



***“Lose money for the firm and I will be understanding. Lose a shred of reputation for the firm and I will be ruthless.” Warren Buffet - 1991***

**Bateleur Design and Project Management Solutions (PTY) Ltd.**  
Company Registration Number 2015/220588/07  
(Hereinafter referred to as Bateleur)

## **1. POLICY APPROVAL**

1.1. The Bateleur Anti-Bribery and Corruption statement was adopted by the Board of Directors on 1 February 2019.

## **2. INTERPRETATION, DEFINITIONS AND ABBREVIATIONS**

2.1. In this statement;

2.1.1 **“ABC”** means Anti-Bribery and Corruption

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- 2.1.2 **“BAC”** means Bribery and Corruption
- 2.1.3 **“His”** or **“Hers”** means non-gender or person specific and should be interpreted as his or hers and vice versa.
- 2.1.4 **“Bribery”** means a form of corruption by one party to another and includes anything of value – with no minimum value – such as cash, a cash equivalent, a gift, stipend, or any other benefit or advantage that is offered or received to obtain an improper advantage or to encourage the recipient of the bribe to misuse his position.
- 2.1.5 **“Corruption”** means when any person directly or indirectly accepts or offers – or agrees to accept or offer – any form of gratification (i.e not necessarily monetary) that will either benefit themselves or another person, whether such person is an interested or involved party in the transaction or not. It is an act that involves the misuse of power or influence for unfair and or corporate gain.
- 2.1.6 **“Facilitation Payments”** means a payment made to a public or government official or any third party that acts as an incentive for the other party to complete some or other action to process expeditiously, to the benefit of the party making the payment.
- 2.1.7 **“Fraud”** means the unlawful and intentional making of a misrepresentation which causes actual prejudice, or which is potentially prejudicial to another.
- 2.1.8 **“Personal Gain”** means any form of benefit - tangible or intangible - that accrues either directly or indirectly to an Employee, the Employee’s family, friend and/or Third Parties, which is not due to them within the ordinary scope of that particular Employee’s employment within Bateleur or Third Parties doing business with Bateleur.
- 2.1.9 **“PIP”** means a Prominent Influential Person.
- 2.1.10 **“Red-Flag”** means or highlights circumstances that could place a reasonable person on notice that illegal or improper conduct has or may occur.

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2.1.11 “VAT” or “vat” means Value Added Tax at the prevailing rate in the country in which the transaction is or is to occur.

### **3. INTRODUCTION**

3.1 Bateleur understands that Corruption severely damages fair market competition and is a threat to the development of our society, economy and enterprises.

3.2 In recent years we have seen unprecedented increases of corruption in business, leading to unprecedented government and senior corporate personnel being implicated, with significant damage to the social fabric of our country. The moral decay and damage to business confidence is not to be underestimated.

3.3 To this end, and operating across many jurisdictions in the SADC region, Bateleur’s risk to this BAC increases exponentially and we must remain extra vigilant to avoid falling prey to this scourge. Bateleur is thus committed to conducting its business in an ethical, transparent, accountable and fair manner, in compliance with the legislation and regulations of the jurisdictions in which it operates.

### **4. PURPOSE OF THIS POLICY**

4.1 The purpose of this statement is to formally communicate Bateleur’s stance towards the prevention of BAC and to provide guidance on recognizing and dealing with BAC Issues.

### **5. SCOPE AND APPLICABILITY**

5.1 This statement is available to all employees – temporary and permanent, suppliers, contractors, customers, interested parties, landlords, clients, and or any Third Party and or their agents, nominated parties etc.

5.2 Where appropriate the provisions of this statement are to be included in all Third Party contracts.

5.3 Updates of this statement will be posted as downloadable and printable documents on Bateleur’s website from time to time.

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## 6. STATEMENT BASIS

- 6.1 Bateleur is committed to fair dealing when conducting its business and strives to always act with due care, skill and diligence. Bateleur adopts a Zero Tolerance attitude toward BAC or any associated act within the public and or private sector.
- 6.2 Bateleur shall apply its best efforts to prevent BAC. The term “best efforts” means taking - in good faith - all reasonable steps to achieve a common culture of ABC.
- 6.3 The Board of Directors acknowledge that they set the tone at the top and maintain the overarching responsibility for ensuring that an entrenched value system exists within Bateleur when it comes to BAC.
- 6.4 In order to prevent BAC, Bateleur must ensure that the appropriate due diligence procedures are applied to any prospective Third Party and a risk-based approach should be considered in order to ensure compliance with the relevant legislation.
- 6.5 At no time will Bateleur require a Third Party to make payments on or behalf of Bateleur.
- 6.6 At no time will Bateleur make payments - financially or otherwise – to PIP to solicit business or seek favoritism or favour.
- 6.7 Any non-compliance or breach will be managed in terms of Bateleur’s consequence management processes.

## 7. KEY PRINCIPLES

- 7.1 The key principles below articulate the general prohibition in respect of gifts, hospitality, Expenses, Facilitation Payments, Donations, Charity Donations, Sponsorship, Third Party due diligence and procurement practices.
- 7.2 GENERAL PROHIBITION – Bateleur prohibits the offering or receiving of a financial or other advantage, either directly or indirectly for the purpose of an undue benefit or to bring about or reward improper or tainted decisions, from or to any person or company, regardless of whether they are a PIP, private person, government official, supplier, or anyone else regardless of whether they are interested or non-interested parties.

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- 7.3 GIFTS, HOSPITALITY AND EXPENSES – No gift, hospitality privilege, expense, donation, or any other financially related transaction may be received or given with a value exceeding five hundred South African Rand – including VAT – per calendar month, with a maximum of six per annum, per person or company.

Special care must be taken when dealing with new clients, procurement officers, known persons within the scope of a legitimate business transaction, government officials, health and safety enforcers and officers of the law.

The Board of Bateleur will avoid transactions with government departments, and foreign entities and nationals without first submitting the transaction – or potential transaction – to extensive scrutiny and unanimous board approval. Every employee of Bateleur is expected to practice the same methodology and submit any transactions – or potential transactions – to the board for unanimous approval.

Wherever and whenever possible all business dealings are to be conducted at either the registered offices of Bateleur or the registered offices of the company with whom the transaction is being – or might, or will be – entered into with. All dealings are to take place – wherever possible – within the business hours of the country in which the transaction will be consummated.

All transactions are to be meticulously minuted and filed electronically within the relevant file.

Any gift – received or given – subject to the values listed above are to be declined and or rebutted.

- 7.4. FACILITATION PAYMENTS – Bateleur operates in an ethical manner and prohibits any and all type of facilitation payments. In the event that an employee is directed to make and or receive a facilitation payment, for whatever reason, this is to be reported to the Board of Bateleur as well as the company concerned and escalated to the person (s) concerned manager and – where possible and applicable - reported to the company concerned ethic’s committee and or “Whistle Blower Hotline”
- 7.5 CHARITABLE DONATIONS – Bateleur may from time to time make charitable donations to worthy – and legitimate – causes/ programs/ initiatives.

Employees must take note of the following when it comes to dealing with charitable donations and sponsorships;

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- 7.5.1 A charitable donation or sponsorship is prohibited from being used to disguise and act – or intended act – of BAC. It may also not be paid directly – or in cash – to an individual or Third-Party Fundraisers.
- 7.5.2 All potential charitable donations and or sponsorships must be tested against the general principle that it does not appear to place Third Parties or Government or Public Officials under any obligation to provide a donation. The same applies to PIP's of companies with which Bateleur does – or seeks to do – business with.
- 7.6 PROCUREMENT PRACTICES – Bateleur shall conduct all procurement in a fair and transparent manner. Where it is reasonably suspected that a Third-Party offers or expresses a desire to receive bribes Bateleur will cease all activities with the individual and company concerned. Any instance where bribes have been solicited, paid, received or discussed will result in Bateleur immediately terminating the relationship with that company and an investigation will be launched and a charge laid with the relevant Police Authority in the jurisdiction in which the incident – actual, alleged, inferred or otherwise – incurred.
- 7.7 THIRD PARTY DUE DILIGENCE – The engagement of Third Parties must be made on the basis of quality, service, price and availability, within the parameters of Bateleurs policies and procedures and law of the land in which said engagement is to take place.

Where possible and within reason written and signed contracts governing the rules of engagement are to be put in place prior to the commencement of services – whether supplied or received.

Any transaction – individual or cumulative – supplied or received – with a value exceeding ZAR 100 000.00 (one hundred South African Rand) excluding VAT is to be signed off by the Managing Director of Bateleur.

## 8. REPORTING OF BAC ISSUES

- 8.1 Bateleur is presently engaging with various anonymous hotlines with a view toward employees and or customers, suppliers and interested partieswbeing able to report incidents. In the interim all incidents are to be reported by way of email to the Managing Director.

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- 8.2 Employees are required to raise their concerns and report any wrong doing to the Managing Director.
- 8.3 Employees are required to exercise the highest standard of care, honesty and integrity in their daily duties.
- 8.4 Employees are to ensure they are compliant with the content of this statement and ensure that they adopt a zero-tolerance policy towards BAC.
- 8.5 Employees, Management and The Board of Bateleur are to assist and co-operate with all investigations into BAC.
- 8.6 Clients, Customers, Suppliers, Agents, Sub Contractors, Third Parties and any and all related and interested parties are to familiarize themselves with the content of this statement and comply accordingly.

It is the responsibility of clients, customers, suppliers, agents, sub-contractors and third parties to assist and co-operate with all investigations into BAC.

## 9. RED FLAGS

Below is a list of red flags relating to BAC that may be encountered at Bateleur which may – and should – raise concerns. This list includes – but is not limited to – many possible red flag scenarios and all parties should practice diligence, vigilance and common sense when it comes to red flagging;

- An employee becomes aware that a Third Party engages in – or has been accused of – improper or unethical business practice or possible or potential BAC activity;
- An employee learns that a third party has a reputation for paying bribes or requires bribes to be paid to them, or has a reputation for having a “special relationship” with PIP’s;
- A Third Party insists on – or mentions, intimates or intends - receiving a commission or due payment before commencing with duties - and or during the transaction - or initiating or awarding works and or tenders - either on behalf of the individual or the company - which commission or due payment is not clearly specified as such as part of the contract or rules of engagement;

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- A Third Party requests payments in cash;
- A Third Party requests that a payment is made to an account different to that of the known account stipulated;
- A Third Party requests inflated invoices in any way shape or form;
- A Third Party requests gifts, sponsorships, or charitable donations;
- A Third Party requests any form of payment to overlook violations whether such violations were intended or accidental;
- A Third Party asks for commission to be accrued or amortized in the total of a given transaction and the value of such commission be paid separately or into a separate account;
- It appears that a situation is not transparent and or legitimate or legal.

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