



ANTI-BRIBERY AND ANTICORRUPTION POLICY

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FORWARD

The core objective of Africa Talent Contours limited is provision of Management and Human resource Consultancy Services. Africa Talent interacts extensively with the clients and customers in meeting their various needs. Some of this business interactions and processes are vulnerable to corrupt practices. In this respect, the company recognizes that corrupt practices can adversely affect its reputation, cause unnecessary costs to our innocent customers, and erode the values about which is the reason for company's existence. The company has responsibility to uphold highest level of ethical behavior and practice openness in all our dealings. The company also recognizes that all its areas of operations, especially interactions with job seekers, are potential risk areas with respect to corrupt practices. The company has promulgated an Anti-corruption Policy to supplement legal provisions and other business initiatives for fighting and preventing corruption. The policy seeks to provide a framework for efficient and effective detection and prevention of corruption at the workplace.

POLICY STATEMENT

It is our policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to Bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. We remain bound by local, national laws and by extensional international laws where applicable. In Kenya the applicable laws include but not limited to The Constitution of Kenya 2010 Chapter 6 on Leadership and integrity and the Ethics and Anti-Corruption Commission Act ,2011

The company's governance approach is linked to our core value namely,

- **Fairness:** We treat all our clients service in an impartial, just and without favoritism or discrimination
- **Professionalism:** We believe in working with committed experts with emphasis on quality.
- **Honesty:** We keep our word.
- **Reliability:** We are there for consistency in all dealings
- **Integrity:** We are committed to professional integrity and upholding moral principles.

DEFINITIONS

Agent: Any individual acting as an agent, paid by the company, acting on the company's behalf in negotiating with Third Parties.

Bribery/ Corruption: It involves the following:

- When a financial or other advantage is offered, given, or promised to another person with the intention to induce or reward them or another person to perform their responsibilities or duties improperly (it does not have to be the person to whom the bribe is offered that acts improperly);
- When a financial or other advantage is requested, agreed to be received or accepted by another person with the intention of inducing or rewarding them or another person to perform their responsibilities or duties inappropriately (it does not have to be the person who receives the bribe that acts improperly).



- It does not matter whether the bribe is:
 - Given or received directly or through a third party (such as someone acting on company's behalf for example, an agent, supplier, partner or other intermediary); or
 - For the benefit of the recipient or some other person.
 - Bribes can take many forms, for example:
 - Money (or cash equivalent such as shares);
 - Unreasonable gifts, entertainment, or hospitality.
 - Kickbacks.
 - Unwarranted rebates or excessive commissions (e.g., to sales agents or marketing agents);
 - Unwarranted allowances or expenses.
 - Facilitation payments/payments made to perform a normal job quicker and/or prioritize a particular customer.
 - Political/charitable contributions.
 - Uncompensated use of company services or facilities; or
 - Anything else of value.

Bribery occurs when one person offers, pays, seeks, or accepts a payment, gift, favor, or a financial or other advantage from another to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory, or personal advantage. It can be direct or indirect through Third Parties.

Company: All subsidiaries and affiliated companies.

Conflict of Interest: Occurs when an individual or organization is involved in multiple interests, one of which could possibly corrupt, or be perceived to corrupt, the motivation for an act in another.

Donation: A Donation is a voluntary contribution in the form of monetary or non-monetary gifts to a fund or cause for which no return service or payment is expected or made. Contributions to industry associations or fees for memberships in organizations that serve business interests are not necessarily considered Donations.

Employee: For the purposes of this policy this includes all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed term or temporary), consultants, contractors, trainees, seconded staff, home-workers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or joint ventures or their employees, wherever they are located.

Facilitation Payments: A form of Bribery in which small payments are made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action and not to obtain or retain business or any other undue advantage. Facilitation payments are typically demanded by low level and low-income Public Officials in exchange for providing services to which one is legally entitled without such payments.

Gifts, Invitations & Hospitality: Invitations given or received to social functions, sporting events, meals and entertainment, gifts, or customary tokens of appreciation.

Intermediary: Includes but is not limited to Agents, distributors, associate consultants, sales representatives, implementation partners and sales partners.

Kickback: A bribe to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage.

Public Official: Officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and officers or employees of enterprises which are mandated by a public body or a state-owned enterprise to administrate public functions.



Sponsorship: Sponsorship is about partnering with external organizations to deliver mutual benefits through an exchange of monies, products, services, content, or other intellectual property.

Third Party: Any individual or organization you encounter during your work with us. This includes actual and potential customers, suppliers, business contacts, Intermediaries, government, and public bodies, including their advisors, representatives and officials, politicians, and political parties.

SCOPE

This policy applies to all Employees and relevant Third Parties of Africa Talent Contours Limited and shall be communicated to them at the outset of our business relationship and as appropriate thereafter. This policy applies in all countries or territories where the Company operates. Where local customs, standards, laws, or other local policies apply that are stricter than the provision of this policy, stricter rules must be complied with. However, if this policy stipulates stricter rules than local customs, standards, laws or other local policies, the stricter provisions of this policy shall apply.

GIFTS, INVITATIONS & HOSPITALITY

- a) This policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties.
- b) You are prohibited from accepting a gift or giving a gift to a third party in the following situations:
 - I. It is made with the intention of influencing a Third Party to obtain or retain business, to gain a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits.
 - II. It is given in your name and not in the name of the Company.
 - III. It includes cash or a cash equivalent (such as gift certificates or vouchers).
 - IV. it is of an inappropriate type and value and given at an inappropriate time (e.g. during a tender process); and
 - V. it is given secretly and not openly.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, justifiable and is proportionate. The intention behind the gift should always be considered.

FACILITATION PAYMENTS & KICKBACKS

In many jurisdictions, making Facilitation Payments is illegal. We do not make, and will not accept, Facilitation Payments or Kickbacks of any kind anywhere in the world. We do not demand payment in advance in all our services and especially recruitment or demand facilitation form job seekers.

Where the facilitation payment is being extorted or you are being coerced to pay it and your safety or liberty is under threat or you feel you have no alternative but to pay for personal or family peace of mind, then pay the Facilitation Payment and report this to the General manager as soon as possible.



YOUR RESPONSIBILITIES

It is not acceptable for you (or someone on your behalf) to:

- a) Give, promise to give, or offer a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given.
- b) Give, promise to give, or offer, a payment, gift or hospitality to a Public Official or Third Party to 'facilitate' or expedite a routine procedure.
- c) Accept payment from a Third Party that you know, or suspect is offered with the expectation that it will obtain a business advantage for them.
- d) accept a gift or hospitality from a Third Party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return.
- e) Threaten or retaliate against another Employee who has refused to commit a bribery offence or who has raised concerns under this policy; or
- f) Engage in any activity that might lead to a breach of this policy or perceived breach of this policy.

It is your responsibility to ensure that all accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties, such as clients, suppliers, and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept 'off-book'.

You must DECLARE and keep a written record of all Gifts, Invitations & Hospitality according to Company practice accepted or offered, which will be subject to managerial review.

You must ensure all expense claims relating to Gifts, Invitations & Hospitality or expenses incurred to Third Parties are submitted in accordance with the Company's expenses policy and specifically record the reason for the expenditure.

The prevention, detection and reporting of any form of Bribery & Corruption are the responsibility of all Employees. You must notify the General Manager as soon as possible if you are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of unlawful activity.

All Employees have the responsibility to read, understand and comply with this policy. You should always, avoid any activity that might lead to, or suggest, a breach of this policy. Any Employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct.

The policy should be read in conjunction with the Company's HR policy. Employees and associate consultants are encouraged to raise concerns about any instance, or suspicion, of malpractice at the earliest possible stage to the General Manager.

PROTECTION OF WHISTLE BLOWERS

Employees who refuse to take part in bribery or corruption, or report in good faith under this policy their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future will be protected from detrimental treatment/retaliation. Detrimental treatment includes dismissal, disciplinary action, threats, or other unfavorable treatment connected with raising a concern. No protection will be accorded to any person for malicious, self-serving, vexation or baseless allegation or disclosures.



GOVERNANCE

The directors of Africa Talent have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. The General Manager has primary and day-to-day responsibility for implementing this policy and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it. Awareness briefing shall also be given to associate consultants.

MONITORING AND REVIEW

The General Manager will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy, and effectiveness. Any improvements identified will be made as soon as possible.

RED FLAGS

The following is a list of possible red flags that may arise during your work with us and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for us, you must report them promptly to the General Manager.

- a) You become aware that a Third Party engages/employee in, or has been accused of engaging in, improper business practices.
- b) If the Third Party/employee refuses to divulge adequate information during due diligence procedure.
- c) You are instructed to make payments for company service to a personal account.
- d) A Third Party/employee 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.
- e) A Third Party/employee 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.
- f) A Third Party/employee requests an unexpected additional fee or commission to 'facilitate' a service.
- g) A Third Party/employee demands lavish Gifts, Invitations or Hospitality before commencing or continuing contractual negotiations or provision of services.
- h) A Third Party/employee requests that a payment is made to 'overlook' potential legal violations.
- i) A Third Party/employee requests that you provide employment or some other advantage to a friend or relative.
- j) A Third Party/employee requests that you make a political contribution or donation to the party or charity of their choice before agreeing to undertake a business relationship with the Company.
- k) A Third Party/employee requests or requires the use of an Agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us.

How do I know if something is a bribe?

In most circumstances, common sense will determine when a bribe is being offered. However, here are some questions to ask if in doubt:

- Am I being asked to pay something or provide any other benefit over and above the cost of the services being performed, for example an excessive commission, a lavish gift, a kickback or contribute to a charity or political organization?



- Am I being asked to make a payment for services to someone other than the company?
- Are the hospitality or gifts I am giving or receiving reasonable and justified, would i be embarrassed to disclose them?
- When a payment or other benefit is being offered or received, do I know or suspect it is to induce or reward favorable treatment, to undermine an impartial decision-making process or to persuade someone to do something that would not be in the proper performance of their job?