatest level of protection against bribery, corruption, and conflicts of interest shall prevail.

3. POLICY STATEMENT.

- 3.1. It is the Epsidon Technology Holdings Group's Policy to conduct its business with transparency and integrity, enforcing a zero-tolerance approach to bribery and corruption. The Epsidon Technology Holdings Group is committed to maintaining honesty and professionalism in all its business dealings and relationships while operating, implementing, and enforcing effective systems to counter bribery, anti-competitive and/or collusive behaviour, and corruption.
- 3.2. The nature of the Epsidon Technology Holdings Group's business requires interaction with persons within various levels of governments, multi-national client companies and third-party service providers throughout Africa and the rest of the world. The Epsidon Technology Holdings Group is therefore committed to upholding and abiding by the rules and regulations of:
 - 3.2.1. the applicable laws in the countries in which it does business;
 - 3.2.2. South African anti-bribery laws;
 - 3.2.3. International anti-bribery laws; and
 - 3.2.4. this Policy.

4. BRIBERY AND CORRUPTION.

- 4.1. Bribery is where a person offers, promises, gives or receives, demands or accepts a financial or other benefit or advantage to/from another person with the intention to bring about the improper performance by that other person of a relevant function or activity or to reward such improper



performance.

- 4.2. Corruption is defined broadly as “the abuse of power for personal gain” and, bribery and fraud are considered to be corrupt practices.
- 4.3. Employees are prohibited from engaging in any acts of bribery or corruption, whether directly or indirectly, with government officials or private individuals.

5. **PUBLIC OFFICIALS.**

- 5.1. Engaging with public officials presents an elevated susceptibility to corruption or the appearance thereof. Therefore, Employees must exercise heightened vigilance when interacting with public authorities, including matters related to gifting, entertainment, or extending support to individuals in public service.

6. **FACILITATION PAYMENTS.**

- 6.1. Facilitation payments are usually small payments or gifts made to public officials in order to speed up or “facilitate” actions which the officials are already duty-bound to perform. Facilitation payments are classified as bribes and as such are illegal in South Africa and in other countries where the Epsidon Technology Holdings Group operates.
- 6.2. Epsidon Technology Holdings Group will never make or approve facilitation payments. If someone requests such a payment from us and/or an Employee, the Employee is prohibited from doing so and must refrain from making it, and must promptly report the request to the Head of Group Risk and Compliance
- 6.3. Employees are prohibited from offering or making facilitation payments, even where such payments are perceived as business practice or acceptable under the local law.

7. **LEGITIMATE FEES.**

- 7.1 A legitimate fee is sometimes payable for a speedy service provided by the government, where this is legally permissible. For example, a published amount to obtain a visa or a new passport more quickly from a consulate. Payment of such fee is acceptable provided there is a defined business need, the payment is transparent and open, a receipt is obtained for the payment and the expense is properly recorded in the Epsidon Technology Holdings Group’s financial records. It would not, of course, be legitimate, if it is a private payment to the official concerned, in order for him to expedite such an application.
- 7.2 Payments made under compulsion or through extortion:
 - 7.2.1 At Epsidon Technology Holdings Group, the safety and well-being of our Employees is paramount. In situations where Employees safety is jeopardised, we will take appropriate



measures to remove Employees from harm's way. In exceptional cases, this may involve making a payment to a public official to ensure the safety of our Employees in that particular circumstance. Employees are obligated to report any such incidents to the Head of Risk and Compliance as soon as it is safe to do so.

8 TRAVEL, GIFTS, ENTERTAINMENT AND HOSPITALITY.

- 8.1 Employees are prohibited from making or receiving payments to or from third parties for travel expenses, gifts, hospitality, gratification or entertainment, which could affect or be perceived to affect the outcome of a business transaction and is not reasonable and *bona fide*.
- 8.2 The Epsidon Technology Holdings Group has adopted an extensive Gifts and Entertainment Policy which is incorporated herein by reference. All Employees are required to familiarise themselves with the Gifts and Entertainment Policy and to adhere to the rules and regulations outlined therein.

9 POLITICAL AND CHARITABLE DONATIONS AND SPONSORSHIP.

- 9.1 The Epsidon Technology Holdings Group is not affiliated with any governmental or political organisations and therefore does not make any contributions towards governmental or political institutions or parties.
- 9.2 Employees are prohibited from directly or indirectly making a contribution to any political party, organisation or individual engaged in politics in order to obtain an improper advantage in the business conducted by the Epsidon Technology Holdings Group. Employees are furthermore prohibited from offering or make any contribution as an incentive or reward for obtaining or retaining business or for any improper purpose.
- 9.3 Employees may make charitable contributions and offer sponsorships for the purposes of socio-economic development, research, cultural and sporting activities, provided that such donations are made in the Employees' personal capacities and are not for improper business purposes. Employees are prohibited from offering or making any charitable contribution as an incentive or reward for obtaining or retaining business or for any improper purpose.

10 BUSINESS RELATIONSHIPS.

- 10.1 Working with Business Partners
 - 10.1.1 The Epsidon Technology Holdings Group requires suppliers, distributors, resellers, vendors, contractors, sub-contractors, agents and other business partners ("**Business Partners**") to at all times adhere to our Anti-Bribery and Corruption Policy for Business Partners and to act in accordance with the Epsidon Technology Holdings Group's standards in relation to bribery and corruption.
 - 10.1.2 We expect our business associates to align with our dedication to ethical and conscientious business conduct. We will under no circumstances grant authorisation for any business



partner to partake in bribery or corruption on our behalf.

10.1.3 In order to effectively oversee and mitigate the risk of bribery and corruption in connection with our business partners, we enforce a comprehensive set of controls and procedures. These measures encompass rigorous screening, thorough due diligence, and ongoing monitoring, all executed with a resolute commitment to a risk-based approach.

10.1.4 It is the responsibility of the Employees when engaging with Business Partners to conduct an appropriate due diligence process. In this regard, Employees are responsible to ensure that:

10.1.4.1 all Business Partners formally accept and agree to adhere to the Epsidon Technology Holdings Group's Anti-Bribery and Corruption Policy for Business Partners, which includes a declaration confirming that the relevant Business Partner and their directors, senior executives, managers and/or employees have not been formerly charged and/or convicted of any bribery, corruption or anti-competitive offenses;

10.1.4.2 all Business Partners complete and sign a declaration of interest;

11 COMPENSATION AND PAYMENTS TO BUSINESS PARTNERS.

11.1 The Epsidon Technology Holdings Group and its Employees will not make or authorise improper payments to Business Partners through agents or other intermediaries. Compensation paid to Business Partners should be appropriate and justified remuneration for legitimate services rendered and/or products provided, and should be supported by documentary proof i.e. invoices, written agreement, proof of delivery, written orders, etc. Epsidon Technology Holdings Group and its Employees are prohibited from:

11.1.1 entering into agreements that do not have a clear and proper commercial rationale;

11.1.2 paying unreasonably more than the fair market value for goods and services;

11.1.3 making payments to Business Partners without having a binding written agreement (whenever possible) and/or supporting documentary proof linked to the provision of legitimate products and/or services.

12 COLLUSIVE PRACTICES.

12.1 Collusive tendering or bid rigging is defined as an agreement amongst competitors not to compete on bids they submit after being invited to tender. Collusive tendering includes engaging in cover pricing so that a competitor company can win a tender in exchange for a sub-contract agreement and/or a kick back. Cover pricing refers to a practice that occurs where a company wishes, or believes it is necessary, to be seen to tender for a particular project but either does not wish to win the tender, or does not have the time or resources to prepare a carefully priced tender for that project. In this instance it is aware of the price its competitors are submitting and purposefully over-prices its submission to ensure its competitor is awarded the business in exchange for a sub-contract



and/or kick back.

12.2 The Epsidon Technology Holdings Group prohibits any form of collusive practices.

12.2.1 Employees are prohibited from participating in collusive tendering, whether formal, informal, contractual, non-contractual, or from engaging in cover pricing to favour one or more companies in exchange for a benefit. Collusive tendering refers to a situation in which companies share information illegally among themselves when offering to supply goods or services, in order to control the price.

13 MERGERS AND ACQUISITIONS.

13.1 Epsidon Technology Holdings Group meticulously undertakes pre-acquisition due diligence to ensure a comprehensive understanding of the entities in question. Subsequently, we seamlessly integrate these entities into our corporate structure, at which point we implement the Epsidon Technology Holdings Group Compliance program for those entities under our control or operation. This program ensures that all aspects of compliance, ethical standards, and responsible business practices are firmly established and maintained within the newly acquired entities, aligning them seamlessly with our overarching corporate governance framework. Our commitment to thorough due diligence and proactive compliance measures remains unwavering as we continue to expand our business portfolio.

14 CONFLICTS OF INTEREST.

14.1 Conflicts of interest occur when an employee has a direct or indirect personal or economic interest in a business transaction. It may also apply to situations where any member of an Employee's family or close circle has some involvement with the other party to the transaction, and may stand to benefit financially from that involvement.

14.2 Employees must avoid situations or transactions in which their personal interests could conflict or might be seen to be in conflict with the interests of the Epsidon Technology Holdings Group.

14.3 Epsidon Technology Holdings Group and its Employees are prohibited from:

14.3.1 using contacts or any knowledge gained at the Epsidon Technology Holdings Group for personal gain, or to benefit family and friends;

14.3.2 paying a third party more than a contractually agreed i.e. market based, fee for goods and services;

14.3.3 creating the impression that customers or suppliers have a contact in the Epsidon Technology Holdings Group who can exert influence on their behalf.

15 REPORTING SUSPICIOUS ACTIVITIES.

15.1 The prevention, detection and reporting of bribery, corruption and conflicts of interest is the



responsibility of all Employees and those working under the control of the Epsidon Technology Holdings Group.

- 15.2 Employees are required, when discovering or suspecting bribery, corruption or conflicts of interest, to immediately report the issue or suspicion to their Line Manager or the Epsidon Technology Holdings Head of Group Legal and the Head of Group Risk and Compliance. If you are unsure whether a particular act constitutes bribery, corruption or a conflict of interest, you must raise your concerns with your Line Manager who will report it to the Epsidon Technology Holdings Head of Group Legal and the Head of Group Risk and Compliance
- 15.3 The Epsidon Technology Holdings Group does not tolerate any form of retaliation, harassment or intimidation of a whistle-blower by others as a result of raising concerns in good faith. All concerns will be investigated and appropriate action taken. The Epsidon Technology Holdings Group will investigate all reports of bribery, corruption and conflicts of interest.
- 15.4 It is incumbent on every Employee to uphold Epsidon Technology Holdings Group's commitments diligently. The Epsidon Technology Holdings Group is committed to fostering a culture of open communication and accountability. Employees are encouraged to express any concerns or suspicions regarding potential violations of any Epsidon Technology Holdings Group policies without fear of reprisal. This openness is integral to maintaining our ethical standards and ensuring the integrity of our organisation.
- Such candid discussions will empower us to rectify any potential breaches, reinforce our commitment to ethical conduct, and bolster trust within our organisation.
- The Epsidon Technology Holdings Group's commitment to addressing concerns and suspicions is unwavering. When concerns and suspicions are raised, whether through direct conversations with managers or supervisors or via other designated reporting channels, Epsidon Technology Holdings Group will take such concerns and suspicions seriously. The Epsidon Technology Holdings Group is committed to investigating promptly and taking appropriate action to promptly rectify any identified issues, while ensuring confidentiality and protection for those who come forward with their concerns.
- 15.5 Employees must also report any unethical or illegal practices to Epsidon Technology Holdings Group by email to the general email address of Epsidon Technology Holdings Group's legal department at legal@firsttech.co.za and firstreport@firsttech.co.za.

16 ANTI-BRIBERY AND CORRUPTION TRAINING.

- 16.1 The Epsidon Technology Holdings Group will provide training to Employees from time to time to assist Employees in understanding their responsibilities in respect to anti-bribery and corruption. Employees must participate in and complete the training offered by Epsidon Technology Holdings Group whenever the Epsidon Technology Holdings Group requests Employees to complete such training.



17 CONSEQUENCES OF BREACHING ANTI-BRIBERY AND CORRUPTION POLICY.

- 17.1 Any breach of Epsidon Technology Holdings Group's Anti-Bribery and Corruption Policy will be treated with the utmost seriousness and will result in immediate and decisive action. Such breaches not only undermine our commitment to ethical business practices but also expose the organisation to significant legal, financial, and reputational risks.
- 17.2 In the event of a breach, Epsidon Technology Holdings Group reserves the right to take appropriate disciplinary measures against the responsible party, which may include, but are not limited to, verbal or written warnings, suspension, termination of employment or contractual relationship, and legal action as deemed necessary. Additionally, individuals found to be in violation of this Policy may be subject to civil and criminal penalties under applicable laws.
- 17.3 Furthermore, the consequences of a breach may extend beyond the individual involved. Epsidon Technology Holdings Group may also take legal action against third parties who are complicit in or facilitate bribery and corruption activities involving our organisation.
- 17.4 It is imperative for all Employees to understand that adherence to our Anti-Bribery and Corruption Policy is not negotiable, and any violations will be dealt with firmly and in accordance with the law. The success and reputation of the Epsidon Technology Holdings Group is built on our commitment to ethical conduct.

18 AMENDMENT AND COMMUNICATION.

- 18.1 Epsidon Technology Holdings Group reserves the right to amend this Policy as necessary. Any updates will be published on Epsidon Technology Holdings Group's website or otherwise provided to in writing.

19 CONCLUSION.

- 19.1 Epsidon Technology Holdings Group values its business relationships with its partners and is committed to fostering a culture of integrity, transparency, and compliance. By adhering to this Anti-Bribery and Corruption Policy, Employees play a crucial role in upholding these values and ensuring the continued success of our business relationship.

DocuSigned by:

Mekail Ramjee

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Mekail Ramjee

(Duly authorised)

Head of Group Risk and Compliance