

ANTI-BRIBERY AND ANTICORRUPTION POLICY

1 Introduction

This policy sets out the general rules and principles to which Metrofile employees must adhere. It is communicated to all Metrofile Group companies and employees overseen by the Metrofile Holdings Limited board of directors (“Metrofile”), as well as to relevant business partners and other required individuals and entities.

Metrofile is committed to the highest ethical standards, including compliance with the laws of each territory in which it operates (including any of its Group companies). Metrofile has a zero-tolerance policy on theft, corruption and inducements. Our Code of Conduct and Ethics Policy reflects this commitment.

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It is important to note that any breach of this policy will result in disciplinary action against the offenders.

The purpose of the Anti-Bribery and Anti-Corruption Policy is to help Metrofile employees identify and avoid situations that could potentially violate anti-bribery and anti-corruption laws and it should be read alongside the Code of Conduct and Ethics. This policy document outlines the standards and procedures that Metrofile has adopted to ensure that its employees do not engage in any form of corrupt behaviour.

Employees must be familiar with the rules described in this policy and regularly refresh their understanding of these rules. If this policy does not provide sufficient guidance on how to proceed in a particular situation, employees should consult their line manager, the Managing Director of their Group company, the Metrofile Holdings Group HR Director, or the Metrofile Holdings Group Risk Officer.

Bribery is illegal and could expose both directors or employees and the Group to fines and other penalties, including imprisonment. It is also against Metrofile’s values. For these reasons, compliance with this policy is mandatory for Metrofile Holdings Limited, all its Group companies, and all employees of the Group.

The Metrofile group is committed to ensuring that it is not involved, in any manner whatsoever, in unethical or corrupt activities. To that end, it has developed this policy to ensure that its employees and business partners are aware of the standards and procedures that apply.



2 How to raise a concern

As individuals who work on behalf of Metrofile, all employees have a responsibility to help detect, prevent and report instances not only of bribery but also of any other suspicious activity or wrongdoing. Metrofile is committed to ensuring that all employees have a safe, reliable, and confidential method of reporting any suspicious activity. Reporting a suspected instance of bribery or corruption, benefits both the employee and the company. To help facilitate this, Metrofile has established multiple channels through which employees can report possible incidences.

In the event that an incident of bribery, corruption, or wrongdoing is reported, Metrofile will act as soon as possible to evaluate the situation.

If an employee is concerned that a corrupt act of any kind is being considered or carried out – whether within Metrofile, by any Metrofile employee, by any of our business partners or by any of its competitors – they must report such conduct without delay to Tip-Offs Anonymous:

- Free hotline: 0800 212 655
- Email: metrofile@tip-offs.com
- Free post: Tip-Offs Anonymous, Kwa-Zulu Natal 138, Umhlanga Rocks, 4320

or speak to their line manager, the Managing Director of their Group company, the Metrofile Holdings Group HR Executive or the Metrofile Holdings Group Risk Officer.

Individuals reporting concerns are protected by the Protected Disclosures Act, No 26 of 2000, the PDA. The Act applies to people at work and provides protection to employees who “blow the whistle” to ensure that they are not subjected to any occupational detriment as a result of their disclosure.

3 Policy statement

Metrofile will conduct business only in accordance with the law of the country in which it operates, as well as in compliance with the UK Anti Bribery Act and the Foreign Corrupt Practices Act in the United States. This means that we will not authorise, pay, promise or offer to give anything to an official (government or non-government) in order to improperly influence that individual to act favourably towards Metrofile.

We will not request or authorise any third party to make such a payment, promise or offer on our behalf. Such behaviour constitutes bribery and is considered unacceptable business conduct wherever Metrofile operates or wherever its services or products are sold or sourced.

Failure to comply with any provision of this policy may result in disciplinary action against offenders, up to and including termination of employment, as well as civil or criminal charges. Should an individual to whom this Anti-Bribery and Anti-Corruption Policy applies, contravene its provisions, Metrofile reserves the right to discipline or

terminate the employment of that individual or to terminate any dealings or contracts with the contravening party. Metrofile may be legally obliged or may voluntarily elect, to report contraventions of this policy and/or the Code of Conduct and Ethics Policy to the law enforcement authorities. The contravening party acknowledges these rights and obligations and agrees to hold the Metrofile Group harmless against any resulting damages, expenses, claims or losses arising therefrom.

Metrofile Holdings Limited, its Group of companies, its directors, employees and agents are prohibited from giving, offering, or promising anything of value to a government or other official with the intent to improperly obtain or retain any business or other advantage. The following concepts are essential for understanding the scope of the prohibition against bribing government officials:

- Giving – if you are prohibited from making any payment, gift, offer or promise directly, you are also prohibited from making it indirectly.
- Anything of value – includes not only cash and cash equivalents but also gifts, entertainment, accommodations and anything else of tangible or intangible value, except as permitted under the Metrofile gifts policy (refer further below).
- Improperly – Improper intent exists when something is given to an official with the intent to influence the official's acts or decisions, to induce the official to violate his or her duties, or to obtain any other unfair advantage.
- Business or advantage – any improper payment in connection with the business of Metrofile is prohibited, including payments made to obtain government business or to gain any other advantage.

This policy defines the minimum standards that all Metrofile employees must comply with to prevent violations of applicable anti-bribery and anti-corruption laws, rules and regulations.

4 Background

4.1 What is bribery and corruption?

Acts of bribery or corruption are intended to influence an individual in the performance of their duties to induce them to act dishonestly. For the purposes of this policy, it is irrelevant whether the payee or recipient of the act of bribery or corruption works in the public or private sector.

The person being bribed is typically someone who can influence the business decision to award business to a third party (including decisions to maintain the procurement of goods or services from an existing supplier). It is irrelevant whether the act of bribery is committed before or after the tendering of a contract.

Please also refer to the definition of the crime of corruption in terms of the Prevention and Combating of Corrupt Activities Act, 2004 (below).



4.2 What is a bribe?

Bribes can take on many different shapes and forms, but typically involve corrupt intent. There is usually a 'quid pro quo' – both parties will benefit. Examples of bribery include the direct or indirect promise, offer, or authorisation of anything of value; the offering or receipt of kickbacks, loans, fees, rewards or any other type of advantage; and the giving of aid, donations or voting in a particular way intended to benefit a third party. This list is not exhaustive.

4.3 Who is a government official?

A government official includes anyone, regardless of rank, who is:

- An officer or employee of any local, provincial or national government (for example, members of parliament, police officers, firefighters, members of the military, tax authorities, customs or health inspectors, etc.);
- Any person acting in an official capacity for, or on behalf of any government or public international organisation (for example, an official advisor to a government);
- Any officer or employee of a political party;
- Any candidate for political office;
- A close relative (for example, a parent, sibling, spouse or child) of any of the above;
- A director, officer, representative, agent or employee of any government-owned or controlled business or Group (meaning that the government owns some shareholding of the stock or business, or is its largest shareholder, or controls the entity through its management, board membership or other means);
- An officer or employee of a public international organisation (for example, the United Nations, International Olympic Committee, International Red Cross, World Organisation, etc.).

4.4 The law?

In South Africa, bribery and corruption are regulated by the Prevention and Combating of Corrupt Activities Act, 2004. It is important to note that penalties for a contravention of the Prevention and Combating of Corrupt Activities Act can include a life sentence, demonstrating the seriousness with which the law addresses corruption. The crime of corruption as defined in the Act, is as follows:

Any person who, directly or indirectly-

- a) accepts or agrees to or offers to accept any gratification from any other person, whether for the benefit of themselves or for the benefit of another person; or
- b) gives or agrees to or offers to give any gratification to any other person, whether for the benefit of that person or for the benefit of another person,

in order to act, personally or by influencing another person so to act, in a manner-

- (i) that amounts to the-



- (aa) illegal, dishonest, unauthorised, incomplete, or biased; or
- (bb) misuse or selling of information or material acquired in the course of the exercise, carrying out or performance of any powers, duties or functions arising from a constitutional, statutory, contractual or any other legal obligation;
- (ii) that amounts to-
 - (aa) the abuse of a position of authority;
 - (bb) a breach of trust; or
 - (cc) the violation of a legal duty or a set of rules,
- (iii) designed to achieve an unjustified result; or
- (iv) that amounts to any other unauthorised or improper inducement to do or refrain from doing anything, is guilty of the offence of corruption.

The penalties that may be imposed for a contravention of the Prevention and Combating of Corrupt Activities Act, 2004 range from 5 years to life imprisonment.

It is also important to note that the Prevention and Combating of Corrupt Activities Act, 2004 includes certain deeming provisions that assist with the prosecution process. In addition, this policy aims to comply with any similar legislation in the countries where Metrofile operates, as well as with the UK Anti Bribery Act and the Foreign Corrupt Practices Act in the United States.

5 Bribery and corruption prevention

The prevention of bribery and corruption includes the following steps:

5.1 Risk assessment

Management of each business unit is required to undertake ongoing risk assessments to identify areas in which Metrofile faces a higher risk of bribery and corruption.

By identifying these high risk areas, management can take appropriate steps to mitigate the risks.

5.2 Record-keeping

Typically, bribery and corruption are linked to poor record-keeping. Metrofile must ensure that it retains accurate books, records and financial reporting across all its business units.

5.3 Effective monitoring and internal control

All Metrofile Group companies must maintain an effective system of internal controls and transaction monitoring. Once bribery and corruption risks have been identified through the risk assessment process,

procedures should be developed within a comprehensive control and monitoring programme to help mitigate these risks on an ongoing basis.

The Group company Managing Director, in conjunction with the Group Risk Officer, is responsible for ensuring that management conducts effective and ongoing risk assessments related to bribery and corruption, as well as the implementation of prevention mechanisms for areas identified as high risk.

6 Typical bribery and corruption risks

Bribery and corruption risks typically fall within the following categories:

6.1 Use of business partners

Business partners include suppliers, agents, distributors, joint venture partners or other partners in Metrofile's supply chain.

Management is responsible for evaluating each business partner's legal agreements with Metrofile. These business partners should be encouraged to conclude a Service Level Agreement with Metrofile that references this policy document, alternatively, the provisions of this policy must be incorporated and agreed to in the applicable legal agreement.

A record must be kept of business partners who refuse to adhere to the terms of this policy document. Management must continuously assess such business partners.

6.2 Gifts, entertainment and hospitality

6.2.1 Unacceptable business courtesies

To provide specific guidelines to employees, the following acts in particular, but not limited to these acts, are deemed unacceptable.

- Acceptance of gifts or any considerations perceived as having a value to the recipient, for example sponsored holidays, hunting trips, flight tickets for personal use, jewellery, electronic equipment, or any other luxury items etc., must be firmly declined or immediately returned to the sender if delivered without prior notice, unless approved by a statutory Director of the Company where refusal would unnecessarily offend the donor.
- Acceptance of cash payments, whether large or small, must be refused under any circumstance.
- Airline tickets for business trips or trips for training or study purposes, paid for by the third party, are not considered as prohibited if approved by the relevant Managing Director.

6.2.2 Declaration of Offers

All items exceeding R500, up to the maximum of R750 or as approved by the relevant Managing

Director, must be recorded in the register maintained for this purpose. Where a gift is received that is manufactured by the client, the estimated open market value should be used for recording in the register and not the cost or selling price.

The information to be recorded in the register, is:

- Name of recipient;
- Name of organisation from whom the gift was received
- Nature of gift
- Estimated open market value of gift; and
- Circumstance under which gift was given.

The non-declaration of gifts or hospitality or rewards of monetary value could lead to a severe disciplinary action, as well as the termination of future dealings with the supplier or client concerned.

Employees and directors must not give or accept gifts, entertainment, or any other personal benefit or privilege that could in any way influence or appear to influence their objectivity in the execution of their duties, as set out in applicable Anti-Bribery and Anti-Corruption legislation. Employees may not give or accept any benefit, regardless of its form, if it is offered as a “quid pro quo” for making a favourable decision, or if it is cash, a voucher or a similar monetary item.

6.2.3 Exchange of gifts and entertainment

Where there is a need to give a gift to a business partner, such a gift should be limited to taking the business partner to lunch or giving the Company branded items, such as pens, ties, diaries etc. Gifts exceeding R750 per person should be avoided. For gifts above this amount, prior approval from the relevant Managing Director must be obtained.

The guidelines in this policy must be followed when issuing gifts to customers.

For the avoidance of doubt, Metrofile distinguishes between appropriate and inappropriate giving and receiving of gifts and entertainment, as follows:



Strictly PROHIBITED	Acceptable but require prior APPROVAL	ACCEPTABLE and do not require prior approval
• Giving and receiving cash or cash equivalents, such as vouchers, is prohibited. • Giving or receiving any gift or entertainment that would contravene any law, such as bribery, or corruption is prohibited. • Giving or receiving anything that creates an obligation to give in return.	• Any gift or entertainment that could create a conflict of interest must be declined. • If any such gift is accepted, it must be declared. The gift or entertainment then becomes the property of Metrofile. • Some examples of entertainment that have an inherent potential to create a conflict of interest include: • The entertainment includes partners, family members, close friends or employees. • It is often repeated. • Expensive meals, or sought after entertainment such as high profile shows, sporting events or recreational opportunities away from the employee's work environment.	Provided that: • No obligation is created or expected. • The gift or entertainment is reasonable and not excessive. • Always mention it to your line manager and peers to ensure your actions are transparent. Typical examples: • Modest and occasional meals with a business acquaintance. • Occasional attendance at ordinary sport, theatre and other cultural events. • Gifts of limited and promotional value such as pens, calendars and other inexpensive items. • Gifts that are considered reasonable, not excessive, and given widely in full public view. •

In line with good governance, employees are expected to be transparent regarding all gifts or events to which they are invited at no cost or at a reduced cost. The intention is to ensure that adequate approval is obtained and that there is no scope for inappropriate influence over any director, manager, or employee within the Group. All gifts need to be declared on an annual basis and this declaration forms the basis of Metrofile's gifts, entertainment and hospitality register.

Metrofile is required to maintain and monitor its gifts, entertainment and hospitality register (in the form of individual declarations per director or employee). Any gift, entertainment or hospitality given, received or offered must be appropriately disclosed in the register. If an impermissible form of gift, entertainment or hospitality has been accepted, the employee must immediately record the transaction in the register and contact their line manager, the Managing Director of the applicable Group company, the Metrofile Holdings Group HR Director, or the

Metrofile Holdings Group Risk Officer.

If there is any confusion or uncertainty about the appropriateness of a gift, consult your line manager, the Managing Director of your Group company, the Metrofile Holdings Group HR Director or the Metrofile Holdings Group Risk Officer.

Where anything is offered to an employee or director and/or a member of an employee's or director's immediate family for less than market value, the guidelines for determining a conflict of interest would be:

- The value or frequency of the offer is excessive, considering prevailing business standards and the personal circumstances of the employee or director involved;
- If the receipt of such an offering becomes a matter of public attention, its acceptance could jeopardise the trust that a stakeholders may have in the Group or may have the potential to negatively affect the Group's reputation; and
- If the offering is of a nature that the Group would, in all probability, not reciprocate.

In instances where it appears inappropriate to accept the item, an employee and/or director is advised:

- To tactfully refuse the offering; or
- In exceptional circumstances, if refusing such an offering would reasonably cause embarrassment or hurt to the person making the offering, the employee may accept the offering on behalf of the Group and then notify their line manager, the Managing Director of their Group company, the Metrofile Holdings Group HR Director, or the Metrofile Holdings Group Risk Officer, so that an appropriate course of action may be determined; and
- Comply with the gift policy outlined above regarding reporting requirements and acceptable values.

Furthermore, any employee or director of Metrofile who, except as allowed under the gift policy:

- Directly or indirectly gives, agrees to give, offers any other person gratification in order for that person to act in a manner that is illegal, constitutes an abuse of authority or is designed to achieve an unjustified result;
- Directly or indirectly gives or receives gratification to improperly influence the promotion, execution, or procurement of a contract; and

Directly or indirectly offers or accepts gratification to influence the award or withdrawal of a tender is guilty of an offence of corruption in terms of the Prevention and Combating of Corrupt Activities Act, which the company is obliged to report to the police.

6.3 Conflict of interest in contracts with/ purchases from directors, officers and management

All Metrofile directors, officers and management are required to report any conflicts of interest in business

or contracts. All contracts entered into with Metrofile, or purchases made by Metrofile from a director, officer, management, or employee, or any member of their family or a personal friend, must be declared annually. These contracts or purchases should be approved by the Group company Managing Director prior to being entered into or making the purchase.

6.4 Doing business with the public sector

There is an absolute prohibition on Metrofile and its employees from providing directly or indirectly, any benefit of whatsoever nature, to any public sector or a person employed by the public sector.

6.5 Political, charitable and other public activities and business affiliations

In general, we would not expect a conflict of interest will arise from a director's or employee's affiliation with outside professional, political, civic or charitable organisations or (subject to written approval by Metrofile in advance) from directorships or trusteeships of non-competing business entities that do not trade with the Group.

Any request for such approval should be submitted in writing to the Group company Managing Director or the Metrofile Holdings CEO. An employee should disclose any such activities if they have reason to believe that an invitation to serve in such organisation was offered primarily because of their employment with Metrofile, or if there is an implication of Metrofile's interest or responsibility.

To avoid such an inference, an employee shall refrain from using the Group's companies or its premises for charitable, political or other purposes outside their normal duties and responsibilities.

6.6 Charitable donations

To ensure that no donation is misconstrued as a bribe, any donation made on behalf of the Metrofile Group companies should comply with the following guidelines:

- Any request for a donation must be made in writing and must sufficiently describe the charitable purpose of the donation, any business reason for the donation, and all details about the recipient.
- The recipient must be screened to confirm that it is a legitimate charitable organisation.
- The donation must be approved in writing by the Group HR Director (in consultation with the CFO) and must comply with the Metrofile SED policy.
- The donation must be accurately recorded.

6.7 Facilitation payments

In many countries, it is customary business practice to make payments or offer gifts of small value to government officials in order to speed up or facilitate a routine action or process. Such payments are called "facilitation payments". Facilitation payments are a direct and serious violation of this policy.

Examples of routine, non-discretionary actions include providing police protection, granting visas or utility services, or clearing customs.

6.8 Proper accounting

Metrofile's books, records and accounts must accurately and fairly reflect, in detail all transactions in accordance with the highest standards of integrity and generally accepted accounting principles.

No director or employee shall make false or misleading statements to either the internal or external auditors of the Group in connection with the preparation, audit, or examination of any financial statements or related matters.

No payment made or to be made shall be approved without adequate supporting documentation, or with the intention or understanding that such payment is for a purpose other than that described in the supporting documentation. All payments shall be made in accordance with the authority levels detailed in the Metrofile Holdings Limited and/ or Group company authority frameworks.

6.9 Non-solicitation

No director, supplier, customer, contractor, joint venture partner, or employee of Metrofile shall make, offer, promise or authorise an unlawful or improper payment of any kind, knowing that such payment is intended as a bribe, payoff or rebate to coerce any individual into awarding business opportunities to Metrofile, or preventing any business opportunity from being denied to or withdrawn from Metrofile. This stance on non-solicitation must be clearly communicated to all parties conducting business with Metrofile.

Individuals are warned that such conduct may have serious consequences for both Metrofile and the individuals involved, including but not limited to criminal and civil prosecution, and Metrofile will investigate and pursue any such allegations to the full extent of the law.

6.10 Relationships with governments

Metrofile Holdings and its Group companies respect the authority of the governments in the countries where they conduct business. It is therefore imperative that directors and employees maintain honest, transparent and ethical relationships with governments, their agencies, officials and personnel.

Directors and employees must ensure that any information provided to government representatives is accurate, comprehensive and compliant with all applicable laws and regulations governing corporate participation in public affairs.



6.11 Third parties

6.11.1 Who is classified as a Third Party?

Bribery issues often involve third parties. Any individual or entity acting on behalf of, or under the control of Metrofile, such as agents, distributors, consultants, business partners or joint venture partners (“Third Parties”) must also comply with this policy.

Because anti-bribery laws prohibit “indirect” as well as direct payments and offers, Metrofile as well as its directors and employees, may be held liable for the conduct of Third Parties if they know, or reasonably should have known of any unlawful behaviour. Turning a “blind eye” or ignoring “red flags” that suggest wrongdoing does not exempt Metrofile or any individual from criminal liability.

6.11.2 Due Diligence

A reasonable investigation should be conducted into a Third Party’s background, reputation, and business capabilities prior to entering into any contract. This investigation is called a due diligence and must be properly documented.

6.11.3 Compensation and Payments to Third Parties

Compensation to Third Parties must be commercially reasonable and commensurate with the tasks they actually perform. Contracts should generally provide fixed compensation for specific, identified tasks and should avoid large percentage-based commissions and success fees.

Payments to Third Parties must be made in accordance with the terms of the executed contract and the applicable authority framework. It is a violation of this policy to honour any request by a Third Party to vary the terms of a contracts.

Contracts that provide for payments to parties other than the contracting party, or for payments to countries other than where the contracting party operates, must be approved in advance by the Managing Director of the applicable Group company.

6.12 Consultants, agents and distributors

No employee of Metrofile may engage or retain a consultant, agent or distributor until sufficient due diligence has been conducted to enable the employee to conclude, with reasonable assurance that the consultant, agent or intermediary understands and will fully comply with the Group’s policies. Any appointment of consultants must be approved in accordance with the applicable Metrofile Holdings Limited or Group company authority framework.

The applicable Metrofile entity must have a written agreement in place with each of its consultants, agents and distributors.

When evaluating potential consultants, agents and distributors, and throughout any subsequent relationship with such parties, employees must remain alert to any 'red flags' that may be present or arise. A 'red flag' is any fact or circumstance that serves as a warning signal that an intermediary may act corruptly. It is the responsibility of the employee who identifies a 'red flag' to either resolve it through further investigation or refer the matter to the appropriate official.

7 Local adaptation

For this policy to be effective, it must be applied consistently across the Metrofile Holdings Limited Group worldwide, taking into consideration the diverse cultural environments in which Metrofile operates. The company may, from time to time adapt certain sections of this policy – such as those relating to gifts, entertainment and hospitality – to ensure they remain fair, appropriate and applicable.

Local Management is responsible for reporting and confirming any local adaptations of this policy with the Metrofile Holdings HR Director.

VERSION CONTROL

VERSION NO.	3
DATE OF VERSION	10 November 2025
DATE OF NEXT REVIEW	November 2027
POLICY OWNER	Vera Massyn
APPROVED BY	Thabo Seopa



ANNEXURES – ADDITIONAL GUIDANANCE

Examples of bribes: influencing and improper actions or conduct in favour of Metrofile

The following are examples of items of value that, if given with improper intent or under improper circumstances, may be unlawful:

- Cash, cash equivalents (e.g., gift cheques) or loans to government or other officials, their family members or associates (associates include anyone described above);
- Payments for travel or entertainment of government or other officials, their family members or associates;
- Favours, including offers of employment or internships to government or other officials, their family members or associates;
- Gifts (e.g. perfume, jewellery, use of club membership) to government or other officials, their family members or associates;
- Donations to a charity affiliated with or sponsored by a government or official, his/her family members or associates; and
- Political contributions to political parties or candidates.
- To act favourably towards Metrofile include, but are not limited to, offering a gift, or anything else of value, no matter how small in value where:
 - The government or other official would not act if you did not make the gift, and you give a gift to increase the chances that the official will take such action; and
 - The government or other official has the choice to act or not and makes a decision based on the gift.
- Some examples of improper business advantage includes, but are not limited to, when a government or other official:
 - Overlooks a violation or tolerates non-compliance with relevant laws (e.g., environmental or worker safety laws);
 - Does not perform a task that should otherwise be performed (e.g., does not conduct a required inspection prior to issuing a permit);
 - Reduces customs duties and grants a favourable tax treatment.

