



PetroSA

POLICY NUMBER : ERM/PO/000/008

REVISION : 00

ORIGINAL DATE : 2013/02/26

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TITLE
ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

PURPOSE
To ensure that the Company and its subsidiaries have appropriate systems and procedures in place to prevent bribery and corruption.

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2014-05-16**

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REVIEWER 6	Kulukazi Swana	Business Analyst	
REVIEWER 7	Gerhard van der Merwe	Shared Services Manager	
REVIEWER 8	Perrin Jwaai	Business Analyst	
REVIEWER 9	Thabo Mabaso	Group Communications Manager	
REVIEWER 10	Mzi Bovana	Corporate SHEQ Manager	
REVIEWER 11	Sebolelo Nthama	Compliance Analyst	
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1. PURPOSE

The purpose of this policy is to:

- Ensure that the Company and its subsidiaries have appropriate systems and procedures in place to prevent bribery and corruption.
- Detail the rules for the Company, including its subsidiary companies, its officers and employees pertaining to the recognition and prevention of bribery and corruption.

2. SCOPE

This policy applies to all officers, employees, contractors, suppliers, business partners and any other person acting for and on behalf of the Company and all PetroSA's subsidiaries wherever they are located.

3. OBJECTIVES

The objectives of this Policy are to:

- Set out the Company's general rules and procedures relating to bribery and corruption.
- Maintain the Company's ethical standards and protect its reputation in the event of any allegations of bribery and corruption.

4. DEFINITIONS

4.1 Company

The Petroleum Oil and Gas Corporation of South Africa (SOC) Limited (PetroSA).

4.2 Board

The Board of Directors of PetroSA.

4.3 Bribery

The offering, giving, receiving, or soliciting of something of value for the purpose of altering the behaviour of the recipient in the discharge of his or her duties.

4.4 Corrupt Activity/Corruption

Any act which directly or indirectly results in any gratification from one person to another person with the purpose of such person acting personally or influencing another person to act in a manner that amounts to an illegal, unlawful, dishonest, or unauthorised action or an abuse of authority, a breach of trust, or a violation of a legal duty.

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4.5 Gratification

Includes, but is not limited to, the receipt or granting of money, donations, gift, loan, fee, reward, favours, right, privilege; the avoidance of any loss of office, status, honour, employment; the payment, release, discharge or liquidation of any loan or obligation;,, other services or, or any other valuable consideration.

4.6 Facilitation Payments

A payment made to a government official to facilitate approval of some type of business transaction or activity. An example is the issuing of Visas, or trading licenses.

4.7 Employees

Includes all permanent employees, temporary employees, fixed term contractors, directors and employees of all PetroSA subsidiary companies.

4.8 Third Parties

Includes suppliers, customers, intermediary agents, business partners and any company or individual who performs services for and on behalf of PetroSA. A third party may be a juristic or natural person.

4.9 Subsidiary

A subsidiary is a company that is partly or wholly owned by PetroSA.

5. KEYWORDS

Bribery, Corruption

6. RESPONSIBILITIES

6.1 Management Responsibility

- Management is responsible for ensuring that systems are in place to prevent bribery and corruption
- Management is responsible for ensuring those reporting to them are made aware of and understand this policy.
- Management shall ensure that the policy is effectively implemented throughout their respective business units.
- Management shall provide new employees with a copy of this policy as part of the induction process.
- Management must ensure that throughout their areas of responsibility that their suppliers, customers, service providers, business partners, third parties and other stakeholders are made aware of this policy.
- Management shall periodically identify, assess and manage corruption risks specific to their areas of responsibility
- Management shall ensure that all reports made to them are immediately reported through to the Group Compliance Manager who will conduct further investigations.

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6.2 Group Compliance Function Responsibility

The Group Compliance function is responsible for:

- Implementing and communicating this policy throughout the Company.
- Regular review and amendment of this policy to ensure that requisite amendments are made to the policy when necessary.
- Ensuring that all employees are made aware of and trained on this policy.
- Assisting management in ensuring that this policy is embedded in the corporate culture.
- Submission of reports on any investigations undertaken by Group Compliance with regards to this policy.
- Keeping records of all reports made to the Group Compliance Manager.

6.3 Employees Responsibility

All employees shall:

- Ensure that they read, understand and comply with the provisions of this policy at all times.
- Avoid any activity that might lead to, or suggest, a breach of this policy.
- Immediately notify their Line Manager or the Group Compliance Manager of any actual or suspected breach of this policy.
- Consult their Line Manager or the Group Compliance Manager if they are unsure whether a particular act constitutes bribery or corruption.

7. POLICY STATEMENT

The Company takes a zero-tolerance approach to corruption and/or bribery and is committed to carrying out its business fairly, with honesty and integrity, and without improper influence.

7.1 Corruption

The Board, Employees, Third Parties may not, directly or indirectly commit any act of Corruption or Bribery in order to secure or reward an improper benefit or improper performance of a function or activity.

7.2 Facilitation Payments

Facilitation payments are strictly prohibited. If an employee is uncertain whether a payment is permissible in terms of this policy, he or she must contact the Group Compliance Manager.

7.3 Risk Assessments

The Company shall from time to time identify, consider and evaluate bribery and corruption risks, specific for its business activity on the whole and for certain projects in particular.

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7.4 Accurate Books and Records

The books and records of the Company must reflect, accurately and fairly, the transactions of the Company and disposal of its assets. The Company shall not have any undisclosed or unrecorded funds or assets for any purpose.

7.5 Gifts and Entertainment

The Company recognises that the exchange of business courtesies, such as modest gifts, is normal business practice.

Attention is drawn to the Company’s Gift Register Procedure and Declaration of Related Party Interests for further guidance with regards to the giving and acceptance of gifts and/or entertainment.

7.6 Third Parties

This policy prohibits corrupt offers, promises and payments made through business partners, intermediary agents, joint ventures, or any other third party. Business partners who act on the Company’s behalf must be advised of the existence of this policy and the Company will request as far as is reasonable that its business partners have implemented an anti-corruption policy that is at least as stringent as its own for the duration of the relevant business dealing.

All contracts between the Company and its business partners shall contain anti-corruption terms similar to those in the Prevention and Combating of Corrupt Activities Act No.12 of 2004.

7.7 Charitable Donations and Sponsorships

The Company is proud of its strong commitment to the communities in which it operates. Whilst charitable contributions are encouraged, all contributions and proposals shall be made in accordance with the Company’s highest ethical standards subject to all applicable laws and Company policies and procedures.

8. “EMERGENCY” PAYMENTS

This policy prohibits facilitation payments made for the purpose of expediting or securing the performance of a particular routine governmental action by a government official. However, the Company makes a narrow exception for payments to any third party when, and only when;

- An employee or a third party has a reasonable belief that he or she is in imminent danger of serious bodily harm or loss of liberty and no other prudent alternative is available, or
- The payment is necessary to secure immediate governmental services in response to a grave medical or safety emergency.

If an Employee is faced with a situation where a facilitation payment is being demanded, such Employee should consult with his/her Line Manager or the Group Compliance Manager as soon as possible; alternatively report the incident within seven days to the Group Compliance Manager.

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All emergency payments made must be reported in writing, noting the full details of the incident, to the Group Compliance Manager. A register of all emergency payments made will be kept by the Group Compliance Manager

9. REPORTING PROCEDURE

Every person, including employees, suppliers, partners, the general public, may make a report of any suspected or actual corruption and/or bribery that involves the Company.

9.1 How to make a report

Reports of suspected or actual corruption can be directed to the management of the Company, the Group Compliance Manager or by calling the Ethics Hotline on 0800 11 78 61.

10. PROTECTION OF WHISTLEBLOWERS

- All reports made to the Group Compliance Manager, in accordance with this policy, will be handled and treated with strict confidentiality and in accordance with the relevant legislative provisions.
- A person making the report may remain anonymous.
- As PetroSA aims to encourage openness, the Company will support any employee who makes a genuine report in good faith under this policy, even if the report turns out to be mistaken.

11. NON COMPLIANCE WITH THE POLICY

Any employee who breaches this policy may face disciplinary action in accordance with Company's Disciplinary Procedure.

12. REFERENCES

This policy should be read with reference to the following:

NO.	DOC NO.	TITLE
1		Prevention and Combating of Corrupt Activities Act No.12 of 2004
2		Companies Regulations 2011
3		The King Reports and Code on Governance in South Africa
4		The Protected Disclosure Act 26 of 2000
5		OECD Recommendations regarding corruption
6	CEO/PO/SEC/001	Code of Ethics
7	ERM/PO/GEN/002	Prevention of Fraud and Corruption Policy
8	ERM/PR/000/002	Gift Register Procedure and Declaration of Related Party Interests

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