



PETRONAS

PETRONAS ANTI - BRIBERY AND CORRUPTION MANUAL

BOTSWANA COUNTRY SUPPLEMENT

This Country Supplement is to be read with the PETRONAS Anti-Bribery and Corruption Manual (“**ABC Manual**”). Where the terms of this Country Supplement are not consistent with the ABC Manual or any other policy, then the terms set out in this Country Supplement shall prevail and have priority above the ABC Manual or any other policy. Reference below expressed in numerals correlate to the ABC Manual.

Non-exhaustive Summary of Legislative Framework

The main legislation in Botswana regarding anti-corruption is the Corruption and Economic Crime Act (as amended) [Cap.08:05] (“CECA”).

The CECA predominantly addresses corruption to and by public officials, however there are certain clauses that speak to corporate entities.

In relation to receiving or providing gifts, Section 23 (under Part IV) of the CECA provides a list of what constitutes corrupt practices, these being termed “*valuable consideration*”. It defines “*valuable consideration*” as, *inter alia*, including a gift, benefit, loan, fee, reward or commission of money, employment or contract, payment, service, favour or assistance.

Section 28 of the CECA deals specifically with agent/principal relations as they relate to receiving and providing gifts.

In terms of providing gifts, Section 28(2) provides: “*A person is guilty of corruption if he corruptly gives or agrees to give or offers to give to any agent any valuable consideration as an inducement or reward for doing or forbearing to do, or for having done or forborne to do, any act or for showing forbearing to show favour or disfavour to any person in relation to his principal’s affairs or business.*”

Section 25A(1) of the CECA also addresses the providing of gifts to both public officials and other persons. It provides that a person is guilty of an offence if he directly or indirectly promises, offers or gives to a person a valuable

consideration (gift) so that the person abuses their real or supposed influence in order to obtain an undue advantage.

Another Act which addresses corruption is the Penal Code [Cap. 08:01] (“PC”). In terms of the PC, there are sections which address both bribery and corruption.

In terms of providing gifts, Section 384 (“Corrupt Practices”) of the PC provides that it is a “corrupt practice” and an offence if any person corruptly gives or agrees to give or offers any gift or consideration to any agent as an inducement or reward for doing or forbearing to do, or for having done or forborne to do, any act in relation to his principal's affairs or business, or for showing or forbearing to show favour or disfavour to any person in relation to his principal's affairs or business.

Botswana’s Employment Act [Cap. 47:01] also makes reference to bribery as it relates to employees. It provides under Section 26(4)(k) that offering or receiving bribes is a form of “serious misconduct”.

2A(i): Receiving Gifts

If an employee receives a gift in line with the limited circumstances set out in the ABC Manual, then that gift must be registered in the iZone Gift Registration Portal at <http://izone.engenoi.net/Sites/SelfService/SelfService/Apply%20For/Gift%20Registration.aspx> or using any other form provided by your Human Resource Department for submission to the Regional Business Manager who will then decide whether to approve the acceptance of the gift or require it to be returned.

Please refer to the below paragraph titled “*Exceptions to The “No Gift” Policy*” for the general principles relating to the giving and receiving of gifts.

2A(iii): Exceptions to the “No Gift” Policy

The giving or receiving of gifts is expressly prohibited by law in Botswana. There should be no expectation of receiving any gifts, and gifts should not be given to any person in the expectation of reciprocation or granting of favours.

3A(i): Dealing with Public Officials

In terms of the laws of Botswana, a public officer is guilty of corruption if they accept a valuable consideration which affects their decision making. Likewise, a person is guilty of corrupting a public officer if they endeavour to influence the decision making of the public officer through giving a valuable consideration.

It is therefore prudent to ensure that the requisite approval for any and all gifts has been acquired and that, in line with corporate governance, any legitimate gift is not excessive or overt.

3A(ii): PETRONAS Employees as Public Officials

As PETRONAS is a Malaysian state-owned entity and not a Botswana state-owned entity, Engen Botswana employees will not be considered public officials.

PART 8: Dealing with Third Parties

Botswana’s Laws, Regulations and Orders dictate adherence to the highest standards of corporate ethics when dealing with third parties.

