



PROESS LIMITED

Anti-Bribery & Corruption Policy

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Quality Management

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1 Purpose

This policy is designed to enhance and provide further guidance to the standards of conduct of Proess regarding bribery and corruption.

2 Scope

This policy is applicable to all business conducted by the Company, to all subsidiaries, public entities, Joint Ventures and affiliates where Proess has a controlling interest.

It applies to intermediaries and agents undertaking business on behalf of Proess, all officers, Directors, employees and representatives of any of the above entities whether permanent, temporary or contract within the operational areas.

The Policy will be communicated and implemented in all contractual relationships where applicable.

3 Responsibility

It is the ultimate responsibility of all Directors and top management to ensure that this policy is carried out correctly.

Top management will ensure that all employees, representatives, contractors, sub-contractors and partners are made aware of this policy and its contents and provide assistance and guidance in its implementation and interpretation.

4 Corruption

Corruption here is defined as ***‘any act intended to result in the misuse of entrusted responsibility and/or authority for personal or corporate gain. Corruption encompasses a variety of situations including bribery, conflicts of interest and misuse of company assets’***.

Bribery is defined as ***‘promising, offering, giving, receiving or soliciting an undue advantage to a person or entity either directly through an intermediary in order that the person or entity should perform or refrain from performing an act in breach of their business or public duties’***. This is regardless of whether the activity is linked to past, present or future business transactions.

A bribe includes the provision or receipt of, for example:

- a) Cash or other forms of payment to secure a contract
- b) Gifts intended to influence the recipient to undertake a particular course of action
- c) Donations with an ulterior motive.

5 Zero Tolerance to Corruption

None of the responsible parties mentioned above may directly or indirectly:

1. Offer, promise, grant or authorize the giving of money or anything else of value to anyone in order to influence an action or to obtain an improper advantage

2. Request, agree to receive or accept money or anything else of value from any person or entity where it is designed to influence an action or obtain an improper advantage.

6 Compliance

It is the responsibility of all responsible parties to, at all times abide by the laws, regulations and international conventions applicable in the countries in which the company operates.

Lack of knowledge about applicable rules and regulations is never an excuse. All responsible parties shall be kept abreast of:

- a) The requirements of this policy
- b) All relevant local rules and legislation in the countries of operation
- c) Other business practices that may be applicable including those of trade associations.

The following areas are identified as potential risk areas for corruption and include:

6.1 Gifts

Exchanges of reasonable, courtesy business gifts and hospitality are part of our business practice and are allowed if transparent, proportionate, reasonable and of a bona fide nature.

They should be modest in nature and value and not exceed any amounts specified by relevant local law or other local practices.

Particular attention should be taken in all relationships with public or government officials and employees.

All responsible parties are prohibited from receiving, offering or providing gifts and hospitalities wherever they can be perceived to affect the outcome of a business transaction or potentially expose the business to undue influence.

Proess will establish and monitor monetary and approval levels for gifts, hospitality and expenses based on the principle in this policy as well as local legislation.

Gifts typically include low value items given professionally without any expectation of compensation or value in return. Gifts shall have no role in a business process other than as a mark of appreciation between companies and not persons.

- a) A gift should be of modest value and must never lead the recipient into a position of obligation. Common and acceptable gifts are for example company promotional items.
- b) A gift shall never consist of money, loans or anything else that can be exchanged into a monetary value.
- c) Gifts should not be given in relation to a religious or any other holiday e.g. Christmas or the New Year. Instead of providing such gifts, Proess may make a donation to a charity and notify the customers or business partners of the donation
- d) Gifts from suppliers or other third parties should whenever possible, be respectfully acknowledged and approved by the Managing Director.

6.2 Hospitality

Hospitality typically includes meals and or entertainment (e.g. music, sports, theatre events) when a company intends to initiate or develop its business relationships with existing or prospective customers and business partners.

Hospitality may be permitted in connection with a business meeting where the business content is predominant

Hospitality requires that the host be present and that the hospitality is fairly provided and modest in value. It must never be perceived as excessive or luxurious and must never lead the recipient into a position of obligation.

6.3 Procurement, Contracting and Purchasing

This relates to supplier selection and management and is valid for all procurement within Proess, whether it is managed from the purchasing function or anywhere else in the company and whether it involves components, products, indirect material or consultant/consultancy services.

1. All Proess staff involved in the award of contracts to a supplier, whether for products or services shall comply with the procedures covering the evaluation, appointment and management of suppliers.
2. An evaluation of the supplier must be performed prior to any appointment. The general principle is to perform sufficient due diligence to ensure that the supplier behaves in a manner consistent to this policy. The research shall include e.g. any actual or perceived potential conflicts of interest, involvement in any unethical business practices and any prior or current administrative, civil or government proceedings.
3. In order to ensure a fair contract award process, all competing suppliers shall be provided with the same documented information and time frame in order to compete for a contract under similar conditions.
4. Suppliers who are found to attempt or challenge purchasing personnel to leak information or to provide them with personal benefits to enable them acquire a favourite position and ultimately secure a contract shall be disqualified.
5. No Proess employee shall accept such challenges or benefits or in any other way put themselves into a position of being under undue influence or even the suspicion thereof.
6. Payments to a supplier must be appropriate, reasonable and justifiable in return for legitimate products or services according to contract. Payments will only be made following receipt of a valid invoice. No side agreements of any kind will be accepted.

6.4 Facilitation Payments

A facilitation payment is a small unofficial payment made to secure or expedite a routine service or other necessary action to which the payee of the facilitation payment has legal or other right to receive.

The key element of this definition is that the service which the payment relates to must be one to which the payer would be entitled to receive with or without the payment.

Proess' policy is that the facilitation payments are not permitted and are considered in other countries as another form of bribery by law.

1. Proess staff may not directly or indirectly make a facilitation payment. Accordingly, facilitation payments made by an individual and included in the expense report will not be reimbursed by Proess.
2. Proess recognizes that in some exceptional instances, payments may be demanded under threat of violence, personal harm or imprisonment. The safety of our employees and associates is paramount and therefore no person is expected to put compliance with this policy above their own safety.
3. In the event any payment is made under duress or requested, this must be documented and reported to the Managing Director.

6.5 Charitable Donations and Sponsorships

Proess will make donations for charitable purposes through its corporate sociability responsibility. The company may also sponsor different types of events for business promotional purposes.

- a) Donations shall only be made to valid, registered charitable organizations and foundations that do not have any conflict of interest with any existing or potential customer or government official(s).
- b) Requests for charitable donations should be evaluated separately from the commercial activities. It is inappropriate to make charitable donations linked to past, present or future business transactions.

6.6 Political Donations

Proess shall not make any political donations i.e. donations for political purposes to any politician, political party or related organization, official of any political party or candidate for political office in any circumstances either directly or through third parties.

- a) Proess shall act in an entirely open manner within the laws and regulations applying to political donations in all of the countries in which it operates.
- b) Political donations will not be made related to obtaining or retaining business. The company will not reimburse any employee in any way or form for making political donations.
- c) Proess shall ensure that when making a donation, there is no potential conflict of interest that could affect a transaction. They must not be made where they could influence a current bidding situation or be given subsequently as a reward for the award of contract.

Proess will not tolerate any form of harassment, discrimination, or retaliation against employees raising concerns and acting in good faith in line with this Policy.

Suspicion and reports of corruption and bribery shall be immediately investigated and the appropriate action taken.

Failure to adhere to this policy may result in disciplinary action appropriate to the violation, up to and including termination of employment or the contractual relationship and may be followed by legal proceedings.

This policy will be reviewed annually.



Signature:

Date: June 20th 2017

Michael Daka
Managing Director