

Anti-Bribery & Anti-Corruption Policy

December 2019

This code applies to PayU Global B.V. and all of its subsidiaries (collectively referred to as PayU) and is applicable to PayU's internal stakeholders, namely its employees (whether temporary or permanent) and (individual) contractors. In addition, it is PayU's policy to act in line with the standards and policies that are set by PayU's parent, Prosus N.V. (Prosus).¹

The objective of this Policy is to protect PayU, its companies and employees from involvement in bribery and corruption. We also want to ensure that PayU employees understand the importance of principles that are set out in the PayU Code of Business Ethics and Conduct and our commitment to combat bribery and corruption. The countries in which PayU operates have specific anti-bribery and corruption laws and regulations. The laws and their enforcement are becoming stricter. Some laws, such as those of the United States and the United Kingdom, have extraterritorial reach - meaning that they apply even when there may be limited connections to these countries. In addition, our stakeholders (including our customers and business partners) have increasing expectations concerning our commitment to ethical conduct. This Policy sets out the minimum anti-bribery and anti-corruption standards.

All PayU subsidiaries must comply with these minimum standards. The prior written approval of the PayU Global Legal & Compliance is required for any deviation from this policy.

What is bribery and corruption?

Corruption is 'the abuse of entrusted power for private gain'. This means the use of power or a position for private advantage.

Bribery involves promising, offering or giving anything of value to someone who has influence in business (such as managers, buyers or journalists) or in government (such as politicians or public officers) in order to obtain a private or commercial advantage or to influence decision making in an improper way. 'Anything of value' includes money, but may also include, for example:

- Excessive gifts, entertainment, travel expenses or goods;
- The giving of advantages or services; or
- Any other tangible or intangible thing that has value to the recipient. Bribery (whether giving or receiving) is prohibited. In addition, requesting or agreeing to receive anything of value may also be an offence under anti-

bribery laws. Bribery and corruption can take place both by direct contact between a PayU representative and another party, as well as by indirect contact through a third party such as an agent, intermediary or even a family member or friend. This behaviour is also unacceptable.

Why is anti-bribery and anti-corruption important for PayU?

PayU considers violations of anti-bribery and anti-corruption rules to be a very serious matter. Bribery and corruption: (1) negatively impact social, economic and environmental development; (2) undermine societal trust; (3) divert resources to improper purposes; (4) lead to a distortion of the economy, environmental mismanagement and state failures; (5) undermine labour standards; and (6) restrict access to basic human rights.

We are building leading companies that empower people and

¹ This code is based on and closely mirrors the Prosus Anti-Bribery & Anti-Corruption Policy. It has been amended solely to ensure it is applicable to the payments segment. All the core values, ethics and conduct remain unchanged.

enrich communities. Any involvement in bribery or corruption is contrary to our values and is simply not the right thing to do. In addition, penalties for bribery and corruption can include high fines, criminal proceedings and prison sentences. Bribery and corruption can cause serious damage to the reputation of PayU, which may result in declining trust of business partners and, ultimately, loss of business. PayU therefore expects every employee to adhere to this Policy. Non-compliance and/or involvement in bribery or corruption, will result in disciplinary action that may lead to dismissal and could result in criminal prosecution.

How do we comply with anti-bribery and anti-corruption?

The scope and requirements of anti-bribery and anti-corruption laws differ between the territories in which PayU subsidiaries operate. This means that every PayU subsidiary must determine, on an annual basis, which specific bribery and corruption legislation applies to them. Every PayU subsidiary must have a suitable Anti-Bribery and Anti-Corruption programme. As a bare minimum, the principles that are set out in this policy must be reflected in every one of these programmes.

Gifts, hospitality & entertainment

Gifts, hospitality and entertainment can be used to influence business decisions in an improper way. We will not permit anything that goes beyond what is legally permitted, customary and generally accepted in the relevant business environment. Courtesy gifts, relatively limited hospitality and entertainment are allowed for legitimate business purposes but should:

- Never include cash payments;
- Be provided in connection with a legitimate business purpose;
- Not be designed or intended to improperly influence business decisions or a business outcome;
- Not be extravagant or lavish;
- Be in line with laws, regulations and generally accepted policies for professional courtesy; and
- Be reasonable under the circumstances.

PayU subsidiaries must each define threshold values and guidelines that apply to gifts (whether offered or received), hospitality and entertainment. If gifts, hospitality or entertainment exceed these thresholds, or if they are not in line with the guidelines then employees should contact their Legal & Compliance department for advice. Each PayU subsidiary is responsible for maintaining a local register of gifts, hospitality and entertainment in accordance with their

own procedures.

Charities, donations and sponsoring activities

We carefully consider any payment to charities, donations or sponsorships. These must:

- Never improperly influence a business outcome; and
- Always be made to a legitimate organisation (not to individuals). All charitable payments, donations and sponsorships must be approved by local management and accurately recorded in the books of the relevant entity.

Government officials

We need to be particularly careful when dealing with government officials. The definition of government officials is broad and includes officers and employees of government authorities, departments or public organisations, and of entities that are government owned or controlled. Individuals that act in an official capacity for governments or public organisations are also government officials. Gifts or hospitality (such as meals and refreshments that are given when receiving government officials as guests) may only be provided to government officials when there is no doubt that the gifts or hospitality are legitimate. If permitted by the local laws, small courtesy gifts or limited hospitality can be given but these must first be approved and recorded by the responsible person in the relevant company (such as, for example, the Legal & Compliance Officer). Gifts or hospitality that are given to government officials must not create the perception that they are being used to influence decisions or the use of administrative power.

Third parties

Third parties are entities, organisations or individuals that are engaged to provide products or services to or engage in business activities for (or on behalf of) PayU. Consultants, suppliers and agents are examples of third parties.

It is important for us that all third parties with whom we do business act in accordance with our policies. Unethical conduct by third parties can seriously affect our reputation. In addition, laws and regulations may hold us responsible for the conduct of third parties and require us to take measures to ensure that we do not become involved in bribery and corruption via third parties. This means that we need to know who our third parties are, and to do this we need to conduct third party due diligence (further guidance on third party due diligence is available to the Legal & Compliance Officers).

Due diligence is the investigation of a third party's background and dealings in order to identify any potential risks that are associated with that third party. Due diligence also includes the monitoring of the behaviour of a third party while we have a business relationship with them. PayU conducts risk-based third party due diligence: the intensity of



the due diligence depends on the risk related to the specific third party and our relationship with them.

PayU must conduct due diligence on third parties that act for or on our behalf. These include intermediaries, agents, lobbyists and consortium partners. Depending on the risk profile, other third parties may also be subject to due diligence. In addition, PayU performs due diligence before acquiring or investing in third parties (including by way of mergers, acquisitions or joint ventures).

Based on the outcome of such due diligence, appropriate mitigating measures may be necessary.

The outcome of the due diligence investigation, including mitigating measures and approvals, should be recorded and made available to the relevant functions. The Legal & Compliance Officer of each company should provide guidance on the third party due diligence procedure based on specific local laws, regulations and business practices.