

Printflow

PRINTFLOW (PVT) LTD

ANTI CORRUPTION POLICY

Description	Anti-corruption policy
Policy Number	PRINTFLOW 05/2024
Compiled by	Human Resources Department
Review Year	2027
Date of Approval by the Board	27 September 2024

FOREWORD


Printflow (Pvt) Ltd recognized that ethical conduct and unwavering commitment to transparency are fundamental to building trust with stakeholders. This anti-corruption policy serves as a testament to the Company's unwavering dedication to these principles. It outlines the guidelines and procedures we follow to prevent and combat corruption in all its forms.

Corruption erodes trust, hinders progress, and creates an uneven playing field. By implementing this policy, Printflow (Pvt) Ltd reaffirms its unwavering commitment to the highest ethical standards. This policy applies to stakeholders, employees, board members, contractors, partners, and beneficiaries. It provides clear guidelines on acceptable conduct and the consequences of violations.

Printflow (Pvt) Ltd fosters a culture of integrity and open communication. This policy empowers individuals to report suspected corruption without fear of reprisal. Through this anti-corruption policy, the Company strives to:

- **Prevent** corrupt practices from taking root.
- **Promote** ethical behavior and complete transparency.
- **Enhance accountability** to the highest standards of conduct.
- **Maintain public trust** in the organization.

A strong stance against corruption is not only essential for ethical operations but also contributes to a more prosperous and equitable environment for all.

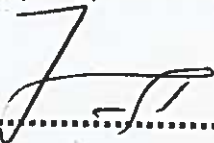


Mr J. Dube (Board Chairman)

Date : 27 September 2024

PREFACE

A robust anti-corruption policy is essential for combating corrupt pervasive threats. This policy provides a framework for Printflow (Pvt) Ltd's Board of Directors and employees to understand and address corruption-related issues. The Anti-Corruption Policy is part of Printflow (Pvt) Ltd's commitment to upholding high moral standards in its business activities aimed at combating corruption. It is Printflow (Pvt) Ltd's policy to conduct its business in an honest, transparent, and ethical manner in compliance with applicable laws and regulations and the values and standards that the Company has set for itself under the Code of Ethics. This Policy endeavours to set out the responsibilities of Printflow (Pvt) Ltd Board members and employees in regard to observing and upholding the Company's zero tolerance position on corruption. The policy shall also provide information and guidance on how to recognize and deal with corruption issues. As well as to set clear expectations for behavior, outlining procedures for reporting and investigating allegations of corruption, and establishing mechanisms for prevention and deterrence.



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Mr D. Takawira (CEO)

Date : 27 September 2024

1. DEFINITION OF TERMS

- 1.1 **Anything of value**- Means any advantage, and includes, but is not limited to money, loan, fee, stock, contractual right of interest, real estate, personal property, or other interests arising from business relationships, gifts, meals, entertainment, contributions or donations made at the suggestion or direction of a public official, travel and travel related expenses, offers of employment, below-market discounts, refunds, rebates, preferential treatment in the provision of, or preferential access to business opportunities, goods or services that do not have a commercially reasonable justification, or have other improper inducements.
- 1.2 **Bribe** - A bribe is an inducement or reward offered, promised or provided in order to gain a contractual, commercial, regulatory or personal advantage. A bribe can take the form of gifts, favors, rewards, jobs or other advantages.
- 1.3 **Bribery** - Bribery is the intentional offer, promise, payment, transfer, or receipt of anything of value, whether directly or indirectly, to or from any person, for that person to act or refrain from acting in breach of performance of official or other duties or in breach of contractual or other obligations, or in order that the party making the offer, promise, or transfer, may obtain or retain business, or gain any other improper advantage.
- 1.4 **Gift** - It applies to offers of hospitality or tokens of appreciation. (Gifts valued more than \$10.00 USD -ten United States dollars shall be disclosure according to the Code of Ethics).
- 1.5 **Corruption** - This is the misuse of entrusted power or public office for personal gain or enrichment. This involves on the one hand, offering or promising anything of value, whether directly or indirectly to a Public Official or a private individual in order to obtain, retain, or direct business or to secure any other improper advantage in the conduct of business. On the other hand, corruption involves the demanding or accepting of anything of value by a Public Official or private individual, as a condition to conferring business or other improper advantage whether directly or indirectly. Corruption is often associated with organized crime, money laundering and sometimes the financing of terrorism. Corruption may include 'kick-backs', i.e., payment of proportion of a contract payment to an employee or representative of another contracting party.
- 1.6 **Facilitation Payment** - Also known as a "grease payments", are small payments made to secure or expedite the performance of routine or necessary action to which the payer is legally or otherwise entitled and are a form of bribery.

- 1.7 **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 who are mandated by a public body or a state-owned enterprise to administrate public functions.
- 1.8 **Third Party** - Means any individual or organization with whom you may come into contact during your work for Printflow (Pvt) Ltd, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
- 1.9 **Whistleblowing** - Whistleblowing involves an act of reporting any act which is illegal, immoral, illicit, unsafe or fraudulent being conducted by an employee(s) or Board member. The whistle blower may use either internal or external reporting channels.

2. APPLICABILITY OF THIS POLICY

The Anti-Corruption Policy shall apply to:

- 2.1 Board members of Printflow (Pvt) Ltd,
- 2.2 Employees of Printflow (Pvt) Ltd, including the executive management.
- 2.3 Contractors and consultants conducting any assigned work for Printflow (Pvt) Ltd.
- 2.4 Business partners or prospective business partners of Printflow (Pvt) Ltd including suppliers and customers.

3. APPLICABLE LAWS

The principal applicable laws regarding bribery and corruption are:

- 3.1 The Anti-Corruption Commission Act [Chapter 9:22]
- 3.2 The Prevention of Corruption Act [Chapter 9:16].
- 3.3 The Criminal Law (Codification and Reform) Act [Chapter 9:23].
- 3.4 The Department of Printing and Stationery (Commercialisation) Act No. 13 of 1999.

4. RESPONSIBILITY

The CEO shall be responsible and accountable for the implementation of this policy.

5 GOVERNANCE FRAMEWORK

5.1 Senior Management

Heads of Departments and/or Line Managers shall:

- 5.1.1 Develop adequate procedures and programs to monitor the implementation of and ongoing compliance with this Policy.
- 5.1.2 Take all necessary measures to identify the risks of corruption, and where necessary make appropriate reports to the Security Department for appropriate investigations.
- 5.1.3 Through the Human Resources Department, facilitate disciplinary action for breaches of this Policy and ensuring all new staff are inducted on the requirements of this Policy.
- 5.1.4 Communicate to relevant stakeholders the Company's zero tolerance approach to bribery and corruption at the onset of a prospective business relationship.

5.2 Security Department

The Department shall:

- 5.2.1 Receive and investigate reported allegations or suspected incidents of bribery and corruption involving or in any way connected to Printflow (Pvt) Ltd ensuring that all relevant evidence is preserved.
- 5.2.2 Report to the Chief Executive Officer, the Management Integrity Committee, Chairperson of the Audit Committee, and where appropriate, to the Chairperson of the Board where a matter involves a Board member.
- 5.2.3 Keep records of the written investigative reports and written summary of the remedial actions taken in response to the investigations.
- 5.2.4 Incorporate bribery and corruption matters in security awareness campaigns.

5.3 Human Resources Department

The Human Resources Department shall be responsible for:

- 5.3.1 Ensuring that the Anti-Corruption Policy remains current and effective.
- 5.3.2 Organizing appropriate training and awareness programs to promote ongoing consciousness of staff in respect of this Policy as well as dealing with any queries regarding its interpretation.
- 5.3.3 Reporting to the Chief Executive Officer and the Management Integrity Committee on the implementation of the Anti- Corruption Program and any incidents of corruption.

5.4 Finance Department

The Finance Department shall ensure that:

- 5.4.1 All expenses incurred to third parties relating to hospitality, gifts or expenses are submitted in accordance with laid down policies and procedures and the reason for the expenditure is specifically recorded.
- 5.4.2 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties are prepared and maintained with strict accuracy and completeness.

- 5.4.3 The use of false documents and invoices is prohibited, as is the making of inadequate, ambiguous, or deceptive bookkeeping entries and any other accounting procedure, technique or device that would hide or otherwise disguise illegal payments.
- 5.4.4 Review transactions and expense/payment requests for warning signs that signal an inadequate commercial basis or present excessive risks.
- 5.4.5 The Finance Department shall keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties, for a period of 10 years.

5.5 Employee Obligations

All employees are expected to read, understand, and comply with the information contained within this Policy, and with any training other anti-corruption information that may be issued from time to time.

6 GENERAL PROVISIONS

The Policy places the following requirements on Directors and Employees or other persons or entities dealing or acting on behalf of Printflow (Pvt) Ltd:

6.1 Bribes

It is prohibited for Printflow (Pvt) Ltd or its Directors or Employees to:

- 6.1.1 Give, promise to give, or offer, a payment, gift, or hospitality to a third party or otherwise engage in or permit a bribery offence to occur, with the expectation or hope that an advantage in business will be received, or to reward a business advantage already given.
- 6.1.2 Accept a payment, 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 the third party in return.
- 6.1.3 Give, promise to give, or offering, a payment, gift, or hospitality to a third party to "facilitate" a routine procedure.
- 6.1.4 Threaten or retaliate against another employee who has refused to commit a bribery offence or who has raised concerns under this Policy.
- 6.1.5 Engage in any activity that may lead to a breach of this Policy.
- 6.1.6 Employees must refuse any bribe or illegal inducement of any kind, in a manner that is not open to misunderstanding.
- 6.1.7 Employees must immediately report any such offers to the Security department, who shall record the incident and establish an investigative file.

6.2 Gifts and Hospitality

- 6.2.1 All gifts and hospitality shall be given or received in accordance with the Code of Ethics.

6.2.2 This Policy does not prohibit normal and appropriate hospitality given or received from third parties.

6.3 Facilitation Payments

6.3.1 This Policy strictly prohibits the making or acceptance of facilitation payments by members of staff and/or representatives of the Company.

6.3.2 Failure to disclose the payment of a facilitation payment in accordance with these procedures shall be an act of misconduct.

6.4 Third Parties

6.4.1 This Policy also applies to certain engagements of third parties to act on behalf of Printflow (Pvt) Ltd to provide specified goods and services to fulfil a legal, regulatory, or operational requirement. Printflow (Pvt) Ltd expects all third parties acting on its behalf to act with honesty and integrity.

6.4.2 The Company does not give or accept bribes and therefore shall not tolerate third parties purporting to be committing any such acts on its behalf. Third parties posing risk of bribery or corruption shall have their relationship with Printflow (Pvt) Ltd terminated.

6.4.3 Each Department shall carry out proper due diligence when selecting and dealing with third parties including assessing the risk of bribery and corruption and implement appropriate measures to mitigate such risk.

6.4.4 The Company reserves the right to reject a proposal for award if it determines that the bidder recommended for award has engaged in corrupt or fraudulent practices in competing for the contract in question.

6.4.5 All contracts with third parties shall have a clause that clearly spells out the Printflow (Pvt) Ltd's position on bribery and corruption.

6.4.6 Detailed information regarding third party due diligence is set out in Annexure A.

6.5 Charitable Donations / Sponsorships

6.5.1 Printflow (Pvt) Ltd encourages disclosure and transparency in relation to donations and support made towards worthy causes. Charitable contributions must however not be used knowingly to conceal bribery or corruption.

6.5.2 The Company shall not make donations to any political party, politician, or candidate for public office unless the donation has been approved by the Board.

6.6 Recruitment

6.6.1 Employment opportunities, whether permanent or temporary in nature, must not be used as an inducement to anyone to act improperly.

6.6.2 Recruitment of employees shall be done fairly, transparently and equitably in line with provisions of the Human Resources Policies and Procedures Manual and the requirements of the Labour Act.

6.7 Public Officials

6.7.1 It is prohibited to give gifts or transfer anything of value to a Public Official whether or not such transfer would or might be regarded as a bribe without prior approval of Management and the Board.

6.7.2 The risks of potential conflicts of interest are to be managed in accordance with the Code of Ethics.

6.8 Cash Gifts

Employees are prohibited from:

6.8.1 Giving to or accepting gifts or entertainment from third parties unless this falls within exceptions listed within the Code of Ethics.

6.8.2 Giving gifts of cash to or receiving gifts of cash from Public Officials, clients or any third party (such as a supplier) unless this falls within exceptions listed within the Code of Ethics.

6.8.3 Giving cash gifts to other employees unless the gifts are made as part of normal office practice such as collections for weddings or leaving gifts.

6.9 Training and Communication

6.9.1 The Human Resources Department shall communicate the requirements of this Policy to all Employees at regular intervals and more frequently in departments where bribery and corruption is inherently more prevalent.

6.9.2 Senior management, with input and assistance from the Human Resources Department, shall ensure that appropriate and regular training is established and implemented for all Employees.

6.9.3 Training on this Policy shall form part of the induction process for all new directors and employees of Printflow (Pvt) Ltd

6.9.4 Consideration of the appropriate level of training shall also be given to those Employees who are to be involved in higher-risk activities, either specifically or as part of other training.

6.9.5 A copy of the Policy shall be available on Printflow (Pvt) Ltd's website to ensure that all third parties having a business relationship with the Company are aware of the Policy.

7 REPORTING INCIDENTS OF BRIBERY OR CORRUPTION

7.1 Reporting Suspicion

7.1.1 In addition to the requirements of this Policy, employees shall treat the suspicion of bribery or corruption in the same manner as the suspicion of any other criminal activity and where appropriate report suspicions to the Security department.

7.1.2 Where a question arises as to whether a particular transaction or act may be regarded as corrupt or as a bribe, clarification shall be sought from the Security department.

7.1.3 Where an Employee chooses to remain anonymous in reporting suspected bribery and corruption practices, the provisions of the whistleblowing policy shall be used.

7.2 Reporting Breaches

7.2.1 Any member of staff who knows that a bribery or corruption event has occurred or is planned to occur must report this immediately to the Security and Department.

7.2.2 Line managers shall ensure that employees are encouraged to report their concerns in good faith without fear of reprimand.

7.2.3 The Company may consider reporting incidents of bribery or corruption to the relevant law enforcement agencies where appropriate. The contact point for reporting any actual or suspected bribery to law enforcement agencies shall be the Security Department in consultation with the Legal Manager.

7.2.4 Annexure B provides a list of potential risk scenarios (red flags) that may arise as employees engage in their daily duties and may raise serious concerns under various anti-bribery and anti-corruption laws.

7.3 Protection of Identity of Persons and Information relating to Bribery and Corruption

7.3.1 Employees who refuse to engage in or permit a bribery offence, or who raise legal or ethical concerns or report another's wrongdoing, may sometimes be worried about possible repercussions.

7.3.2 Printflow (Pvt) Ltd prohibits retaliatory action against any person who raises a concern in good faith. The Company aims to encourage openness and shall support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

7.3.3 No Director or employee of Printflow (Pvt) Ltd shall suffer demotion, penalty, or other adverse consequences for refusing to engage in or permit a bribery offence or for raising concerns or for reporting possible wrongdoing, even if it may result in the Company losing business or otherwise suffering a disadvantage.

8 CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY

Directors and Employees should be aware that complicity with bribery or corruption is a criminal offence and may result in personal liability and serious consequences for the Company.

8.1 For the Company, contravention of the anti-bribery and anti-corruption laws may lead to:

- 8.1.1 Criminal, civil, or regulatory liabilities or penalties in terms of the Anti-Corruption Commission Act, the Prevention of Corruption Act and the Criminal Law (Codification and Reform) Act.
- 8.1.2 Serious reputational damage including adverse regulatory and media comments.
- 8.1.3 The unenforceability of contracts entered by the Company because of illegality.
- 8.2 For Employees, failure to comply with this Policy may lead to:
 - 8.2.1 Disciplinary action up to and including dismissal in terms of the Human Resources Policies and Procedures Manual; and
 - 8.2.2 Personal liability such as fines or imprisonment as prescribed in the Anti-Corruption Commission Act, the Prevention of Corruption Act and the Criminal Law (Codification and Reform) Act.

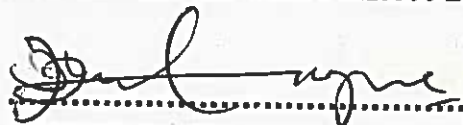
9 RECORD KEEPING

All reports of suspected acts of bribery or corruption, including a record of investigations carried out, risk assessments and records relating to compliance monitoring and reviews shall be maintained for a period of 10 years.

10 REVIEW

This Policy shall be reviewed once in every three years or whenever there are material developments warranting changes. The Board shall ratify material changes to the Policy.

APPROVED BY THE PRINTFLOW (PVT) LTD BOARD OF DIRECTORS



JOSEPH DUBE
BOARD CHAIRMAN

Date: 27 September 2024

ANNEXURES

ANNEXURE A – THIRD PARTY DUE DILIGENCE

1. If any Department proposes to engage or retain a third party to act on behalf of Printflow (Pvt) Ltd to:
 - 1.1. solicit new business, or
 - 1.2. support efforts to retain existing business, or
 - 1.3. supply services to fulfil a legal, regulatory, or operational requirement,
2. The Department shall exercise due care and skill when selecting and dealing with such third party, including applicable standards such as those required under the Public Procurement and Disposal of Public Assets Act [Chapter 22:23].
3. The specific amount of due diligence which a Department shall apply when engaging third parties may vary according to certain risk factors but should include at a minimum the following:
 - 3.1 Country or location of the third party or transaction.
 - 3.2 Type of transaction involved and the proposed role of the third party.
 - 3.3 Whether it is anticipated that the third party will have contact with Public Officials.
 - 3.4 Type and nature of the industry involved.
 - 3.5 The Department's existing knowledge of the third party for example, from previous dealings.
 - 3.6 The amount of proposed consideration or payment to the third party and whether it is proportionate to the tasks required.
 - 3.7 The existence of any of the "red flags" listed below.
 - 3.8 The transparency and reputation of the third party.
4. On consideration of the applicable risk factors, the Department may need to undertake Enhanced Due Diligence (EDD), where the third party is not well known or is operating in a high-risk jurisdiction.
5. The level of EDD shall be assessed and coordinated through the Audit Department to aid business decisions and protect Printflow (Pvt) Ltd's reputation.
6. The EDD can include the following steps where appropriate:
 - 6.1 Confirm the Third Party's business address actually exists and is not, for instance, simply a PO Box.
 - 6.2 Confirm the Third Party's qualifications for the services contracted, including professional capability and experience.
 - 6.3 Understand the Third Party's reputation through checks through public information and reference checks.

- 6.4 Conduct searches using on-line databases for politically exposed persons, e.g., World Check One.
- 6.5 Obtain references from prior clients directed by the Audit Department.
- 6.6 Ascertain the financial standing and credibility of the Third Party.
- 6.7 Determine whether any Public Official has a direct or indirect beneficial interest in or a direct or indirect relationship with the Third Party.

ANNEXURE B - POTENTIAL BRIBERY OR CORRUPTION "RED FLAGS"

1. Red Flags are behaviours or characteristics which should prompt consideration of risk. Red flags may prove to indicate higher risk, or not, depending on the result of due diligence performed. Possible red flags for bribery or corruption are outlined below:
 - 1.1 Where a third party engages in, or has been accused of engaging in, improper business practices.
 - 1.2 Refusal to divulge adequate information during due diligence procedure.
 - 1.3 Knowledge that a Third Party has a reputation for paying bribes or requiring that bribes are paid to them.
 - 1.4 A Third Party or Employee:
 - 1.4.1 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;
 - 1.4.2 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;
 - 1.4.3 requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
 - 1.4.4 demands lavish entertainment, gifts or favors before commencing or continuing negotiations or discussions on a matter;
 - 1.4.5 requests that a payment is made to "overlook" potential legal violations;
 - 1.4.6 requests that you provide employment or some other advantage to a friend or relative;
 - 1.4.7 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;
 - 1.4.8 refuses to put agreed terms in writing and requests for payment to be made through another person's account without ample justification.
 - 1.4.9 where you learn that a colleague has been taking out a particular Public Official for very expensive and frequent meals.
 - 1.4.10 where you receive a suspicious invoice from a Third Party.
 - 1.4.11 where you are offered an unusually generous gift or offered lavish hospitality by a third party.
 - 1.4.12 unsanctioned meetings with prospective clients or suppliers.
 - 1.4.13 a Third Party requests or requires the use of an agent, intermediary, consultant or supplier that is not typically used by or known to the Company.
 - 1.4.14 undue pressure from a senior member of staff to process a transaction.
 - 1.4.15 canvassing for a business transaction.

- 1.4.16 Customers preferring to be served by a specific individual for all business dealings.
- 1.4.17 Splitting of payments.
- 1.4.18 Little or no relevant experience regarding the services to be provided.
- 1.4.19 Flawed background or reputation including, for example, prior corruption or negative reputation.
- 1.4.20 Adjustment of remuneration demand during the engagement, particularly near the award of business.
- 1.4.21 Party to a transaction or contract makes unreasonable or unsupported objections to the anti-corruption due diligence or representations or warranties being included in the agreement.

NB: The list is not exhaustive and is for illustrative purposes only.

Anti-Corruption Policy Acknowledgment

I, _____, hereby declare that I have read, understood, and agree to comply with the Anti-Corruption Policy of Printflow (Pvt) Ltd.

I acknowledge that I have been provided with a copy of the Anti-Corruption Policy and have been given the opportunity to ask questions and seek clarification on any aspects of the policy.

I understand that compliance with the Anti-Corruption Policy is a condition of my employment, and any violation of the policy may result in disciplinary action, which may include termination of employment.

Signature.....

Date.....

Designation.....

ID No.....

Witnessed by.....