

Anti-Bribery, Corruption and Fraud Policy for Financial Services Provider (FSP) Prime Circle Finance (Pty) Ltd, FSP Number 53768

Prime Circle Finance (Pty) Ltd is committed to conducting business in an ethical and honest manner and is committed to implementing and enforcing systems that ensure all forms of bribery, corruption, and fraud are prevented. Prime Circle Finance (Pty) Ltd has zero tolerance for bribery and corrupt activities. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships we build with our employees. Prime Circle Finance (Pty) Ltd will constantly uphold all laws relating to anti-bribery and corruption and adhere to the Sustainable of South Africa Social Standard (SIZA) requirements in combating any form hereof.

This Anti-Bribery, Corruption and Fraud policy must be read in conjunction with Prime Circle Finance (Pty) Ltd's Conflict of Interest Policy and Risk Management and Compliance Program.

1. To whom does this policy apply?

This policy applies to all employees, managers, and owners of Prime Circle Finance (Pty) Ltd, including temporary or contract employees. Employees must ensure that they do not become involved in any way in the payment of bribes. This policy sets out the minimum standards (SIZA; South African Legislation, ILO conventions and recommendations, or any other relevant legislation that might be applicable) to which all employees of Prime Circle Finance (Pty) Ltd must adhere at all times.

2. Legal framework (legislation / regulations) governing bribery and corruption

The following legislation forms part of South Africa's legal framework governing bribery and corruption:-

2.1 Prevention and Combating of Corrupt Activities Act, 2004;

2.2 Prevention of Organised Crime Act, 1998;

2.3 Protected Disclosures Act, 2000;

2.4 Financial Intelligence Centre Act, 2001;

- 2.5 Protection of Constitutional Democracy Against Terrorist and Related Activities Act, 2004; and
- 2.6 Competition Act, 1998.

The Prevention and Combating of Corrupt Activities Act (PRECCA) is South Africa's main anti-bribery and anti-corruption legislation and is akin to the United Kingdom's Bribery Act. PRECCA creates a general offence of corruption that is broadly defined. PRECCA also imposes a statutory reporting obligation in instances where suspicion exists that an offence in terms of the Act has been committed (including bribery).

Specifically, Section 34(1) of PRECCA imposes a reporting obligation, in terms of which "persons in a position of authority", as defined in section 34(3) of the Act are required to report any of the corruption offences such as theft, fraud, extortion, bribery or uttering a forged document, involving an amount of R100,000 or more. It is important to note that this section imposes only a reporting obligation and there is no duty to investigate. The scheme of section 34 is such that it places the duty to investigate upon the investigating authority with the constitutional mandate to investigate crime in South Africa, namely the South African Police Service.

It is generally advisable to conduct an internal investigation for purposes of understanding the circumstances of the offence and to prepare for the formal South African Police Service investigation. The distinction between reporting in terms of PRECCA and South African legislation dealing with protected disclosures and whistleblowing is explained in more detail below.

2. Definitions

Whilst South African legislation does not specifically define bribery per se, it does however define corruption in such a way that it includes bribery as a form of corruption.

Corruption is defined as an act of accepting or offering any gratification from any other person whether for the benefit of that person or any other person in order to influence the other person to act in a manner that is illegal, dishonest, unauthorised, incomplete,

biased or in a manner that results in the misuse or selling of information. This is applicable to both public officials and private individuals

Bribery can be described as: giving or receiving anything from any person (usually money, a gift, loan, reward, favour, commission, or entertainment), as an improper inducement or reward for obtaining business, employment, or any other benefit. Bribes can therefore include, but are not limited to:

- gifts and excessive or inappropriate entertainment, hospitality, travel, and accommodation expenses;
- payments, whether by employees or business partners such as recruiters, labour service providers or consultants; and
- other 'favours' provided to supervisors, such as making unwanted advances, payments or promises.

3. Distinguishing between Public Officials and Private Persons

South African legislation does not specifically distinguish between corruption involving public officials and corruption involving private persons. Bribery involving a public or private person/entity is therefore criminalised in South Africa. In addition, both active and passive bribery are encapsulated by the South African legislative understanding of corruption. For this reason, both the act of offering a bribe and accepting a bribe are criminal offences.

4. Civil Consequences of Bribery

Civil damages claims arising from corruption or bribery are commonplace in South Africa. The specific quantum of such claims is largely dependent on the damage suffered. As a general principle of South African law, awards for damages are compensatory and not punitive.

A further civil consequence of bribery and corruption in South Africa is that decisions made by organs of state may be set aside in instances where the decision was tainted

by corruption, bribery, or mal administration. This process is explained in more detail below and regulated by the Promotion of Administrative Justice Act.

5. Criminal Consequences of Bribery

Depending on the nature of the corrupt conduct, a Court may impose a sanction of imprisonment and/or a monetary fine.

Contraventions of PRECCA, which encompasses the act of bribery, include:

1. A fine of unlimited value;
2. prison sentence (the maximum sentence being life imprisonment);
3. an additional fine equal to 5x the value of the gratification involved in the offence; or
4. Endorsement of convicted person or enterprises on the Register for Tender Defaulters (Blacklisting). Blacklisting refers to being placed on a list of entities and individuals with which the South African government and public sector is prohibited from doing business with.

6. Authorities that have jurisdiction and prosecute bribery

The South African Police Services (SAPS) is constitutionally mandated to investigate and prosecute criminal conduct along with the National Prosecution Authority (NPA). Within the SAPS and the NPA, there are a number of different branches and divisions focused on investigating and prosecuting corruption and bribery, including the Directorate for Priority Crime Investigation (Hawks) and the NPA's Anti-Corruption Task Team.

In addition to the SAPS and the NPA, the South African Special Investigating Unit (SIU) is also tasked with investigating corruption and bribery. The SIU is a government department mandated to investigate 'serious malpractices or maladministration in connection with the administration of state institutions, state assets and public money as well as any conduct which may seriously harm the interests of the public. The SIU

was established in terms of the Special Investigating Units and Special Tribunal Act 74 of 1996.

In addition to the aforementioned permanent authorities which have jurisdiction to investigate and prosecute corruption bribery in South Africa, another important authority is the widely publicised Judicial Commission of Inquiry into Allegations of State Capture, also known as the Zondo Commission after its chairperson, Deputy Chief Justice Raymond Zondo. The Zondo Commission is a judicial commission of inquiry mandated to 'investigate allegations of State Capture, Corruption, Fraud and other allegations in the Public Sector in South Africa.'

It is hoped however that the information uncovered by the Zondo Commission and its recommendations will lead to successful prosecutions by the NPA.

7. Who may be held liable for Bribery?

Both individuals and corporate entities can be held liable for bribery in South Africa. In the context of corporate entities, the entity may be subject to a fine.

8. To which international anti-corruption conventions are we party to?

South Africa is party to the following international anti-corruption conventions:

1. the United Nations Convention Against Corruption;
2. the AU Convention Against Corruption;
3. the OECD Anti-Bribery Convention; and
4. the SADC Protocol Against Corruption

9. Company Commitment

All employees of Prime Circle Finance (Pty) Ltd must adhere to the company ethos of bribery and corruption. No employee or manager will be allowed to take part or become involved in any form of bribery, corrupt behaviour, or fraud, including the following:

- Offer, pay, or give anything of value to any person through which one will unethically gain something in return which is not provided for in terms of their employment contract.
- Attempt to mislead or induce any person to do something illegal or which goes against the company policy.
- Mislead or intentionally lie to any person to gain an advantage above and beyond their employment agreement.
- Violate any rules by shifting blame or responsibility onto another employee/person.
- Fraudulent practices against the company ethos or legislation.

Each employee is obligated to report any actual or suspected form of bribery, corruption and / or fraud to their immediate senior and / or senior management.

Prime Circle Finance (Pty) Ltd is committed to remove and combat any inappropriate behaviour immediately and will not tolerate such behaviour from employees, managers, or customers/clients in any way or form. This policy hereby binds the company to its commitment to regularly discuss and mitigate factors related to any form of bribery, corruption, or fraudulent behaviour.

Signed at Cape Town on this 5th May 2025



Joly Joseph Zziwa Taboola

CEO: Prime Circle Finance (Pty) Ltd