



KAROOOOO LIMITED

including its subsidiaries and affiliates

(“KRO” / the “Company” or the “Group”)

Anti-Bribery and Corruption Policy

Introduction

This Anti-Bribery and Corruption Policy prohibits the bribery of government officials (both U.S. and non-U.S.) as well as private sector (commercial) bribery, including the offering, promising, authorizing or providing anything of value to any customer, business partner, vendor or other third party in order to induce or reward the improper performance of an activity connected with our business. This Policy should be read with the Company’s Code of Ethics. Violation of this Policy could result in disciplinary actions including, but not limited to, termination of employment.

Purpose and Goals of policy

This Policy is intended to outline the Company’s risks related to bribery and corruption, to highlight the responsibilities of employees under both the relevant anti-corruption laws and Company policies, and to provide them with the tools and support necessary to identify and combat those anti-corruption risks.

Applicable Laws

Employees are required to abide by all applicable Anti-Bribery laws, including the US Foreign Corrupt Practices Act of 1977 (FCPA) and the local laws in every country in which the Company does business. In addition to the prohibition of bribery, the FCPA mandates that companies establish and maintain accurate books and records, adequate internal controls to protect assets, ensure accurate accounting, and deter bribery and corruption as well as implement and maintain segregation of duties.

Prohibition of Bribery

Government Bribery - The Group and its employees are prohibited from giving, promising, offering, or authorizing payment of anything of value to any government official (both U.S. and non-U.S. officials) to obtain or retain business, to secure some other improper advantage, or to improperly influence a government official’s actions. Additionally, Company associates must also avoid the appearance of improper interactions with government officials.

Commercial Bribery – Employees are prohibited employees from offering or providing corrupt payments and other inappropriate advantages to or accepting such payments or advantages from private (non-government) persons and entities. Such payments/advantages constitute commercial bribery and are often called “kickbacks.” Refer to the Code of Ethics.

Facilitation Payments - The prohibition of bribery applies to “facilitating” (or expediting) payments. Facilitating payments refer to small payments to government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, customs clearance, providing telephone, power or water service, or loading or unloading of cargo.

Donations – Making a donation to improperly influence a government official, or in exchange for any improper favour or benefit is prohibited.

Political Contributions – Provision of political contributions to improperly influence a government official, or in exchange for any improper favour or benefit is prohibited

Applicability to Third Parties - Third-party agents, consultants, distributors, or any other third-party representatives acting for or on behalf of the Group (collectively, “third parties”) are prohibited from making corrupt payments on the Group’s behalf. This prohibition also applies to subcontractors hired by third parties to perform work on the Group’s behalf.

All payments made to third parties, including commissions, compensation and reimbursements must be reasonable in relation to the services provided and accurately documented in the Company’s books and records. These payments must not be made in cash without prior written approval from the Group Executive Management. Payments may not be made to bank accounts that are not in the third party’s name, unless otherwise approved in advance and in writing by Group Executive Management.

Once a third-party agent or consultant has been retained by the Company, the third party’s activities and expenses must be monitored by the relevant Company employee to ensure continued compliance with the applicable anti-corruption laws and Company policies.

Reporting Violations – Employees are required to report any conduct that may violate this Policy, by contacting the Group Governance Officer or using the Ethics email at ethics.com or the Whistle Blowing process. Suspected violations will be reviewed and investigated as appropriate and may lead to disciplinary action. Any such reporting will be treated as confidential to the extent permitted by law. The Company strictly prohibits retaliation for good faith reports of suspected misconduct. Failure to report a violation of this Policy constitutes an independent violation of this Policy and the Code of Ethics that is subject to discipline, up to and including termination of employment.

Communication and Training

Awareness forms part of employee induction and compulsory in-person training will be conducted via online compliance training and assessment. Annual refresher training will also be compulsory.

Sanctions and screening

Sanctions screening is important to ensure that no individuals on global law enforcement and sanctions lists are allowed to make financial transactions

PEP screening assists to identify and conduct a due diligence on any PEPs or other high-risk customers.

Financial Action Task Force (FATF) Recommendation 12 defines a PEP is an individual who is or has been entrusted with prominent public functions either domestically or abroad, such as, for example, a head of state or senior politician. The PEP list also includes close business associates and family members. As these individuals have influence, or potential influence, over government contracts and oversight functions, their ability to enable corrupt activities requires special attention.

Failure to identify sanctions evasion, bad actors or a PEP involved in organised crime may lead to potential reputational damages. Running watchlist checks that examine occurrences on PEP or other sanction lists helps protect your organisation.

Watch Lists are continually updated with new names. Both the sanctions and PEP screening will be done to adhere to global governance requirements and to create a seamless customer onboarding process.

Monitoring

Ongoing monitoring of individuals and entities against up-to-date PEPs and sanctions lists will be performed to monitor customers regularly and alert the Company immediately of any changes to a customer's circumstance or status, helping to ensure ongoing compliance.

Monitoring will, at a minimum, be performed on a quarterly basis. Depending on the outcome, appropriate action will be taken to protect the Company.

Revision Date	Revised By
November 2024	Audit Committee