ANTI-BRIBERY AND CORRUPTION POLICY

1 Purpose

1.1 DTI Group Ltd (“DTI” or “Company”) is committed to conducting its business fairly, honestly and transparently, in accordance with all applicable laws and regulations and to the highest ethical standards.

1.2 The Anti-bribery and Corruption Policy is based on the following objectives:

(a) to outline DTI’s position on bribery and other corrupt behaviour

(b) to outline the responsibilities of DTI’s directors, officers, employees, agents, consultants and contractors (“Employees” for the purpose of this policy) in observing and upholding the Company’s position on bribery and corruption

(c) to promote the use of legitimate business practices in promoting DTI’s position on matters before government authorities and in the marketplace.

1.3 This policy is designed to assist in the prevention of bribery, corruption and extortion and supplements the Company’s Code of Conduct.

1.4 DTI shall comply with relevant and applicable anti-corruption laws of countries in which it operates under the United Nations Convention against Corruption, as well as the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions.

2 Bribery and Corruption Defined

2.1 Acts of “bribery” are designed to influence individuals to act dishonestly in the performance or discharge of their duty and “corruption” can be defined as the misuse of office, power or influence for private gain.

2.2 Bribery can be defined as the offer or acceptance of an advantage or benefit as an inducement for an action which is illegal, unethical or a breach of trust and can take many forms, including:

(a) the promise, offer or authorisation of anything of value

(b) the offer or receipt of any kickback, loan or fee received or other advantage; or

(c) the giving of aid or donations designated to exert improper influence.

For the purposes of this policy, there is to be no difference in treatment where the target of the act of bribery or corruption works in the public or private sector.

3 Bribery and Corruption Prevention Standards

In the development of this policy, DTI shall undertake appropriate processes to identify bribery and corruption risks and to design compliance programs to prevent, detect and
manage issues of bribery and corruption. In support of this policy DTI has established the following standards:

(a) **Due diligence**

DTI should be aware of the parties it is doing business with and that they are suitable to be associated with. Relationships with DTI shall be free from any element of bribery or corruption.

DTI Employees who have the authority to approve the appointment or engagement of contractual counterparties should be required to conduct appropriate due diligence to the appointment or engagement of material contractual counterparties, as well as DTI’s ongoing relationships with those counterparties.

(b) **Contracted provisions**

Material agreements with relevant counterparties should include provisions requiring compliance with anti-corruption laws and should provide DTI with rights to satisfy itself that the counterparty is in compliance with those provisions. Anti-bribery and corruption provisions should allow DTI to terminate arrangements with counterparties where a breach or anticipated breach of anti-corruptions law arises.

(c) **Record keeping**

DTI’s written financial records shall correctly and accurately record and explain all of its transactions. Undisclosed or unrecorded receipts or payments or unaccounted for funds are prohibited.

(d) **Training**

DTI shall provide regular learning to key Employees regarding this policy. Training aims to assist in:

(i) the identification of corruption and bribery risk
(ii) providing effective mitigation procedures
(iii) enforcing the Company’s zero tolerance policy on bribery and corruption.

(e) **Annual compliance certifications**

Relevant DTI officers shall be required to certify annually that they have complied with this policy and all applicable anti-corruption and bribery laws.

4 **Policies in Relation to Key Risk Areas**

This section outlines key risk areas for bribery and corruption and DTI’s policy in relation to those areas.

(a) **Third-party intermediaries**

DTI shall not enter into any material arrangement with a third party which would or would likely give rise to an event or circumstance that could constitute an act of bribery.

(b) **Gifts, hospitality and entertainment**

Section 3(h) of the Company’s Code of Conduct sets out DTI’s policy relating to gifts, hospitality and entertainment. The overriding policy is that gifts, hospitality and entertainment must never be given with the intention of influencing a business
decision or securing an unfair advantage. The Company’s Code of Conduct can be found on DTI’s website.

(c) Facilitation payments

Facilitation payments relate to payments made directly or indirectly for the benefit of government officials or employees for their benefit, to expedite or secure performance of routine or necessary government action by a government agency.

(d) Political and charitable donations

All political and any charitable donations which exceed $500 require the approval of the DTI board of directors. DTI shall not make any political donation, charitable donation or sponsorship as a means of obtaining an improper advantage to DTI’s business and shall not be used as a means of camouflaging a bribe.

5 Reporting of Violations and Concerns

5.1 DTI is committed to ensuring that Employees can raise concerns regarding bribery and corruption in good faith without being subjected to victimisation, harassment or discriminatory treatment and to have such concerns properly investigated. Employees have the protection of the Company’s Whistleblower Policy which can be found on DTI’s website.

5.2 Following a report of a matter relating to bribery or corruption, the case will be reviewed in accordance with the procedures set out in the Whistleblower Policy. Where an investigation is deemed appropriate, an investigating officer or a third party with the required expertise may be appointed to conduct the investigation and to report to the chairman of the Board.

5.3 The results of all investigations shall be reported to the Board. The investigation of a report shall include identification of the root cause of the incident and any control deficiencies, including recommendations or amendments to existing processes, procedures and policies or the implementation of new processes and procedures.

6 Anti-bribery and Corruption Guidelines

6.1 Employees should have regard to the following guidelines which may cause a breach to DTI’s Anti-bribery and Corruption Policy.

6.2 An Employee should never:

(a) offer anything of value to a government official or other person to obtain an actual or perceived improper advantage

(b) allow secret commissions, “kick backs” or similar corrupt payments to be made. This includes arrangements with politically influential individuals, companies or organisations where the fees are disproportionate to the legitimate services offered

(c) make a payment to any person (in cash or in kind) for a service which the Company is not normally entitled. Examples include paying a public official to work overtime, to work during local holidays or to undertake duties beyond the scope of their normal job description

(d) do anything to encourage or facilitate someone else, including an agent or representative of the Company, to make an improper payment
(e) agree to demands for facilitation payments to expedite a routine administrative action

(f) establish a “slush fund”.

6.3 An Employee should be cautious of:

(a) a commission that is disproportionate to the services provided

(b) any request to make a payment that appears to be suspicious or to a name not related to the transaction, including but not limited to a charity or foundation

(c) background information about existing or potential third-party representatives that suggest they may be undertaking activities that could be considered improper.

6.4 Should an Employee be concerned that the anti-bribery and corruption guidelines set out in this section may not have been followed or there may be a potential breach of DTI's anti-bribery and corruption policy, the matter should be reported in accordance with the procedures set out in section 5 of this policy and the Company’s Whistleblower Policy.

7 Breaches of Policy

Strict compliance with the policy is a condition of employment. Breaches of this policy or the law will be subject to disciplinary action which may include termination of employment or engagement.

8 Review of Policy

This policy shall be reviewed by DTI on a regular basis and if required be amended or reviewed to meet the requirements of the Company and adherence to the law.

LAST REVIEWED: June 2018