

2022

Raya Anti-Bribery & Anti-Corruption Policy



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Document Control

Reference:

Issue No: 1

Issue Date: May 2022

Outline

2. Purpose:	3
3. Scope:	3
4. Eligibility:	3
5. Responsibilities:	Error! Bookmark not defined.
6. General Guidelines:	3
7. Standard Operating Procedures:	5
Appendix (1)	6

Raya Anti-Bribery & Anti-Corruption Policy

Document Control

Reference:

Issue No: 1

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1. **Purpose:**

The purpose of this policy is to provide a clear and consistent rule to prevent active and passive bribery. Any breach of the applicable anti-bribery law will result in reputational damage and severe penalties including fines and imprisonment.

2. **Scope:**

This policy applies to all to Raya Group. Any breach to the policy will be treated as a serious disciplinary offence and may be subject to disciplinary actions in accordance with provisions of the relevant local policies.

3. **Eligibility:**

All Raya employees.

4. **General Guidelines:**

4.1 Inacceptable Conduct

The company code of conduct clearly outlines Raya Group's zero tolerance to any form of bribery and corruption. Set out below are examples of conduct that could amount to an offence under the relevant laws. This conduct could also result in an individual or Raya being liable for criminal penalties, such as fines or prison sentences.

4.2 Offering a Bribe

Employees or representatives of Raya Group, whether directly or indirectly, must not offer, promise or give cash or anything of value (including a financial or other advantage) to another individual in the public, governmental or private sector to influence that person to act improperly or to reward that improper performance. More specifically, employees or representatives of Raya Group must not make an offer, promise or payment even if it is:

- made indirectly or through a third party or agent;
- consider to be part of the normal course of business;
- initially suggested by the other party; or
- a facilitation payment

4.3 Accepting a Bribe

Employees or representatives, whether directly or indirectly, must not request, receive or agree to receive cash or anything of value or any kind of advantage, to encourage or reward the improper performance or functioning of an activity.

Raya Anti-Bribery & Anti-Corruption Policy

Document Control

Reference:

Issue No: 1

Issue Date: May 2022

4.4 Gifts and Hospitality

In addition to the policy requirements below, there are some approval processes that must be complied with prior to giving or receiving gifts or hospitality. Raya Group strictly prohibits employees and/ or representatives from:

- requesting gifts or hospitality at any time
- giving or accepting cash or cash equivalents
- giving or accepting gifts or hospitality during contractual negotiations or at a tender process.

High risk activity: Tender process and contractual negotiations

- Avoid giving or accepting gifts or hospitality if you are in contractual negotiations or a tender process or you are aware that one is imminent with either a supplier or a customer. During such time no gifts or hospitality can be offered or accepted to any person involved in the negotiation or evaluation process of the tender or RFP.
- In the event that incidental, low-value hospitality is contemplated during this time (e.g. breakfast or lunch during a contract negotiation), employee or representative should cover their own costs in compliance with Raya Travel Policy. Legal department should be consulted where there is uncertainty.
- Corporate gifts or hospitality must only be offered/accepted when a **500 EGP** value within a transparent, infrequent and for the purpose of building business relationships. Where there is any uncertainty about specific offer or invitation from/ to a third party should be rejected or returned to the third party (or donated as a charity through the CSR department, in that case the gift provider must be advised in writing about that decision.
- It is important that gifts or hospitality never influence business decision-making processes, or cause others to perceive an influence. For this reason, employees with a significant role to play in decision-making process for suppliers must in principle reject or return all gifts other than low-value, branded items or low-value consumable gifts.

4.5 Sponsorship and Donations

Raya Anti-Bribery & Anti-Corruption Policy

Document Control

Reference:

Issue No: 1

Issue Date: May 2022

Donations can only be made through CSR department and must comply with all charitable or association guidelines and policies.

Sponsorships can only be offered for the purpose of brand exposure through the Marketing or Business Development departments and in accordance to the branding guidelines. Sponsorship shouldn't be offered to an entity whom Raya Group is under contractual negotiations or tender process or if we are aware that one is imminent.

4.6 Maintaining accurate books and record

Lines of Businesses shall maintain books, records and accounts which, in reasonable detail, accurately and fairly reflect all transactions and disposition of assets. Meanwhile, all transactions must have a valid business justification and approved in line with the delegation of authority and supported with appropriate documentation for any required verification.

4.7 Incident Reporting and Whistleblowing

- It is the duty of the suppliers, contractors, business partners and employees to report any breach of the Code of Conduct, including ANTI-BRIBERY.
- Whistleblowing is an internal tool through which can report any unethical activity or not in line with the code of conduct. Where all reported cases are fully confidential, so the reporter feels assured and can address any wrong activity comfortably in good faith.
- It is the duty of our employees, suppliers, contractors and business partners to report any breach of the code of conduct including Anti-Bribery, which must be communicated to all employees and third parties.
- If a breach, or potential breach of the Anti-Bribery policy arises or is suspected in any of Raya Group it must be reported to the whistleblowing email: whistleblowing@rayacorp.com. All the reported incidents will be considered and investigated in accordance with the whistleblowing policy. The result of the investigation must be kept in record.

5. General Comments:

- Contracts must be revised by the Legal Department to make sure that the Anti-Bribery Clause is included in all agreements with third parties.

Raya Anti-Bribery & Anti-Corruption Policy

Document Control

Reference:

Issue No: 1

Issue Date: May 2022

- It is the business owner's role to monitor the supplier's performance and to conduct a risk-based monitoring on a regular basis to ensure full compliance with the contractual requirements.

Appendix Definitions of the Policy (1)

- A) **Anti-Bribery & Anti-Corruption laws** means all applicable local laws for example, Law# 58 for year 1937 on Penal Code.
- B) **Bribery** means giving or receiving, or agreeing to give or receive an undue reward, which could be financial or any other type.
- C) **Donation** means a small or large amount of resources (time, financial, property or human) provided voluntarily to support a cause or initiative. This includes donations to charitable organizations, charitable contributions, charitable giving and philanthropic activities.
- D) **Employees** means all employees, directors, contractors and suppliers of Raya Holding and any of its subsidiaries.
- E) **Facilitation Payments** means any unofficial payment/s to induce officials to perform or expedite routine functions that they are obliged to perform. These payments are often paid in addition to an official fee and usually involve relatively small sums of money. Facilitation payments are considered bribes and are illegal in the applicable laws.
- F) **Gift** means anything of value given to or received from a third party. Some examples would be branded items (watches, pens or mobile phone), event tickets without being a host and/or corporate relationship (a ticket for a concert or traveling abroad) for a relationship building.
- G) **Hospitality** has a broad definition and is always accompanied (hosted by or provided to a third party) and is for the purpose of corporate relationship building. It includes (breakfast, lunch or dinner), events (e.g. tickets to an event).
- H) **Sponsorships** means a support for an event, initiative or organization by providing financial, property and/or other resources, in return for certain commercial benefits.

Raya Anti-Bribery & Anti-Corruption Policy

Document Control

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- I) **Representatives** means anyone acting on Raya's behalf in any capacity, including suppliers, vendors, consultants etc. Raya's representatives also include any external entity or individual that engages or acts on Raya's behalf with public or governmental authorities.
- J) **Raya Group** means Raya Holding for Financial Investments and its Lines of Businesses.