



Anti-Fraud and Anti-Corruption Policy

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1. Definitions

Fraud

A false representation of a matter of fact—whether by words or by conduct, by false or misleading allegations, or by concealment of what should have been disclosed—that deceives and is intended to deceive another so that the individual will act upon it to her or his legal injury/ detriment.

Corruption

Is the “offering, giving, soliciting or acceptance of an inducement or reward which may improperly influence the action of any person.

Bribery

Bribery is the offer or acceptance of anything of value in exchange for influence on an employee.

Money laundering

The concealment of the origins of illegally obtained money, typically by means of transfers involving banks/ financial institutions and/ or legitimate businesses and/persons.

1. Policy Statement

The document serves to provide a corporate framework that will enable the business to counter-fraudulent activities and promote an anti-fraud culture across the company. Ethical business conduct is vital in the success of any organisation. Kuyasa Management and staff are committed to protecting stakeholder value. The minimisation of losses to fraud and corruption is essential for ensuring resources are used for their intended purpose so that the company's objectives may be achieved. Kuyasa has a zero tolerance to fraud, bribery, corruption or abuse of position for personal gain. We believe that our stakeholders are entitled to expect us to conduct our affairs with integrity, honesty and openness and demand the highest standards of conduct from our company. The policy applies to board members, employees, agents, suppliers, business partners and any other third parties connected or affiliated with Kuyasa and are aligned to ensure compliance with Financial Intelligence Centre Act, Protected Disclosures Act, Companies Act and King IV codes of good corporate governance.

2. Prevention of Fraud and Corruption

2.1 Supporting Policies and Procedures

The following policies listed below support Kuyasa's anti-fraud and corruption policy to ensure that incidents of fraud and corruption may be prevented and/or mitigated in so far as possible:

- Company Rules and Regulations;
- Conflict of Interest Policy;
- Procurement Policy; and
- Enterprise Risk Management Policy.

2.2 Process to be followed upon suspicion of potential incident

Kuyasa will take a measured response when they become aware of a potential incident. This will consider the size of the potential fraud as well as how it has arisen, and the seniority of the individuals concerned (where this is known). The steps to be taken in following up on a potential incident are set out in the attached table, although each case will be different, and it is important that we bear this in mind when deciding on the appropriate steps to take each time. However, the approach should always consider the following broad principles:

- a. Kuyasa will ensure that all potential incidences of both fraud and corruption are reported to the Kuyasa Board (and the partner board where relevant) as soon as possible after they become aware of them.
- b. Throughout any investigation into an incident, Kuyasa will monitor the need for reporting both to Board as well as the police (where appropriate). Although early reporting is encouraged, it is also recognised that reporting an incident without sufficient evidence can create its own issues – for this reason, the question of whether to report or not should be considered at every stage of the process.
- c. On the completion of any investigation, Kuyasa will ensure that the following actions are taken:
 - o All confirmed matter are recorded in a fraud register;
 - o Sharing of the findings from any investigations with departments;

- Changes to contract documents and any other agreements to reinforce controls
- Changes to monitoring processes and procedures to ensure that similar risks are identified at an earlier stage in future

2.3 Anti-Corruption Promotion

Kuyasa will endeavour to include statements concerning its zero-tolerance stance on fraud and corruption on its website, in all official publications, key correspondence and other third party and related agreements.

3. Fraud and Corruption incident Investigation process

Stage	Indicative steps
First indication	Notify Kuyasa Board as soon as possible if management and/ CEO are implicated in fraud. Ensure that shareholders are notified (where relevant). For fraud involving other lower level staff report to the CEO. All matters are to be reported to Internal Audit. Form "Investigation Team."
Initial investigation	"Investigation Team" to consider initial evidence and agree next steps. This should include consideration of whether there is a need for external support for the process (legal or forensic) or whether the investigation can be delivered with in-house resource (bearing in mind any potential conflicts of interest or lack of independence). If the incident relates to the actions of a member of staff, either the Kuyasa disciplinary process should be followed from this point onwards. Appoint external resource where agreed. Consider need for external notifications at this stage.
Detailed investigation	Detailed investigation to be carried out and formal report to be compiled. Where appropriate, the draft report should be checked for factual accuracy, subject to any confidentiality considerations. Report to be considered initially by Investigation Team and recommended actions agreed. Report should then be considered by Kuyasa Executive Team (unless there is a potential conflict of interest, in which case the Kuyasa Board). Next actions to be agreed by the Kuyasa Executive Team (or Kuyasa Board). Consider need for external notifications at this stage
Legal/Disciplinary Action	Staff Disciplinary Action – follow process as set out in the Kuyasa disciplinary process Legal action – work with legal advisors to progress any agreed actions to respond to any investigation or questions
Acting on recommendations	Any recommendations regarding changes to processes, procedures or contractual documents should be considered Changes implemented as required to reduce/mitigate the risk of a similar incident occurring again
Share learning	Share learning with partners/staff as appropriate

4. Whistle Blowing

The public disclosures Act defines a disclosure as any disclosures of information regarding any conduct of an employer, or an employee of that employer, made by the employee who has reason to believe that the information concerned shows or tends to show:

- A criminal offence;
- Failure to carry out a legal obligation to which the person is subject;
- A miscarriage of justice;
- The health and safety of an individual is endangered;
- The environment has been damaged;
- Unfair discrimination as contemplated in laws governing unfair discrimination and inequality in the workplace.

Kuyasa is committed to fostering a culture of disclosure as an organisational imperative to ensure the fundamental principles and value of the company are upheld and therefore maintaining confidentiality of whistle-blowers and effectiveness of the whistleblowing process is critical. Kuyasa staff has unrestricted access to Chief Executive Officer, Internal Audit and the Board of Directors.

4.1 Handling reported concerns

Kuyasa accepts that the individual will need to be assured that the matter has been properly addressed. Subject to legal constraints, and in due course, the whistle-blower should receive sufficient information about the outcome of any investigation to enable them to be satisfied that their concern has been dealt with. A representative or workplace colleague may provide assistance at any meeting that is held relating to the concern raised. The information provided will be used in any formal investigation.

The Chief Executive (or Board Member) will initially assess the situation to determine the action to be taken, which will depend on the nature and circumstances of the concern. If an initial assessment establishes that the matter raised requires action it may be:

- investigated internally and/or dealt with in accordance with a Kuyasa staff policy;
- referred to the Police or relevant authorities;
- form the subject of an independent inquiry;

Some concerns may be resolved by agreed action without the need for further investigation, or further action may be necessary, including interviewing anyone accused of misconduct.

Within a reasonable period (normally 10 days) of a concern being received, the person approached will write to the individual to:

- acknowledge receipt of the concern;
- indicate how it is proposed to deal with the matter;
- give an estimate of how long it will take to provide a final response;
- indicate whether any initial enquiries have been made;
- inform the whistle-blower whether further investigations will take place, including interviewing anyone accused of misconduct if necessary;
- If no further investigations will take place, inform the whistle-blower why not.