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COMPUTER LEARNING CENTRE LIMITED (CLC AFRICA)

ANTI - BRIBERY AND CORRUPTION POLICY

Reviewed and Approved by

Mr Aunally Maloo-CEO

Signature:

A handwritten signature in black ink, appearing to read 'A. Maloo', written in a cursive style.

Date: 4th February 2019

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1.0. INTRODUCTION & POLICY STATEMENT

1.1 Purpose

This policy sets out the general rules and principles which employees of Computer Learning Centre Limited (CLC AFRICA) shall adhere to in order to maintain high ethical standards to protect the institution's reputation against any allegations of bribery and corruption. It further complements the institution's Core Values of integrity and the standards of behaviour expected from the Institutions staff across the business.

Computer Learning Centre Limited (CLC AFRICA)'s policy position is that any form of bribery and corruption is prohibited. This applies to accepting, offering, paying, giving, soliciting, or authorizing bribes. It is the institution's policy that all its business operations and staff engagements with stakeholders be conducted with utmost honesty, integrity and without the use of corrupt practices or acts of bribery to obtain an unfair advantage to any party. Through this policy, Computer Learning Centre Limited (CLC AFRICA) and its employees acknowledge fully that bribery and corruption practices hinder business operations are unethical.

This Policy sets Computer Learning Centre Limited (CLC AFRICA)'s minimum standards. Where the operating local laws are stricter than the standards contained herein, the local laws prevail.

The Management of the Computer Learning Centre Limited (CLC AFRICA) shall retain the overall responsibility for ensuring that appropriate steps are taken to communicate throughout the institution the corporate values, professional standards or codes of conduct set, together with supporting policies and procedures, in order to eliminate cases of bribery or corruption.

Bribery and corruption are criminal offences under the laws of Kenya and that expose Computer Learning Centre Limited (CLC AFRICA) and its employees to the risk of prosecution, fines and imprisonment, as well as endangering the institution's reputation.

As a matter of policy, Computer Learning Centre Limited (CLC AFRICA) will, under no circumstances, tolerate any employee engaging in any act of corruption or bribery as defined under this policy. Any breach of this policy will be regarded as a serious matter by the institution's and will be subject to appropriate disciplinary action up to and including summary dismissal and instituting criminal charges.

The policy shall be read and applied in conjunction with the related laws, policies and operational guidelines issued from time to time such as:

- i. The Constitution of Kenya 2010, Chapter 6 - Leadership and integrity
- ii. Panel Code Cap 63
- iii. Criminal Procedure Code Cap 75
- iv. Computer Learning Center Human Resources policy, code of conduct
- vi. Other related legislations and policies of Computer Learning Centre Limited (CLC AFRICA).

1.2 Scope

This Policy shall apply to all activities and operations of Computer Learning Centre Limited (CLC AFRICA), irrespective of their jurisdiction, country or business. The Policy shall apply to:

- Executive Directors
- Senior Management and permanent staff
- Temporary staff (temporary workers, contractors, advisors and consultants). Together, Computer Learning Centre Limited (CLC AFRICA) permanent staff and temporary staff are known as "staff"
- Third-party service providers engaged by Computer Learning Centre Limited (CLC AFRICA) or any individual or corporate entity associated with Computer Learning Centre Limited (CLC AFRICA) (i.e. Suppliers, vendors, agents and sponsors).

This Policy also applies to all public and private sector transactions in which Computer Learning Centre Limited (CLC AFRICA) is engaged.

1.3 Policy Statement and Principles

Computer Learning Centre Limited (CLC AFRICA) of Kenya Limited is fully committed to maintaining ethical behaviour in its relationships with its various stakeholders, specifically (but not exclusively) to its customers, suppliers, Vendors, contractors, other providers of outsourced activities, representatives, and agents.

Computer Learning Centre Limited (CLC AFRICA) recognizes that bribery and corruption have an adverse effect on communities wherever they occur and is committed to enforcing its ethical standards in

all its business activities. Computer Learning Centre Limited (CLC AFRICA)'s Anti-Bribery and Corruption policy serves to reinforce this commitment in line with its core value of honesty.

Computer Learning Centre Limited (CLC AFRICA) has a zero tolerance attitude towards actual or attempted bribery and the following anti-bribery and corruption principles apply to all our staff (including executive directors, permanent staff, temporary staff and contract staff) and Computer Learning Centre Limited (CLC AFRICA) shall:

- Carry out our business fairly, honestly and openly.
- Not make bribes, nor will we condone the offering of bribes on our behalf, so as to gain a business advantage either in lending or deposit taking transactions.
- Not accept bribes, nor will we agree to them being accepted on our behalf in order to influence business
- •Avoid doing business with others who do not accept our values and who may harm our reputation.
- Set out our processes for avoiding direct or indirect bribery, and keeping to and supporting our values.
- Keep clear and updated records reported cases on bribery and corruption.
- Make sure that everyone in our business and our business partners know our principles.
- Regularly review and update our programme and processes as needed.

2.0. DEFINITIONS

The following are definitions of terms applied in the Policy:

2.1 Bribery

This is an offer, promise, giving, demanding or acceptance of an advantage as an inducement for an action which is illegal, unethical, a breach of trust or the improper performance of a contract. Inducements can take the form of gifts, fees, rewards, jobs, internships, favours or other advantages.

2.2 Bribe

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage.

2.3 Corruption

This is the misuse of entrusted power for personal gain.

2.4 Corrupt Practice

"Corrupt practice" means behavior on the part of staff in Computer Learning Centre Limited (CLC AFRICA) by which they improperly and unlawfully enrich themselves and/or those close to them, or induce others to do so, by misusing the position in which they are placed, and it includes the offering, giving, receiving, or soliciting of anything of value to influence the action of any such official in the procurement process or in contract execution.

2.5 Fraudulent Practice

This is any act or omission, including a misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a party to obtain a financial or other benefit or to avoid an obligation.

2.6 Facilitation Payment

A facilitation payment is a sum of money paid to Computer Learning Centre Limited (CLC AFRICA) staff in order to expedite routine and non-discretionary activities.

2.7 Corruptly Influence

This is broadly defined to mean that offer, payment, promise or gift intended to induce the recipient to misuse his/her official/business position for Computer Learning Centre Limited (CLC AFRICA)'s or a customer or supplier or vendor's benefit. Such misuse could include wrongfully directing business to Computer Learning Centre Limited (CLC AFRICA) or a customer or supplier or vendor, to obtain preferential regulations, or to cause the recipient to fail to perform an official/business function.

3.0. GOVERNANCE

3.1 Senior Management

The Senior Management is responsible for reviewing and approving this policy. Senior Management shall in general provide oversight on the Computer Learning Centre Limited (CLC AFRICA)'s legal and ethical obligations.

3.2 Line Managers

Being in charge of the daily management of Computer Learning Centre Limited (CLC AFRICA), these departments have the collective responsibility of implementing the policy and developing supporting procedures and programs.

Management of staff at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it. All breaches to this policy will be escalated to Senior Management for follow up.

Our zero-tolerance approach to bribery and corruption must be communicated to all our stakeholders i.e. suppliers, contractors and business partners at the onset of our business relationship with them and as appropriate thereafter.

3.3 Human Resources Department

The Human Resource function shall ensure that employees are trained and made aware of their role in implementation of the anti-bribery policy. They will also facilitate disciplinary measures as recommended by the functions in charge of investigations.

4.0. 'SPEAK UP' POLICY

Management shall devise a 'speak up' or whistle blowing procedures where all complaints/red flags/alerts raised shall be fully investigated. The Institution shall put in place various channels of communication to comply with speak up policy and to ensure anonymity and guarantee non victimization of the whistle blower. The functions in charge of investigations shall accept all complaints irrespective of their source, including from anonymous or confidential sources.

When a complaint is raised regarding corruption, an investigation by the functions in charge of investigations shall be commenced to determine whether fraud, corruption, or abuse under Computer Learning Centre Limited (CLC AFRICA)'s Policy has occurred. The functions in charge of investigations shall gather sufficient evidence, design investigation procedures, determine if controls need to be implemented or strengthened to reduce vulnerability and design mechanisms to help disclose the existence of similar fraud, corruption or abuse.

Where practicable, the functions in charge of investigations will acknowledge receipt of all complaints. All complaints shall be registered and reviewed to determine whether they fall within their jurisdiction.

5.0. INVESTIGATION

The investigative office (senior management) shall maintain objectivity, impartiality and fairness throughout the investigative process. It shall conduct its activities competently and with the highest levels of integrity. In particular, the investigative office shall perform its duties independently from those responsible for or involved in operational activities and from staff members liable to be subject of investigations and shall also be free from improper influence and fear of retaliation.

The staff of the investigative office shall disclose to their line managers, in a timely fashion, any actual or potential conflicts of interest he or she may have in an investigation in which he or she is participating and the manager shall take appropriate action to remedy the conflict.

Subject to the Computer Learning Centre Limited (CLC AFRICA)'s rules, policies, and procedures, if, at any time during the Investigation, the functions in charge of investigations consider that it would be prudent, as a precautionary measure or to safeguard information, to temporarily exclude a staff member that is the subject of an investigation from access to his or her files or office or to recommend that he or she be suspended from duty, with or without pay and benefits, or to recommend placement of such other limits on his or her official activities, the functions in charge of investigations shall refer the matter to the Head of Human Resources within the institution for appropriate action.

5.1 Integrity Violations

The purpose of an investigation is to examine and determine the veracity of allegations of corrupt or fraudulent practices as defined by Computer Learning Centre Limited (CLC AFRICA) with respect to, but not limited to, business carried out by Computer Learning Centre Limited (CLC AFRICA), and allegations of misconduct on the part of Computer Learning Centre Limited (CLC AFRICA) members. Integrity violations that Computer Learning Centre Limited (CLC AFRICA) might investigate include but not limited to:

The design or selection of uneconomical projects because of opportunities for financial gains and patronage

- Procurement fraud, including collusion, overcharging, or the selection of contractors, suppliers, and consultants on criteria other than the lowest evaluated substantially responsive bidder.
- Obstructive practice, which includes;
 - a) Deliberately destroying, falsifying, altering, or concealing of evidence material to Computer Learning Centre Limited (CLC AFRICA)' investigation;
 - b) Making false statements to investigators in order to materially impede a Computer Learning Centre Limited (CLC AFRICA)'s investigation.
 - c) Threatening, harassing, or intimidating any party to prevent it from disclosing its knowledge of matters relevant to the investigation or from pursuing the investigation.
 - d) Materially impeding Computer Learning Centre Limited (CLC AFRICA)'s contractual rights of access to information.
- The sale of official posts, positions, or promotions; nepotism; or other actions that undermine the creation of a professional, meritocratic service.
- Obstruction of justice and interference in the duties of agencies tasked with detecting, investigating, and prosecuting illicit behavior.
- Illicit payments to Computer Learning Centre Limited (CLC AFRICA) staff to facilitate access to goods, services, and/or information to which the customer/public is not entitled.
- Illicit payments to prevent the application of rules and regulations in a fair and consistent manner, particularly in areas concerning public safety, law enforcement, or revenue collection.
- Payments to Computer Learning Centre Limited (CLC AFRICA) staff to foster or sustain monopolistic or oligopolistic access to markets in the absence of a compelling economic rationale for such restrictions.
- Retaliation against whistleblowers or witnesses, or person associated with a whistleblower or witness.

5.2 Confidentiality of Information

The functions in charge of investigations shall take reasonable measures to protect as confidential any non-public information associated with an investigation, including the identity of parties that are the subject of the investigation and of parties providing testimony or evidence. The manner in which all information is held and made available to parties within Computer Learning Centre Limited (CLC AFRICA) or parties outside of the Institution, including national authorities, is subject to the Computer Learning Centre Limited (CLC AFRICA)'s rules, policies and procedures.

Investigative findings shall be based on facts and related analysis, which may include reasonable inferences.

The functions in charge of investigations shall make recommendations in line with clause 6.0 herein, as derived from their investigative findings.

5.3 Rights and Obligations

5.3.1 Witnesses and subjects

- A staff member who qualifies as a "whistleblower" under the rules, policies and procedures of Computer Learning Centre Limited (CLC AFRICA) shall not be subjected to retaliation by the Institution
- Computer Learning Centre Limited (CLC AFRICA) shall require staff to cooperate with the Investigative Office
- The investigation should be expeditiously within the constraints of available resources.
- The Internal audit shall examine all information at its disposal.
- The Internal audit may consult and collaborate with external auditors or other investigators and/or engage their services or exchange ideas, practical experience and insight on how best to address issues of mutual concern.
- The Internal audit may provide assistance to and share information with other Investigative Offices.
- The Internal audit shall document its investigative findings and conclusions.

6.0 INVESTIGATIVE FINDINGS

If the functions in charge of investigations do not find sufficient information during the investigation to substantiate the complaint, it will document such findings, close the investigation and notify the relevant parties as appropriate.

6.1 Anti-corruption and Integrity

If the functions in charge of investigations find sufficient information to substantiate the complaint, it will document its investigative findings and refer the findings to the relevant authorities within the Computer Learning Centre Limited (CLC AFRICA), consistent with the Institution's rules, policies, and procedures.

Where the investigative findings indicate that a complaint was knowingly false, the functions in charge of investigations shall, where appropriate, refer the matter to the relevant authorities.

Where the investigative findings indicate that there was a failure to comply with an obligation existing under the investigative process by a witness or subject, the functions in charge of investigations may refer the matter to the Head of Human Resources for necessary action.

6.2 Referrals to National Authorities

The functions in charge of investigations may consider whether it is appropriate to refer information relating to the complaint to the appropriate national authorities.

7.0 CONSEQUENCES OF POLICY VIOLATION

- Appropriate disciplinary/remedial measures including summary dismissal to be effected in relation to the violation of the Anti-Bribery and Corruption Policy.
- Computer Learning Centre Limited (CLC AFRICA) to reserve the right to reject a proposal for award if it determines that the bidder recommended for award has engaged in corrupt or fraudulent practices in competing for the contracts in question.
- It shall be the responsibility of all employees to know, understand and comply with this policy.

8.0 ENFORCEMENT OF THE POLICY

This policy shall be administered by the Human Resources Department as overseen by the Compliance function. Internal control systems and procedures will be subject to regular audits by Computer Learning Centre Limited (CLC AFRICA)'s Internal Audit Department to provide assurance that they are effective in countering bribery and corruption. Training on this policy will also form part of the induction process for all new employees. All existing employees will receive regular, relevant updates on how to implement and adhere to this policy.

Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

Every Computer Learning Centre Limited (CLC AFRICA) staff must comply with the Institution's internal controls, financial reporting, document retention, and auditing policies to ensure that Computer Learning Centre Limited (CLC AFRICA) can demonstrate its compliance with anti-bribery laws and regulations.

The Senior Management will monitor the effectiveness and review the implementation of this policy regularly, and will report on its suitability, adequacy and effectiveness.

9.0 REVIEW

This Policy shall be reviewed after every two years and on need basis.

10.0 EFFECTIVE DATE

This Policy is published and adopted with effect from the date of approval.

Issued this 4th day of February 2019