

ANTI-CORRUPTION AND GIFTS POLICY



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ANNEXURES

Annexure A DISCLOSURE OF GIFTS, ENTERTAINMENT AND INDUCEMENTS

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Growthpoint reserves the right to change, modify, eliminate, or deviate from the policy, in whole or in part, at any time it deems necessary without the consultation of employees. This Policy supersedes and replaces all previous policies and procedures published.

All Growthpoint employees are required to adhere to the provisions of this policy.

If you have any questions concerning these guidelines, please consult with your Line Manager or HR Business Partner

ANTI-CORRUPTION AND GIFTS POLICY

1. PURPOSE

- 1.1 The purpose of this Policy is to document Growthpoint's initiatives with regards to anti-corruption and so demonstrate its commitment to:
 - 1.1.1. compliance by the Company, and its officers, Directors and employees with South Africa's Prevention and Combating of Corrupt Activities Act No. 12 of 2004, the Companies Act No. 71 of 2008 and all local anti-bribery or anti-corruption laws that may be applicable;
 - 1.1.2. compliance with the UK Bribery Act, 2010 and the US Foreign Corrupt Practices Act, 1977; and
 - 1.1.3. the UN Global Compact's (UNGC) 10 Principles and the Organisation for Economic Co-operation and Development (OECD) Anti-corruption guidelines.
- 1.2 Growthpoint is committed to conducting its business in accordance with all applicable laws, rules and regulations and with the highest ethical standards. This commitment is embodied in the Code of Ethics and Business Conduct and this policy supplements that Code.
- 1.3 For the purposes of this Policy, a "contractor" or "supplier" is defined as a third-party entity or individual who provides, and receives payment for, services or goods related to any aspect of an operation undertaken by Growthpoint and includes consultants and subcontractors. A "non-supplier vendor" is defined as a third-party individual, company, organization, and/or Government or Government-related entity that receive payment from Growthpoint but do not provide goods or services in return.

2. SCOPE

- 2.1 This Policy is applicable to every Growthpoint employee (hereinafter referred to as "employee") and Non-Executive Director (hereinafter referred to as a "Director") in office from time to time.
- 2.2 The reporting requirement of this Policy is also applicable to Growthpoint's contractors and suppliers.
- 2.3 An employee or Director whilst performing any activity in the course of his/her employment or tenure has a duty and is expected to perform his/her functions in good faith and with impartially at all times.
- 2.4 The Policy is not applicable to the V&A Waterfront Holdings and Growthpoint Properties Australia Limited which are separate legal entities and may not be applicable to other entities in which Growthpoint holds an interest but does not exercise operational control.

3. DEFINITION

3.1 Corruption is the misuse of power for private profit, or the misuse of entrusted power for private gain.

3.2 Bribery is the offer, promise, or payment of cash, gifts, entertainment, or an inducement of any kind offered or given, with a corrupt motive, to a person in a position of trust or influence for the purpose of:

- 3.2.1 Influencing any act or decision of that person; or
- 3.2.2 Inducing such person to do or omit any action in violation of his lawful duty; or
- 3.2.3 Securing an improper advantage; or
- 3.2.4 Influencing such person to use his influence to affect an official act or decision
- 3.2.5 In order to assist in obtaining or retaining of business for or with, or directing any business to, any person.

3.3 Bribery and corruption can take many forms, including the provision or acceptance of:

- 3.3.1 Cash payments;
- 3.3.2 Phony jobs or “consulting” relationships;
- 3.3.3 Kickbacks;
- 3.3.4 Political contributions;
- 3.3.5 Charitable contributions;
- 3.3.6 Social benefits;
- 3.3.7 Gifts, travel, hospitality, and reimbursement of expenses; or
- 3.3.8 Financial assistance, the granting of loans and the like.

3.4 Corrupt motive is the aim or purpose to wrongfully influence or coerce the recipient.

4. POLICY REQUIREMENTS

4.1 Prohibition against undue influence

Employees and Directors are strictly prohibited from offering, paying, promising, authorising or using their authority to influence another employee to offer, pay, promise or authorise:

- any payment or other thing of value;
- to any person;
- directly or indirectly through or to a third party;
- for the purpose of (i.e., in exchange for);
- causing the person to act (or fail to act) improperly in a violation of the person’s duty to the entity which that person represents;
- causing the person to abuse or misuse their position; or
- securing an improper advantage, contract or concession;
- for Growthpoint or any other party.

4.2 Prohibition against Improper Payment Activity

No employee or Director shall undertake any Improper Payment Activity in respect of a foreign official, a domestic official, or a person doing business in the private sector, which includes the:

- 4.2.1 Sponsoring travel of government or government officials;
- 4.2.2 Direct and in-kind support for government or government officials;
- 4.2.3 Security support for public law enforcement;
- 4.2.4 Per diems (“daily allowance for expenses”) for government officials;
- 4.2.5 Agreements with government-affiliated third parties, including those who may interact with the government on Growthpoint’s behalf or benefit;
- 4.2.6 Gifts for government officials;
- 4.2.7 Charitable and cultural donations to government or government officials, or to those parties affiliated with them; and
- 4.2.8 Political contributions.

4.3 Prohibition against bribery

Employees and Directors are strictly prohibited from requesting, agreeing to receive or receiving a financial or other advantage directly or through a third party (whether the advantage is for the employee or Director or another person), where such acceptance or receipt is a reward or inducement for the improper use of his/her power or authority within the organisation, and leads to a breach of the employee’s or Director’s duty to the company to act in good faith and impartially at all times.

4.4 The acceptance of gifts in the normal course of business

- 4.4.1 In the course of a business relationship, gifts are usually given for commercial purposes with the intention of either expressing gratitude or creating a feeling of obligation in the recipient.
- 4.4.2 Large and expensive gifts (i.e. cases of liquor, sponsored holidays, flight tickets) could potentially be construed as, or might give the appearance of, a conflict of interest or irregularity.
- 4.4.3 Only gifts of a modest value (i.e. umbrellas, company pens, one or two tickets to a sporting or social event or company clothing) may be offered or accepted and need not be recorded.
- 4.4.4 Cash and stock gifts are strictly forbidden. If an employee is left a legacy or inheritance by a client of the Growthpoint, the employee must refer it to any one of the Chief Executive Officer: Group; Chief Executive Officer: South Africa or the Group Financial Director and declare it to the Assistant Company Secretary who shall keep a record thereof in the Gifts and Inducements register.
- 4.4.5 Employees and Directors are required to adhere to the following procedure when offering or accepting any gifts with an individual value greater than:

- 4.4.5.1 R2,000.00 must be declared on the form attached hereto marked Annexure A to the Assistant Company Secretary who shall keep a record thereof in the Gifts and Inducements register;
- 4.4.5.2 R5,000.00 must be referred for approval on the form attached hereto marked Annexure A, to any one of the Chief Executive Officer: Group; Chief Executive Officer: South Africa or the Group Financial Director, and in the case of the Chief Executive Officers and Directors, to the Chairman or in his absence the Chairman of the Audit Committee, and in the case of the Chairman, to the Chairman of the Audit Committee;
- 4.4.6 If a client or service provider makes a series of gifts to an employee, the total value of which exceeds R5,000.00 the employee should refer the matter, to any one of the Chief Executive Officer: Group; Chief Executive Officer: South Africa or the Group Financial Director, and in the case of the Chief Executive Officers and Directors, to the Chairman or in his absence the Chairman of the Audit Committee, and in the case of the Chairman, to the Chairman of the Audit Committee;
- 4.4.7 If any two of the Chief Executive Officer: Group; Chief Executive Officer: South Africa or the Group Financial Director, the Chairman or in his absence the Chairman of the Audit Committee, deem a gift or series of gifts to be inappropriate or in excess of the limits stated in this policy or approved by EXCO from time to time, an employee or Director may be instructed to return such gift/s together with a note stating that in terms of Growthpoint's Policy the acceptance thereof is not allowed;
- 4.4.8 If refusal of a gift might offend the person giving it, or where preclearance is not practical (i.e. out of office hours), such gift may be accepted but must then be handed over to Growthpoint which shall have the right to direct such gift to a registered charity;
- 4.4.9 Where relevant, gifts to individuals may only be accepted after a transaction or service has been completed and not in contemplation thereof;
- 4.4.10 Employees or Directors may not offer, provide, accept or solicit any unjustifiable benefit, which is likely to conflict with their obligations to Growthpoint or its customers;
- 4.4.11 It is the responsibility of the employee or Director to make the appropriate tax declarations.

4.5 Entertainment and corporate hospitality

- 4.5.1 Corporate entertainment or hospitality can enhance, develop and improve business relationships, and generally takes the form of a sporting, social or dinner event. Business related meals are excluded from the requirements as set out below as they are deemed necessary and useful to promote or enhance business relationships.

- 4.5.2 Corporate entertainment or hospitality, whether given on behalf of Growthpoint or received from any third party, must be appropriate and the following issues must be considered:
- 4.5.2.1 The purpose or reason for the entertainment;
 - 4.5.2.2 Who will host the event and whether they will be in attendance;
 - 4.5.2.3 Whether the employee is or feels under any obligation to accept;
 - 4.5.2.4 Whether the employee will be or will feel obliged to return the favour;
 - 4.5.2.5 Whether the employee will feel compromised after the event.
- 4.5.3 Where corporate entertainment or hospitality is provided on a regular basis the invited attendee/employee must be appropriate and should, where possible, be rotated.
- 4.5.4 Corporate entertainment or hospitality involving employees' absence from work for more than 1 (one) working day whilst on pay, shall be referred for prior approval to any one of the Chief Executive Officer: Group; Chief Executive Officer: South Africa or the Group Financial Director, and in the case of the Chief Executive Officer: South Africa to the Chief Executive Officer: Group and in the case of Chief Executive Officer: Group to the Chairman or in his absence the Chairman of the Audit Committee.
- 4.5.5 Corporate entertainment or hospitality involving employees' travel outside of South Africa for any length of time shall be referred to the Chief Executive Officer: South Africa or the Chief Operating Officer and failing them the Chief Executive Officer: Group. With respect to Corporate entertainment or hospitality involving travel outside of South Africa for any length of time by the Chief Executive Officer: South Africa same shall be submitted to the Chief Executive Officer: Group for prior approval, and in the case of Chief Executive Officer: Group to the Chairman or in his absence the Chairman of the Audit Committee.
- 4.5.6 The Chief Executive Officers shall be entitled to request that employees make a personal contribution (such as a presentation, speech or other involvement) in respect of corporate entertainment or hospitality received on Growthpoint's behalf.

4.6 Record of transactions

- 4.6.1 Growthpoint's books and records must correctly record both the amount and a written description of any transaction. All persons authorised to transact for and on behalf of Growthpoint has a responsibility to ensure that there is a reasonable relationship between the substance of a transaction and how it is described in the Company's books and records.
- 4.6.2 It is contemplated that Growthpoint will institute procedures, standards and controls with regard to training, due diligence, the recording of transactions, and other areas, to implement the terms of this Policy.

5. AUDITS

Audits of Growthpoint sites, operating units, and contractors may be conducted periodically to ensure that the requirements of this Policy and applicable procedures and guidelines are being met. Audits may be conducted internally by Growthpoint, or externally by third parties. Audit documentation shall include action plans.

6. INTERACTION WITH OTHER CORPORATE POLICIES

Other Growthpoint policies impacted by, and which should be construed consistent with this Policy, include the Code of Business Conduct and Ethics, Procedures for Implementing the Anti-Bribery and Anti-Corruption Policy, the Vendor On-Boarding Standard, and supplier contracts.

7. WAIVER

There is no permitted deviation or waiver from this Policy.

8. DISCIPLINE

- 8.1 Any person who violates the terms of this Policy will be subject to disciplinary action and possible criminal prosecution.
- 8.2 Any person who has direct knowledge of potential violations of this Policy but fails to report such potential violations to Company management will be subject to disciplinary action.
- 8.3 Any person who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to disciplinary action.
- 8.4 In all cases, disciplinary action may include termination of employment or disqualification of Directorship.
- 8.5 Any third party agent who violates the terms of this Policy, who knows of and fails to report to Growthpoint management potential violations of this Policy, or who misleads investigators making inquiries into potential violations of this Policy, may have their contracts re-evaluated or terminated.

9. REFERENCES

For reference:

Core for Responsible Investment in South Africa <http://www.iodsa.co.za/?page=CRISACode>

<https://www.unglobalcompact.org/>

<http://www.oecd.org/>

South Africa's Prevention and Combating of Corrupt Activities Act No. 12 of 2004, the Companies Act No. 71 of 2008

UK Bribery Act, 2010

US Foreign Corrupt Practices Act, 1977 as amended

The Foreign Corrupt Practices Act: An Overview - Jones Day
<http://www.jonesday.com/files/Publication/3325b9a8-b3b6-40ff-8bc8-0c10c119c649/Presentation/PublicationAttachment/d375c9ee-6a11-4d25-9c30-0d797661b5ff/FCPA%20Overview.pdf>

Annexure A

DISCLOSURE OF GIFTS, ENTERTAINMENT AND INDUCEMENTS

Received From /Offered By	Nature of Gift/Entertainment/Inducement	Value (Rs)	Date Made or Received	Dated Approved	Date Assistant Co Sec Notified

Name: _____

Date: _____

Signature: _____

Approved by: _____
Signature: _____
Date: _____