

ISON BPO Limited

ISON BPO Process Management System

Anti-corruption Policy

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Document Release Note & Control Sheet

Integrated Management System (QMS & ISMS) – The Anti-corruption Policy documentation is released for use in ISON BPO Limited, with effect from 01-October-2015.

Revisions if any, to this documentation will be available at the ISON BPO Intranet site.

Comments, suggestions or queries should be addressed / mailed to the Corporate Legal Function in writing.

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Policy Description

1.0 Introduction

As ISON BPO group ("ISON BPO" or the "Company") is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is ISON's policy to conduct all of its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates throughout the world, of not engaging in bribery or corruption.

2.0 Scope

This Anti-bribery and Anti-corruption Policy (this "Policy") applies to all individuals worldwide working for all affiliates and subsidiaries of ISON at all levels and grades, including directors, Senior Executives, Officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with ISON (collectively referred to as "You" or "you" in this Policy).

In this Policy, "Third Party (ies)" means any individual or organization, who / which come into contact with ISON or transact with ISON and also includes actual and potential clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures and government & public bodies (including their advisers, representatives and officials, politicians and political parties).

3.0 Responsibility

Defined in the guidelines.

4.0 Definitions and Abbreviations

<i>Abbreviation/Term</i>	<i>Description</i>
BPO	B usiness P rocess O utourcing
CS	C ompany S ecretary

5.0 Policy Guidelines

5.1 Introduction

- 5.1.1 A bribe is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to directly or indirectly offer a bribe or receive a bribe. It is also a separate offence to bribe a government/ public official. "Government/ public official" includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.
- 5.1.2 A bribe may be anything of value and not just money gifts, inside information, sexual or other favours, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function and can pass directly or through a third party. Corruption includes wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

5.2 Examples of bribery

- 5.2.1 Offering a bribe - Stephen, an employee of XYZ Company, offers a potential client, tickets to a major sporting event, but only if they agree to do business with XYZ Company. This would be an offence as Stephen is making an offer to gain a commercial advantage. It may also be an offence for the potential client to accept Stephen's offer. Providing clients with hospitality is acceptable, provided the requirements, set out in section titled "Gifts and hospitality" are followed.
- 5.2.2 Receiving a bribe - Charles works in the XX Department in YY Telecoms. A regular supplier offers a job for Charles's cousin, but makes it clear, that in return they expect Charles to use his influence to ensure YY Telecom continue to do business with the supplier.
- 5.2.3 Bribing a government official - someone is asked to arrange for a payment to be made to a customs official to speed up the administrative process of clearing our goods through customs.
- 5.2.4 "Red flags" that may indicate bribery or corruption are set out in Annexure A to this Policy.

5.3 Gifts and Hospitality

- 5.3.1 Employees or members of their immediate families (spouse, mother, father, son, daughter, brother, sister or any of these step- or in-law relationships, whether established by blood or marriage including common law marriage) should not provide, solicit or accept cash or its equivalent, entertainment, favours, gifts or anything of substance to or from competitors, vendors, suppliers, customers or others that do business or are trying to do business with ISON. Loans from any persons or companies having or seeking business with ISON, except recognized financial institutions, should not be accepted. All relationships with those who ISON

deals with should be cordial, but must be on an arm's length basis. Nothing should be accepted, nor should the employee have any outside involvement, that could impair, or give the appearance of impairing, an employee's ability to perform his/her duties or to exercise business judgment in a fair and unbiased manner.

5.3.2 This Policy does not prohibit normal and appropriate gifts, hospitality, entertainment and promotional or other similar business expenditure, such as calendars, diaries, pens, meals and invitations to theatre and sporting events (given and received), to or from Third Parties. However, the key determining factor for appropriateness of the gift or hospitality and/or its value would be based on facts and circumstances under which such gift or hospitality is provided.

5.3.3 The giving or receiving gifts or hospitality is acceptable under this Policy if all the following requirements are met:-

- a) It is not made with the intention of influencing a Third Party to obtain/ retain business or a business advantage or to reward the provision or retention of business or a business advantage or in explicit or implicit exchange for favours/ benefits or for any other corrupt purpose
- b) It complies with local laws and customs
- c) It does not include cash or a cash equivalent (such as gift certificates or vouchers)
- d) It is appropriate in the circumstances. For example, in some countries, it is customary for small gifts to be given at Christmas time.
- e) Taking into account the reason for the gift or hospitality, it is of an appropriate type and value and given at an appropriate time
- f) It is given openly, not secretly and in a manner that avoids the appearance of impropriety

5.3.4 It is given openly, not secretly and in a manner that avoids the appearance of impropriety.

Examples of Token Gifts: Corporate calendar, pens, mugs, books, T-shirts, wine bottles, bouquet of flowers or a pack of sweets or dry fruits.

5.3.5 If the gifts or hospitality given or received is more than a token gift or modest meal/ entertainment in the ordinary course of business, you must obtain prior written approval from your vertical head and must notify the Whistleblower Committee at whistleblower@isonbpo.com for recording in the gift and hospitality register. Should your vertical head not approve your gift, he will in consultation with Management make a decision on what to do with the gift and feedback shall be given to you.

5.4 What is not acceptable

It is not acceptable for any employee of ISON (or someone on his / her behalf) to:-

- a) Accept an offer of a gift of any size from any Third Party which is in negotiation with, or is submitting a proposal with ISON
- b) Give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given

- c) Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or Representative to “facilitate” or expedite a routine procedure
- d) Accept or solicit any payment, advantage, gift or hospitality from a Third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them
- e) Threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy
- f) Engage in any activity that might lead to a breach of this Policy

5.5 Wilful Blindness

If an employee wilfully ignores or turns a blind eye to any evidence of corruption or bribery within his / her department and/or around him / her, it will also be taken against the employee. Although such conduct may be “passive”, i.e. the employee may not have directly participated in or may not have directly benefited from the corruption or bribery concerned, the wilful blindness to the same can, depending upon the circumstances, carry the same disciplinary action as an intentional act.

5.6 Facilitation Payments and Kickbacks

Neither an employee of ISON nor any person acting on behalf of ISON shall make and shall not accept facilitation payments or “kickbacks” of any kind. “Facilitation Payments” are typically small, unofficial payments (sometimes known as “grease payments”) made to secure or expedite a routine government action by a government official. “Kickbacks” are typically payments made to commercial organizations in return for a business favour/ advantage, such as a payment made to secure the award of a contract. You must avoid any activity that might lead to or suggest that a Facilitation Payment or Kickback will be made or accepted by ISON.

5.7 Guidance on How to avoid Making Facilitation Payments

Corrupt government officials demanding payments to perform routine government actions may often put people acting on behalf of ISON in very difficult positions. Therefore, there is no easy solution to the problem. However, the following steps may help:-

- a) Insist on official receipts for any payments you make; and
- b) Report suspicions, concerns, queries and demands for Facilitation Payments to the higher ups and to local enforcement authorities and refuse to make such payments

5.8 Blackmail/ extortions

We remain committed to our policy of not making Facilitation Payments. The only limited exception to this is in circumstances where you or the Third Parties are left with no alternative but to make payments in order to protect against loss of life, limb or liberty. In such circumstances, you make the payment and it is your immediate responsibility to contact your Manager via whistleblower@isonbpo.com as soon as possible after the event, so that the incident can be properly recorded, reviewed and accounted for with the authorities.

5.9 Charitable donations

As part of its corporate citizenship activities, ISON may support local charities or provide sponsorship, for example, to sporting or cultural events. We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the organization.

5.10 Political activities

ISON will not make contributions to political parties, political party officials or candidates for political office. Payment or use of corporate assets of any type as payment, directly or indirectly to any person, business, political organization or public official for any unlawful or unauthorized purpose is prohibited. You should not make any political contribution on behalf of ISON, use any ISON resources to assist a candidate or elected official in any campaign or coerce or direct another employee to vote a certain way. You should never attempt to offer any incentives to public officials in the hopes of influencing the decision of that individual.

5.11 Business relationships

5.11.1 ISON expects all Third Parties doing business with ISON to approach issues of bribery and corruption in a manner that is consistent with the principles set out in this Policy. ISON requires all Third Parties to cooperate and ensure compliance with these standards, to continue the business relationship.

5.11.2 In order to maintain the highest standards of integrity, with respect to any dealings with a Third Party, you must ensure that:

- a) Employees and associates shall conduct due diligence enquiries to review the integrity records of any Third Party before entering a commercial relationship with them
- b) Employees and associates shall fully document the engagement process and the final approval of the selection of any Third Party
- c) Employees and associates shall implement a program to provide appropriate information on this Policy to all Third Parties engaged in business relationship with ISON
- d) Employees and associates shall ensure that:
 - i. Each Third Party within your work area are fully briefed on this Policy and have made a formal commitment in writing to abide by it;
 - ii. Fees and commissions agreed will be appropriate and justifiable remuneration for legitimate services rendered;
 - iii. Contractual agreements will include appropriate wording making it possible to withdraw from the relationship if any of the Third Parties fail to abide by this Policy.

5.11.3 In the event of any doubt on the integrity of a Third Party, it is the employee's responsibility to contact his / her Manager via whistleblower@isonbpo.com as soon as possible.

5.12 What we expect of an ISONITE

- 5.12.1 ISONITE, are the pillars of this organization and are behind each ISON success story. Every employee must ensure that he / she shall read, understand and comply with this Policy. If any employee has doubts or concerns, he / she should contact his / her Manager.
- 5.12.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for ISON or under ISON's control. Employees are required to avoid any activity that might lead to or suggest a breach of this Policy.
- 5.12.3 Employees must notify his / her Manager and the CHRO/Head-legal via whistleblower@isonbpo.com as soon as possible if you believe or suspect that a breach of or conflict with this Policy has occurred or may occur in the future.
- 5.12.4 Any employee who breaches this Policy will face disciplinary action, which could result in dismissal. We reserve our right to terminate our contractual relationship with you if you breach this Policy. Any breach of this Policy would also result in imposition of large fines/ imprisonment on the individual/ the Company as the case may be or termination of contract with a Third Party.

5.13 Record-keeping

- 5.13.1 Employees must ensure all expenses claims relating to hospitality, gifts or expenses incurred to Third Parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.
- 5.13.2 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept "off-book" to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.
- 5.13.3 Employees must follow all the procedures laid out in other policies (available in the respective intranet portal) which help in anti-bribery and corruption due diligence on suppliers, potential joint venture parties, clients and other Third Parties.

5.14 How to raise a concern

Every person, to whom this policy applies too, is encouraged to raise their concerns about any bribery issue or suspicion of malpractice at the earliest possible stage. If he / she is unsure whether a particular act constitutes bribery or corruption or if he / she has any other queries, these should be raised with their respective Manager via whistleblower@isonbpo.com.

5.15 What to do if you are a victim of bribery and corruption

It is his / her responsibility to inform / report it to their respective Managers via whistleblower@isonbpo.com as soon as possible if you are offered a bribe by a third party, you are asked to make one, suspect that this may happen in the future or believe that you are a victim of another form of corruption or other unlawful activity. You must refuse to accept or make the payment from or to a

third party, explain our policy against accepting or making such payment and make it clear that the refusal is final and non-negotiable because of this Policy. If you encounter any difficulty making this refusal, you should seek assistance from your Manager.

5.16 Protection

Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If any employee believes that he / she has suffered any such treatment, he / she should inform your Manager or the Whistleblower Committee via whistleblower@isonbpo.com immediately.

5.17 Who is responsible for the Policy

5.17.1 The Chief Executive Officer has overall responsibility for ensuring that this Policy complies with our legal and ethical obligations and that all those under our control comply with it.

5.17.2 Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it.

5.17.3 The Compliance/ HR team is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation). Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it.

5.17.4 Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrong-doing.

6.0 Handling Violations

Violations of this policy may include, but are not limited to, any act that does not comply with the requirements of this policy;

The Human Resources Head shall be responsible for getting violations investigated and take disciplinary action as deemed appropriate.

Non-compliance to the minimum requirements or violation of this policy could result in action that may include, but is not limited to, the following:

- a) Suspension;
- b) Termination;
- c) Other disciplinary action; or
- d) Civil and/or criminal prosecution.

7.0 **Key Outcomes**

Adherence to this policy shall enhance the protection of employees' fundamental rights and ensure fairness in handling corruption related complaints.

8.0 **Related Policies and Documents**

This policy operates in conjunction with the following policies and documents:-

- a) Employee Handbook.
- b) Relevant laws of the Land.

Annexure A**Potential risk scenarios: "red flags"**

The following is a list of possible red flags that may arise during the course of your employment for ISON BPO and which may raise concerns under anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for ISON BPO, you have responsibility to report them promptly to your Manager.

- a) You suspect or become aware that a Third Party engages in, or has been accused of engaging in, improper business practices
- b) You learn that a Third Party has a reputation for paying bribes or requiring that bribes are paid to them or has a reputation for having a "special relationship" with government officials
- c) A Third Party 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 for us
- d) A Third Party requests payment in cash and/or refuses to sign a formal contract or to provide an invoice or receipt for a payment made
- e) A Third Party requests that payment is made to a country or geographic location different from where the third party resides or conducts business
- f) A Third Party requests an unexpected additional fee or commission to "facilitate" a service or an RFP
- g) A Third Party demands lavish entertainment, hospitality or gifts before commencing or continuing contractual negotiations or provision of services
- h) A Third Party requests that a side payment (not an SLA credit for an SLA violation) be made to "overlook" potential legal violations
- i) A Third Party requests that you provide employment or some other advantage to a friend or relative
- j) You receive an invoice from a Third Party that appears to be nonstandard or customized
- k) A Third Party insists on the use of side letters (i.e. agreed terms in a letter or other document outside the written contract between the parties) or refuses to put the agreed terms in a written contract
- l) You notice that we have been invoiced for a commission or fee payment that appears large given the services stated to have been provided
- m) Third Party requests/ requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- n) You are offered an unusually generous gift or offered lavish hospitality by a Third Party.
- o) You become aware that a colleague, other employee or contractor working on our behalf requests a payment from a Third Party (such as a client) to expedite an activity (such as an inspection or paperwork) or to "overlook" potential legal or regulatory violations