



## FOREWORD

The Chief Executive Officer is responsible for ensuring that systems are put in place to prevent corruption. The board of Directors of Content Aggregation Limited support this corruption prevention policy and are responsible for its design, implementation, effective operation and its regular review. They ensure that the policy, which forms part of the corporate culture of the business, is communicated to and understood by management. The company operates a written code of conduct with an anti-corruption element which includes guidance and limits on gifts, hospitality and donations. The corruption policy is communicated to all staff and all corruption incidences are handled by the Integrity Committee.

To reduce the likelihood that the Company or any of its workers may collude with a third party in a corrupt act, the corporation makes sure that commercial controls are in place. These measures include suitable supply chain management, appropriate invoices, and appropriate receipts for all purchases of commodities.

Employees are informed of the different types of corruption, the dangers associated with engaging in corrupt behavior, the Company's anti-corruption code and policies, and how to report suspected corruption. Disciplinary procedures enable the company to take appropriate action against an employee who commits a corrupt act.

The Company encourages open reporting which enables employees to report Corruption or suspicions of corruption in a safe and confidential manner to the Integrity Committee. Managers are obliged to report corruption incidences as soon as they become aware of it. All Investigations are conducted by The Integrity Committee and reported to the Chief executive Officer who is the Chair of the committee.

In accordance with the Bribery Act of 2016, this policy provides a thorough framework for the design and development of an effective legal and institutional framework with guidelines and procedures for combating bribery and corruption at Content Aggregation Limited. It also ensures efficient monitoring and evaluation of this Corruption Prevention Policy.

Records of this Corruption Prevention policy, training that was given, gifts, hospitality that was given and received, diligence that was done, whistleblowing complaints, and investigations are all kept.

## 1 Policy Statement

1.1 We at Content Aggregation Limited (CAL) recognize the existence of Bribery and Corruption practices in Kenya and have come up with policies to protect, detect and report any instances of bribery and corruption according to the Bribery Act 2016. We are committed to acting, fairly and with integrity in all our business dealings and relationships. We have no leniency for bribery and corruption and we are quick to expose any corrupt activities and ensure all the employees/third parties are honest, transparent and accountable.

1.2 The management, stakeholders are committed to ensuring avoidance of all acts of bribery and corruption that disparage honesty, integrity, unlimited fines and defamation of the company's good reputation. The management has put in place a set of standards, system controls, measures and rules that should be applied to implement guidelines and strengthen capacities to detect, prevent and deal with Corruption and Bribery instances.

1.3 This policy defines our organization's principles, philosophies, and ethics on issues of bribery and corruption and outlines the CAL's stance, methodology, and plan for combating it in all transactions and relationships the organization has with third parties.

### 1.4 Purpose of the Policy.

It is designed to:

1.4.1 Provide information and guidance to all employees in the Company on ways to recognize acts of corruption and how to curb it.

1.4.2 Provide a safe environment and system where employees can report corruption practices anonymously and feel safe with no associated terror or threats to ensure no corrupt practices are being undertaken by any staff member.

1.4.3 Sets out the responsibility the company and its employees have in observing and upholding the Bribery Act of 2016 to avoid and eradicate any corruption practices within itself.

1.4.4 Ensure accurate records are well kept showing all the business activities the company has involved itself in including third parties's contracts.

1.4.5 Highlights all the adequate measures undertaken to ensure strict avoidance/prevention of all corrupt practices.

1.4.6 It's the responsibility of every employee of CAL to ensure that they read, understand and comply with this policy. All such persons are required to avoid any activity that might lead to, or suggest, a breach of this Policy

## **2 Legal Framework.**

2.1 This policy is anchored under the following framework to support Corruption and Prevention. The legal instruments which underpin the implementation of the policy include;

2.1.1 United Nations Convention Against Corruption.

2.1.2 The Constitution of Kenya, 2010.

2.1.3 The National Ethics and Anti-Corruption Policy Sessional Paper no 2 of 2018.

2.1.4 Ethics and Anti-Corruption Act, 2011.

2.1.5 Bribery Act, 2016.

2.1.6 Anti-Corruption and Economic Crimes Act, 2003.

2.1.7 Witness Protection Act, 2007.

2.1.8 Penal Code.

2.1.9 Companies Act, 2015.

2.1.10 Institutional policies if any.

## **3 Application of the policy.**

3.1 The policy applies to all the company's directors, employees, officers and all the third parties i.e., consultants, suppliers, distributors, sub-contractors that engage in business dealings with the company. All personnel covered in this policy are required to adhere strictly to the laws, rules and regulations of the anti-bribery and corruption act while discharging their duties.

## **Our Mission:**

4.1 To aggregate products and services and connect them with the consumers through digital platforms.

## **5 Our Vision:**

5.1 To be the leading aggregation and market linkage company.

## **6 Principles:**

- 6.1 We curate and aggregate.
- 6.2 We don't compete with partners.
- 6.3 We share profitability.
- 6.4 We operate through revenue share partnerships.
- 6.5 We add value.
- 6.6 We don't do exclusivity.
- 6.7 We invest in strategic opportunities.

## **7 Definitions**

7.1 Corruption means bribery, fraud, embezzlement, misappropriation of public funds, abuse of office, breach of trust; or an offence involving dishonesty in connection with any tax rate or impost levied under any Act; or under any written law relating to the elections of persons to public office, Secret inducements for advice and dealing with suspect property.

7.2 Bribery is offering, giving or soliciting of any item of value to influence the actions of an official, or other person, in charge of a public or legal duty.

7.2.1 Bribery is requesting, receiving, giving a financial or other advantage to another person, who knows or believes the acceptance of the financial or other advantage would itself constitute the improper performance of the relevant function or activity.

7.3 An inducement is an incentive that leads someone/ something to bring out a desired result.



7.4 Extortion means to directly or indirectly demand or accept a bribe, facilitation payment or kickback.

7.5 Kickbacks are incremental pre-negotiated payments of any portion of a contract made to employees or any of their third parties in contract /business with the company, as it is paid an agreed percentage of revenue is shared in form of money, a gift, credit, or anything of value. This mainly interferes with their ability to make unbiased decisions.

7.6 Company is an incorporated business organization registered under the companies act.

7.7 Conflict of Interest arises when an employee is involved in a situation that involves multiple interests. Employees are bound through the Company's code of conduct to act in the interests of their employer and not for their own personal gain.

7.8 A Third Party is an Individual or entity that is involved in the facilitation of a transaction but is neither one of the primary parties. This is anyone or any business that we come in contact with during the course of our work. This includes actual and potential customers, suppliers, business contacts, Intermediaries, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

7.9 Sponsorship is about partnering with other organizations to deliver mutual benefits. This enhances the company's credibility and builds prestige.

8.0 Public Official is an official of any government, public body and legal entity that is mandated by a public body to administrate public functions.

8.1 Senior officer in relation to a body corporate, a director, manager, secretary or other similar officer of the body corporate.

8.1.1 Senior officer in relation to a partnership, a partner in the partnership.

## **8. High Risk areas/Breakdown of Corruption Risk Areas and Corrupt practices in all the functional areas.**

8.1 Content Aggregation Limited has identified and highlighted potential high-risk areas for corruption and bribery which has assisted in understanding the unique challenges and vulnerabilities that exist within each department. It has put in place mitigation measures which ensures effective response to incidents, minimizes the impact, like hood of costly disruptions, reputation damage, legal issues and restores

normal operations swiftly. Potential risks identified and mitigation measures that are in place are periodically reviewed and updated to reflect changing risks and technologies. This continuous improvement process ensures that the company remains adaptable and resilient in the face of emerging threats. It enables each department to understand and mitigate risks specific to their operations, ultimately contributing to the overall success and resilience.

## **9 Detection**

9.1 The responsibility for detecting instances of bribery lies with the trained Integrity assurance officers and the Integrity Committee through the implementation, documentation, operation of effective systems internal control and their evaluation of the control framework which assists in detecting evidence of bribery.

9.2 All employees are familiar with the common types of bribery in their area of operation and have been equipped with the necessary measures to detect and take the necessary steps to counteract it.

## **10 Structures for Fighting corruption at Content Aggregation Limited**

The structures below have been put in place to prevent, detect, investigate and punish corrupt officers. They include:

### **10.1 Integrity Committee**

It is constituted as follows:

Chief Executive Officer – (Chair).

### **Heads of Departments**

10.1.1 Finance and Administration Department.

10.1.2 Group products Department (Quality Assurance Officer).

10.1.3 Business Development Officer.

10.1.4 System Support department (IT Support)

10.1.5 Content Department (News Content, Content acquisition media assets and Product Assistants)

The secretary to the Integrity Committee who shall be a trained and certified Integrity Assurance Officer.

10.2 The roles and responsibilities of the Integrity Committee include:

10.2.1 Coordinate development and implementation of anti-corruption programmes in the respective organizations.

10.2.2 Prioritize activities in the implementation of corruption prevention programmes and allocate budgetary resources. The activities shall be documented in a corruption prevention plan for every financial year.

10.2.3 Coordinate the development and implementation of governance instruments such as procedures for the prevention of bribery and corruption, corruption prevention policy, whistle blowing protection mechanism, gifts and conflict of interest registers and codes of conduct and ethics.

10.2.4 Coordinate bribery and corruption risk assessment and management.

10.2.5 Coordinate and integrate the implementation of Corruption Prevention strategies within the organization.

10.2.6 Receive complaints and information on alleged corrupt activities in the organization, evaluate, analyze and take appropriate action.

10.2.7 Coordinate preparation and submission of reports on anti-corruption programmes and activities to EACC.

10.2.8 Consider and approve training on ethics, integrity and anti-corruption for staff in the organization.

10.2.9 Provide for effective communication, awareness creation and dissemination to internal and external stakeholders on the measures put in place to prevent bribery and corruption.

10.2.10 Facilitate linkage and information sharing with anti-corruption stakeholders to strengthen the institutional capacity in handling corruption related matters.

### **10.3 Forum for integrity Assurance officers.**

Composed of Integrity Assurance officers/ Champions who have been trained by EACC.

10.3.1 Their roles and responsibilities include: -

10.3.1.1 Conduct a Bribery and Corruption Risk Assessment and Mitigation.

10.3.1.2 Develop organizational codes of conduct and ethics, service charters and other governance instruments.

10.3.1.3 Develop procedures for the prevention of Bribery and Corruption in line with section 9 of the Bribery Act, 2016 for approval by the CPC.

10.3.1.4 Implementation of anti-corruption education and awareness programs.

10.3.1.5 The IAO will collate, record and present to CPC reported cases of corruption for analysis.

10.3.1.6 Monitor, evaluate and review the implementation of bribery and corruption prevention strategies.

10.3.1.7 Compile progress reports and present the reports to the CPC.

## **11 Internal Audit Reviews**

11.1 When necessary, the company will undertake an internal audit to ensure that the internal control, risk management and governance processes are operating effectively.

11.2 These reviews give our organization a systematized way to monitor compliance with laws, common frameworks, and regulations. They also ensure legal compliance, evaluate risks, safeguard assets, and make it easier to review internal operational systems. Finally, they are crucial in determining the type and scope of any fraud or corruption risks.

## **12 How to report corruption**

### **12.1 Internal Reporting channels**

Content Aggregation Limited has provided the following Internal reporting channels.

Email: [info@calkenya.com](mailto:info@calkenya.com)

Hot line: 0722389022

### **12.2 External Reporting channels**



## Ethics and Anti-Corruption Commission

The Ethics and Anti-Corruption Commission (EACC) is a public body established under Section 3 (1) of the Ethics and Anti-Corruption Commission Act, 2011. Its mandate is to combat and prevent corruption, economic crime and unethical conduct in Kenya through law enforcement, prevention, public education, promotion of standards and practices of integrity, ethics and anti-corruption. In case of a corruption incident one can also report to the Ethics and Anti-Corruption Commission. They have provided the following reporting channels:

### Integrity Centre

Jakaya Kikwete/Valley Road

P.O. Box 61130 - 00200, Nairobi Tel: (020) 4997000

Mobile: 0709 781000; 0730 997000

Email: [eacc@integrity.go.ke](mailto:eacc@integrity.go.ke) Website: [www.eacc.go.ke](http://www.eacc.go.ke)

And all Huduma Centers Country wide.

12.3 Every senior officer at CAL shall report to EACC within a period of twenty -four hours of any knowledge or suspicion of instances of bribery and corruption as required under section 14(1) of the bribery Act of 2016 in addition to reports made internally.

## **13 Handling of corruption cases**

13.1 In compliance with the Bribery Act, the prevention, detection and reporting of bribery offenses and other forms of corruption are the responsibility of all those working for Content Aggregation Limited or under its control.

13.2 The Integrity Committee at CAL receives reports of corruption cases, which it then investigates to see if the allegations are legitimate and are backed by evidence.

13.3 The reporting procedure includes:

13.3.1 Corruption report: Any person who witnesses or has any reasonable suspicion of bribery or corruption shall report to the Integrity assurance officer.

13.3.2 Acknowledgement of receipt: The Integrity committee shall acknowledge receipt of the report within 24 hours and report the incident to EACC within the same timeframe.

13.3.3 Preliminary review: The Integrity committee shall conduct a preliminary review of the report within 7 days to establish if there's a reasonable suspicion of bribery or corruption.

13.3.4 Initiation and inquiry: If there is a reasonable suspicion of bribery or corruption, the Integrity committee shall pass a resolution that the enforcement committee undertakes an inquiry in accordance with the CAL policies and procedures and provide feedback to the integrity committee.

13.3.5 Feedback to whistleblower: The integrity committee shall provide feedback to the whistleblower or informant at the following stages:

- Stage 1: Acknowledgement of receipt of report.
- Stage 2: Completion of preliminary review.
- Stage 3: Initiation of inquiry.
- Stage 4: Completion of inquiry.

13.3.6 Protection of whistleblower: CAL shall take measures to protect the whistleblower or informant from victimization or retaliation, including but not limited to:

Keeping the whistleblower or informant's identity confidential.

Providing counselling and support to the whistleblower or informant.

Taking disciplinary action against any person who victimizes or retaliates against the whistleblower or informant.

13.3.7 Determination of outcome: Once the inquiry is complete, the outcome will be communicated to the whistleblower or informant. If the investigation confirms that corruption has taken place, CAL shall report the incident to EACC within twenty-four hours and submit its findings for appropriate action to be taken as per the Bribery Act 2016 and any other pertinent law enforcements.

13.3.8 Follow ups: The integrity assurance officers will compile bribery and corruption progress reports on a quarterly basis and present to the integrity committee who shall conduct audits and reviews to ensure the reported corruption incidences have been fully addressed, and appropriate measures have been taken to prevent future occurrences.

## **14 Protection of whistleblowers**

14.1 Content Aggregation Limited (CAL) has created a whistleblowing Policy that safeguards individuals working for the company who report a true and significant concern from victimization, harassment, grievances, or disciplinary actions as a result of the disclosure. Fairness, accessibility, accountability, and openness are the ideals upheld by and guiding the policy.

## **15 Disciplinary measures**

15.1 The disciplinary procedures for breaches of this policy by staff include:

15.1.1 Disciplinary hearing with the Integrity Committee is held and minutes are taken and recommendations and any relevant evidence is then forwarded to the internal disciplinary and CAL disciplinary procedures will guide the inquiry to determine whether the claims made are true and whether there's evidence supporting the allegations.

15.1.2 Preparation of the final report by the Integrity Committee.

15.1.3 The final report is then compiled which includes all the elements of proof that have been gathered showing the occurrence of the bribery crime and the necessary fines or sanctions the employee associated with the bribery allegations is set to face.

15.1.4 All directors, officers, employees, consultants and contractors are obliged to report incidences or suspicions of corruption activities within twenty-four hours.

## **16 Training**

16.1 Management educates employees on this policy during the induction process for all new hires. Where necessary, all current employees will receive frequent, pertinent training on how to apply and abide by this policy.

16.2 All third parties with whom we conduct business, including consultants, suppliers, distributors, subcontractors, content providers, and service providers, must be informed of our zero-tolerance policy toward bribery and corruption. This will ensure that they take strict precautions to avoid engaging in corrupt behavior and are aware of the consequences associated with it.

## **17 Governance (Responsibility for the policy)**

17.1 The Company's Board of Directors has overall responsibility for ensuring this Policy complies with (CAL's) legal and ethical obligations, and that all those under its control comply with it.

17.2 The Integrity Committee have a primary day-to-day responsibility for implementing this Policy and monitoring its use and effectiveness.

17.3 Supervisors at all levels are responsible for ensuring those reporting to them are made aware of and understand this, Policy.

17.4 CAL has third parties' partners with whom it conduct's business with. They include consultants, suppliers, distributors, subcontractors, content providers and service providers. All parties involved are informed of our zero-tolerance policy towards bribery and corruption. This ensures they take strict precautions to avoid engaging in corrupt behavior and are aware of the consequences associated with it.

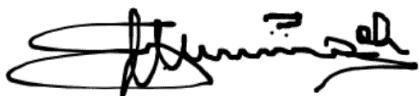
## **18 Monitoring and Review**

18.1 The Integrity Committee will monitor the effectiveness and review the implementation of this policy regularly to make sure it is adequate and effective. They will also be in charge of updating any changes and improvements in the policy as soon as possible. They will also regularly check the internal controls in the policy to ensure they are effective.

18.2 The Integrity committee will report to the CEO at least yearly on the obligations the Company has in application to this policy.

# **VIUSASA**

Approved by



CEO