

Anti-Corruption and Anti-Bribery Policy

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Prepared by: Corporate HR

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1. POLICY STATEMENT

In keeping with the Code of Business Ethics and Professional Conduct Policy, KEO operates with a zero-tolerance policy towards bribery or any other form of corruption in its practices.

Neither KEO, nor any employee, person or entity associated with KEO, shall offer, pay, promise, authorize or receive any bribes, other illicit payment or benefits to or from any person or entity with whom KEO conducts its business. This includes, but is not limited to government officials, clients, vendors, sub-contractors, suppliers, sub-consultants, partners, consultants or associates.

KEO's Board of Directors and Executive Management will set the example in fostering a culture of compliance with respect to this policy.

2. PURPOSE

The purpose of this policy is to give clear guidelines on what constitutes bribery, and to distinguish bribery from accepted business practices for the promotion of KEO.

3. SCOPE

This policy applies to all officers and employees, temporary employees, agents, sub-contractors or sub-consultants of KEO whether employed in the parent company, branch office, subsidiary, joint venture or any other entity to which KEO belongs or is engaged.

4. DEFINITION

Bribery: is committed when an inducement or reward is offered, promised, provided, accepted or solicited to gain any commercial, contractual, regulatory or personal advantage for KEO, the employee or person or entity associated with KEO.

5. RESPONSIBILITY

The Board of Directors holds primary responsibility for implementing this policy and for reporting on its compliance to the Board of Directors. The Board of Directors nominates the President and CEO to be the caretaker of this policy, who in turn has delegated the responsibilities of managing compliance with this policy to KEO's Compliance Officer.

With the assistance of KEO's Compliance Officer, all offices of KEO and its subsidiaries must establish appropriate mechanisms and procedures within their operations to prevent, detect, investigate and report any violations of KEO's Anti-Corruption and Anti-Bribery Policy.

All employees throughout KEO, its branches, subsidiaries and joint ventures, are individually responsible to prevent, detect and report any violation of KEO's Anti-Corruption and Anti-Bribery Policy and shall sign an Anti-Corruption and Anti-Bribery Undertaking and participate in regular Anti-Corruption and Anti-Bribery Compliance Training (as may be facilitated by KEO from time to time).

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Suitable channels of communication will be maintained for employees to seek guidance and to report confidentially any suspicion of corruption.

The appropriate communication process is in the first instance to report to the Divisional Vice President (VP)/Managing Director (MD) and Human Resource Manager (HRM), secondly VP HR/General Counsel and finally the President and CEO.

If any instance of bribery or corruption is identified, KEO will take immediate remedial steps in accordance with the KEO employee or project contracts and in compliance with prevailing laws.

6. HOSPITALITY, PROMOTIONAL AND OTHER BUSINESS EXPENDITURE

Bona fide hospitality and promotional or other business expenditure which seeks to improve the image of KEO, to better represent its services or to establish proper, cordial and professional relationships, is recognized as an important part of KEO's marketing and public relations programs and strategies. The purpose of this policy is not to prohibit such activities, but to limit them to the scope of what would ordinarily be considered as accepted business practices for the promotion of KEO's business services acting in good faith, and without creating an expectation that KEO, or the person involved would obtain an illegitimate advantage or benefit.

Employees of KEO should not offer a gift or hospitality to a public/government official, customer, client, vendor or any other person without VP/MD approval in advance and with full disclosure as to the nature, value and reason for the giving of the gift or hospitality. Similarly, KEO's VPs and MDs should not offer a gift or hospitality to a public/government official, customer, client, vendor or any other person without President and CEO approval in advance.