



SASOL

SASOL ANTI-BRIBERY POLICY - 2022

July 2022

Applicable to: All employees within the Sasol Group of Companies

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1. Abbreviations and definitions

1.1 Abbreviations

CFO	Chief Financial Officer
COE	Centre of Expertise: Governance Law within Sasol Legal, Intellectual Property and Compliance Services
EVP	Executive Vice-President
FCPA	Foreign Corrupt Practices Act (USA)
GEH	Gifts Entertainment and Hospitality
OME(s)	Operating Model Entity(ies)
PEP(s)	Politically Exposed Person(s)
PRECCA	Prevention and Combatting of Corrupt Activities Act 12 of 2004 (RSA)
SVP	Senior Vice-President
UKBA	Bribery Act (United Kingdom)

1.2 Definitions

Sasol Declaration System

The system used by Sasol and its OMEs to enable employees to report “conflicts of interest” and gifts or entertainment offered or received. (South Africa -<https://zakst-scdweb002.scd.sasol.com/declarations-home>).

Employee(s)

Includes(s) a director, officer, employee, temporary employee and contractor.

Facilitation Payments

Informal/Unofficial payments made to a Public Official to perform a routine activity quicker and/or to prioritise a particular customer.

Politically Exposed Person

Individuals who are or have been entrusted with prominent public functions, for example heads of state or government, senior politicians, senior Public Official, judicial or military officials, senior executives of state-owned corporations, important political party officials as well as the close business associates of such individuals and family members. Family members include the official’s spouse, the official’s and the spouse’s grandparents, parents, siblings, children, and any other individuals who share the same household.

Public Official(s)

The following persons are considered “public officials”:

- an employee or officer of a government entity, state owned entity or department, agency or instrumentality thereof;
- any person acting in an official capacity for or on behalf of any such government or instrumentality;
- any federal, state, regional, county or municipal working person or functionary;
- employee or officer of an organization authorized by the local government to perform government functions;
- personnel of federal, state, regional, county or municipality -owned or -controlled commercial corporations, enterprises, institutions or organizations (whether partially or wholly owned);
- outside directors of state, regional, county or municipality -owned entities;
- legislators (whether full or part-time);
- person holding an honorary or ceremonial government position;
- political party officials, and candidates for political office; and
- officers or employees of public international organizations such the World Bank.

Sasol Group of Companies

Sasol Limited and all its subsidiaries.

2. Scope

This policy applies to the Sasol Group of Companies as a whole, inclusive of all Employees and joint ventures to the extent that Sasol has majority shareholding and/or management control and subject to the acceptance and approval of the policy by the respective entities’ board of directors or other responsible corporate decision-making body. Entities in which Sasol does not have majority shareholding and/or management control are encouraged to apply this policy or a similar standard.

3. Introduction

The Sasol Group of Companies are committed to compliance with the anti-corruption laws of all countries and territories in which the group operates or markets products. These laws generally prohibit bribes, kickbacks, or illegal payments to influence business transactions and require Sasol to maintain accurate books, records and a system of internal controls.

No Employee will engage in, condone or tolerate any corrupt or dishonest practice. It is unacceptable for any Employee, business partner, supplier, customer or any other stakeholder to offer, pay, solicit or accept bribes in any form, whether it is done directly or indirectly, or whether the benefit is to the Employee or any third party. No Employee will offer or accept any form of inducement, regardless of whether the other party to the transaction is an individual, a company or a government agency, nor may they accept or offer any benefit that could be construed as an attempt to improperly influence or induce business decisions.

The Sasol board of directors and senior management will not criticise management or Employees for any loss of business resulting from adherence to this policy. No Employee will suffer as a consequence of bringing to the attention of the board of directors or senior management, in good faith, a known or suspected breach of this policy nor will any Employee suffer any adverse employment or contract decision for abiding by this policy.

4. Responsibilities and authorities

It is the responsibility of every manager to embed the principles of this policy within his/her area of responsibility and of every Employee to know and understand the requirements and prohibitions of this policy. All Employees are encouraged to immediately report any non-compliance with this policy to their line manager, legal advisor or the Sasol Ethics Line.

The policy is owned by and will be administered by the COE or such other function determined by the EVP responsible for Compliance Services and will be reviewed biennially.

5. Preventing bribery and corruption

5.1 What is bribery?

Bribery involves the following:

- **offering, giving or promising** a financial or other benefit to another person with the intention to induce or reward them or another person to perform their responsibilities or duties improperly (it does not have to be the person to whom the bribe is offered that acts improperly); or
- **requesting, agreeing to receive or accepting** a financial or other advantage with the intention of inducing or rewarding a person to perform his/her responsibilities or duties inappropriately or improperly (it does not have to be the person who receives the bribe that acts improperly).

It does not matter whether the bribe is:

- promised, given or received directly or through a third party (such as someone acting on Sasol's behalf, for example an agent, distributor, supplier, joint venture partner or other intermediary); or
- for the benefit of the recipient or some other person.

Bribes can take many forms, for example:

- money (or cash equivalent such as shares);
- unreasonable/excessive gifts, entertainment or hospitality;
- kickbacks;
- unwarranted rebates;
- unwarranted allowances or expenses;
- Facilitation Payments;
- inappropriate political/charitable contributions;
- unjustified appointment of PEPs as Sasol Employees;
- uncompensated use of company or third-party services, assets or facilities;
- allocating contracts to companies owed by Public Officials;
- enhancing the image or reputation of a Public Official; or
- anything else of value.

5.2 Penalties

Violations by any Sasol Employee of anti-bribery laws or this policy may lead to disciplinary action (including dismissal), and criminal liability for the individual involved (including imprisonment).

Violations by any Sasol Employee or agent can also result in severe penalties for both Sasol and such individuals.

5.3 Prohibited Activities

No Employee or agent has the authority **to offer** benefits, whether directly or indirectly, to another person with the intention to influence or induce that person to effect any act or decision in a manner that will inappropriately assist Sasol Group of Companies or any of its associates or agents, to obtain or retain business.

No Employee or agent has the authority **to solicit or receive** benefits, whether directly or indirectly, from another person where it is the intention to reward that Employee or agent for the improper performance of a relevant function or activity by the Employee.

Sasol does not permit the payment of Facilitation Payments.

In addition to direct payments of money, other examples of prohibited benefits would include the following:

- excessive or unreasonable gifts, travel, meals, entertainment or other hospitality expenses;
- contributions to a political party, campaign or campaign official; or
- inappropriate charitable contributions and sponsorships.

5.4 Permitted Expenses

5.4.1 Public Officials

Some countries have strict limitation on the gifts, training, accommodation and travel expenses that can be accepted by their officials and Sasol will take these into account. Sasol does however permit insignificant expenses such as coffee, tea or Sasol logo items (e.g. pen, shirt, hat or other similar items) to be given to Public Officials as modest gifts in the ordinary course of business, provided that:

- presenting any such gift will be in conformity with written local laws; and
- it is done in compliance with the Sasol GEH policy

Sasol also permits the payment of reasonable expenses for travel, meals and entertainment for the benefit of Public Officials to attend Sasol events if such expenditure:

- is in conformity with written local laws;
- primarily has a business purpose;
- is legitimately and directly related to Sasol's business activities such as tours of Sasol's facilities, promotion training and/or in the use of Sasol's products and services, business meetings, inauguration of Social Investment projects, signing of contracts etc.;
- is done in compliance with the Sasol GEH policy;
- is reasonable and not excessive;
- is not unduly provided to a single individual on numerous occasions; and
- is not offered to the spouses, family members or guests of a Public Official, unless they are accompanying the Public Official to a Sasol event as a partner and only if Sasol Employees, attending the same event, are authorised to invite their own spouses or partners to the same event.

It will never be acceptable to offer any gift or incur any expense in expectation of receiving something in return. Cash or a cash equivalent does not constitute a valid and permissible gift.

5.4.2 Commercial Partners:

Please refer to the requirements of the Sasol Conflict of Interest Policy and the Sasol GEH policy which sets the parameters for the giving and receiving of GEH.

Gifts or other benefits which are given or received with corrupt intent will be regarded as inappropriate no matter what the value of the gift or benefit is.

Sasol permits the offer and acceptance of proportionate and reasonable gifts and expenditures for travel, meals and entertainment provided that such expenditure:

- is not excessive and always appropriate to the nature of business relationship with the recipient;
- conforms to the laws and customs (as recognised by the written local law or a published judicial decision) of the country in which the expenditure is incurred, as well as the policies, rules or codes of conduct of the recipient;
- does not place the recipient under an obligation or expectation to confer any improper business advantage in return for such hospitality (quid pro quo), or create an impression that the recipient's independence will be affected (conflict of interest);
- is incurred only occasionally; and
- is offered in compliance with the requirements of the Sasol GEH policy.

It is crucial that entertainment should not be given or received on such a scale that it forms an inducement to enter into a commercial transaction or arrangement which would not otherwise be undertaken. Moreover, in no event may any gift or hospitality cause any other provision of this policy, the Sasol Code of Conduct, Sasol GEH policy or Sasol Conflict of Interest policy to be violated or put Sasol or the Sasol Employee in a position that may cause reputational harm and embarrassment to Sasol.

5.5 Due diligence

Prior to entering into any business relationship, Sasol will conduct a due diligence review to ensure that Sasol understands the business history of the counterparty, is informed of the identity/ies of the party/ies involved in the proposed transaction, the identity/ies of the parties who will benefit from the transaction, the exposure (if applicable) to PEPs, the ethical history as well as culture of the counterparty. It is the responsibility of OME management to ensure that such due diligences reviews are performed.

Regulators acknowledge that company resources are not endless and that companies can apply a risk-based approach when assessing anti-bribery risks. OMEs can therefore apply different levels of due diligence review for different risk level transactions based on substantiated results of an OMEs wide anti-bribery risk assessment.

OMEs should place more focus on higher risk transactions and require a more in-depth due diligence review for these types of transactions.

The third-party relationships can change over time and the Sasol counterparties could be exposed to higher risk transactions, adverse media reports or new enforcement actions against them subsequent to the initial due diligence review that was conducted. The risk associated with the counterparty is thus not stagnant and the due diligence assessment needs to be updated periodically. The frequency of the due diligence re-assessment will depend on the risk assessment of the initial or subsequent relationships with the counterparty. The due diligence information of high-risk transactions should be re-confirmed and re-screened at least annually, medium risk transactions should be re-confirmed and re-screened every three years and low risk transactions every four-five years.

5.6 Risk assessment

Sasol OMEs must assess the nature and extent of the OME's exposure to potential external and internal bribery risks at least once within a two-year period. The assessment must be informed, documented and stored electronically for future reference.

Sasol must, prior to entering into an agreement with a new counterparty or when entering into a new agreement and extending an existing agreement with an existing counterparty, conduct a corruption risk assessment by assessing all the key factors that could influence a corruption risk rating of a specific transaction and implement proportionate controls based on the risk assessment.

As a minimum requirement, the following factors should be assessed during the corruption risk assessment:

- the type of entity involved;
- the country where the contract will be performed;
- the country of registration/incorporation of the counterparty;
- the counterparty's exposure to Public Officials or PEPs;
- the type of contract;
- the cross-border movement of products;
- the nature of the relationship e.g. will the counterparty represent Sasol in any way;
- the compensation/payment structure; and
- the existence of "red flags" or any other factor which could highlight the possibility of corruption.

5.7 Recordkeeping

Every Employee and agent has the obligation to record accurately and fairly all of their transactions involving any expense incurred on behalf of Sasol or any other transaction involving the disposal or transfer of Sasol assets.

GEH received, given or offered must be declared and accurately recorded in the Sasol Declaration System as required by the Sasol GEH policy.

Record must be kept of the OME anti-bribery risk assessment, the initial third-party due diligence and risk assessment as well as any subsequent amendments to the due diligence or risk assessments.

5.8 Payments made under duress

Employee safety is Sasol's primary concern and Sasol understands that there may be circumstances in which Employees have no alternative but to make an inappropriate payment in order to protect themselves against loss of life, limb or liberty. Any request for such payment or actual payment made under duress should be reported to the relevant OME's CFO, Sasol Declaration System, and Sasol Ethics Line as soon as possible and include sufficient details regarding the circumstances surrounding the request.

Duress payments must be correctly recorded as such in the financial accounts and the Employee who made the duress payment must report the details of the circumstances on the Sasol Declaration System.

Where Employees do not have access to the Sasol Declaration System, the Employee who made the duress payment must report the payment and details of the circumstances to the OME, operating hub or include such details in the OME's gift register.

An inappropriate payment that is made to avoid a business delay is not regarded as a payment made under duress and could expose the Employee and company making the payment to prosecution.

5.9 Business associates

Sasol's obligation to ethical and legal behaviour includes and encompasses the activities of Sasol's associates and parties acting on behalf of or in the interest of Sasol. These associates can, amongst others, include agents, consultants and commercial partners (including joint ventures to the extent relevant). Sasol could be held accountable for the actions of third parties doing business in any market on behalf of Sasol.

Before establishing or extending a business relationship with any third party to represent Sasol in any marketplace, the prescribed due diligence review and risk assessment must be performed by the OME to determine if the third party's commitment to ethical business practices is consistent with Sasol's standards and this policy. This includes acquiring a new business. Any arrangement with such third party should include proper contractual provisions and monitoring procedures to ensure compliance with anti-bribery laws and Sasol's policy standards. Appropriate contractual provisions which can be included in agreements with these third parties are available on request from the COE or a Sasol legal adviser.

Every Employee and agent must remain vigilant to ensure third party's compliance with this policy. Wilful and/or negligent ignorance of facts or circumstances regarding any bribery or corrupt practice by Employees will be a violation of this policy.

5.10 Red Flags

Amongst others, the following situations could be an indication of possible wrong doing and could expose Sasol and the individuals involved to an increased risk of non-compliance with anti-corruption requirements. Where an Employee becomes aware of these “red flags”, he/she must report them to his/her CFO or his/her delegated official responsible for Compliance or Anti-Bribery as soon as possible:

- requests or demands for a bribe;
 - requests or suggestions by a Public Official that Sasol makes a charitable donation to a particular charity;
 - requests by a Public Official for employment either on his or her own behalf or on behalf of another;
 - a demand or strong suggestion by a Public Official or contractual counterparty that a particular local representative should be retained for any purpose;
 - a non-governmental person dealing with Sasol having a known family or other significant relationship with a Public Official;
- a proposed agent or representative conducting business with Sasol failing to provide standard invoices;
- a potential governmental or private sector customer requesting an unusual credit or rebate from Sasol in return for business;
- instances where unusual bonuses or other amounts are paid to agents or representatives of Sasol;
- a request by an external party for an unusual or excessive payment, such as a request for over-invoicing, unusual up-front payments and unusual commissions;
- a request by a contractual counterparty for payments to be made to another party that is not part of the contract, to a foreign bank account, in cash or otherwise untraceable funds; and
- remuneration rates of Public Officials or others that far exceed the market value.

5.11 Reporting Violations

Sasol is committed to ensuring that Employees are able to speak up with confidence if they have any concerns or need to ask for help. If you suspect or observe anything that you think might be in contravention of this policy, you have an obligation to report it. You should raise your concerns with your line manager, Sasol legal advisor or through the Sasol Ethics Line, anonymously if you so elect (anonymity limited in certain jurisdictions). Employees can also take comfort in Sasol’s policy of non-retaliation and non-victimisation when reporting violations in good faith.

6. Monitoring and Review

Sasol applies a Combined Assurance Model as depicted in the Sasol Combined Assurance Framework owned by Sasol Assurance Services. Continuous monitoring activities by the line management team of the OME, as first level of assurance, will demonstrate whether controls have been adequately designed, implemented and are operating effectively to mitigate any bribery risks. Sasol support functions such as Legal Services will act as the second level of assurance, while Group Compliance Services and Sasol Assurance Services act as the third level of assurance by providing an independent assessment of the effectiveness of the control environment. The third level assurance providers follow a risk-based monitoring and auditing approach and will include the review of the anti-bribery control environment in their annual monitoring and audit plans if the bribery risks are rated as one of the top regulatory risks.

7. Amendment record

Revision number	Date	Status / change
001	1 June 2016	Reviewed. No changes made.
002	30 August 2017	
003	5 March 2018	
004	1 July 2022	Permitted expenses for Public Officials updated. Due Diligence re-assessment time frames included.

Document Approval

Initially approved by	Name	Signature	Date of First Approval
Executive Vice President for Advisory and Assurance and Company Secretary	Vuyo D Kahla		2 March 2015
This update approved by	Name	Signature	Date of Approval
Executive Vice President for Strategy, Sustainability and Integrated Services	Vuyo D Kahla		1 July 2022

