

# ANTI-BRIBERY AND CORRUPTION POLICY

## Introduction

The Company is committed to the highest standard of honesty and integrity. The Company's commitment to the highest ethical standards includes strict compliance with applicable anti-bribery and corruption laws, acting in an ethical manner and with honesty, integrity, fairness and respect.

This commitment is reflected in the statement of values of the Company.

The Secretary is the **Anti-bribery Officer** under this policy.

If the conduct concerns the Secretary of the Company then references in this policy to the Anti-Bribery Officer are taken to include the Managing Director or CEO, or if the Company does not have a Managing Director or CEO, the Directors.

## What does this policy do?

This policy sets out the responsibilities of the Company's staff, and applies both within the Company and with respect to engagements by the Company of third parties. The Company is committed to observing and upholding a prohibition on bribery, facilitation payments and secret commissions, fraud and related improper conduct, including the offering and acceptance of gifts and hospitality.

This policy also provides information and guidance on how to recognise and deal with bribery and corruption issues both within the Company and with respect to third parties engaged by the Company.

This policy recognises that serious criminal and civil penalties may be incurred and the reputational damage that may be done to the Company if it is involved in bribery or corruption are significant.

## Who does the policy apply to?

This policy applies across the Company to all Directors, employees (whether permanent, fixed-term or temporary), contractors, volunteers, interns, agents of Company and its subsidiaries and associate companies (**Personnel**).

The Company will use its best endeavours to provide training for Personnel regarding how to recognise and deal with corruption and bribery, with the training of Personnel who are likely to be exposed to bribery or corruption to be prioritised.

This policy (including Annexure A) will be periodically reviewed to check that it is operating effectively and to determine if any changes are required to the policy.

## What is required under the policy?

Personnel must:

- a) understand and comply with this policy;
- b) not give, offer, accept or request bribes, facilitation payments, secret commissions or other prohibited or improper payments or benefits (including to public officials) or engage in money laundering or cause any of these things to be given, offered, accepted or requested;

- c) not approve any offers, or make, accept or request an irregular payment or other thing of value, to win business or influence a business decision in favour of the Company;
- d) comply with any reporting and approval processes for gifts, entertainment or hospitality;
- e) not offer or receive any gifts, entertainment or hospitality to or from public or government officials or politicians, without approval from the Anti-bribery Officer;
- f) obtain required approvals for donations and sponsorship;
- g) maintain accurate records of dealings with third parties; and
- h) be vigilant and report any breaches of, or suspicious behaviour related to, this policy to the Anti-bribery Officer who shall be responsible for providing details of the breach to the Board.

See **Annexure A** for further information on the application and implementation of this policy.

## **ANNEXURE A – APPLICATION AND IMPLEMENTATION OF ANTI-BRIBERY AND CORRUPTION POLICY**

### **1. Bribery**

- (a) Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due. Anti-bribery laws apply not only to the bribery of public officials but also bribery in respect of any commercial transaction in the private sector; merely offering a bribe will usually be sufficient for an offence to be committed.
- (b) Bribery can take many forms. The benefit that is offered, given or accepted may be monetary or non-monetary. Bribery can involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or lavish corporate hospitality.
- (c) Bribery is not necessarily direct; it can be indirect, for example, where:
  - a person procures an intermediary or an agent to make an offer which constitutes a bribe to another person; or
  - an offer which constitutes a bribe is made to an associate of a person who is sought to be influenced.
- (d) Personnel must not give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. Under no circumstances will the Company approve of any offers, or make, request or receive an irregular or improper payment or other thing of value, to win business or influence a business decision in the Company's favour.

### **2. Facilitation payments, secret commissions and money laundering**

The making of facilitation payments, secret commissions and money laundering by Personnel is prohibited.

- (a) Facilitation payments are typically minor, unofficial payments made to secure or expedite a routine government action by a government official or employee. For the avoidance of doubt, mere use of the word "facilitation" in connection with a payment (whether cash or non-cash) does not, in and of itself, indicate a facilitation payment for the purposes of this policy. The payment must fall within the bounds of the above defined term to be considered a facilitation payment under this policy.
- (b) Secret commissions typically arise where a person or entity (such as an employee of the Company) offers or gives a commission to an agent or representative of another person (such as a customer or client of the Company) that is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.
- (c) Money laundering is where a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

### **3. Gifts, entertainment and hospitality**

The Company recognises that accepting or offering gifts, entertainment or hospitality of moderate value is customary and in accordance with local business practice, however the same is strictly prohibited in circumstances which could be considered to give rise to undue influence.

Where the offering or acceptance of gifts, entertainment or hospitality is permitted, they may only be offered or accepted where all of the following conditions are met:

- a) it is done for the purpose of general relationship building only;
- b) it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- c) it is given in the Company's name, not in any personal name;
- d) it complies with the local law of the jurisdiction in which the expenditure is made;
- e) it is appropriate in the circumstances;
- f) taking into account the reason for the gift or hospitality, and the location and position/title of the recipient, it is of an appropriate type and value and given at an appropriate time, and reasonable in volume and frequency;
- g) it is given in an open and transparent manner;
- h) it does not include cash, loans or cash equivalents (such as gift certificates or vouchers); and
- i) any gift, entertainment or other personal favour or assistance given or received which has a value in excess of A\$1,000 (or any other amount determined or announced by the Board) must be approved by the Personnel's manager in advance and entered into the gifts register maintained by the Company.

It may be a breach of this policy if gifts, entertainment or hospitality are provided to a single individual or single organisation on multiple occasions. It may also be a breach of this policy if gifts, entertainment or hospitality are received in a context that makes them inappropriate (for example, the provider is in the process of a competitive tender for the relevant division/business unit).

Personnel must not offer or accept from public or government officials or their associates, including politicians or political parties, any gifts, entertainment or hospitality, without approval from the Anti-bribery Officer.

If Personnel are uncertain as to whether the offer or acceptance of gifts, entertainment or hospitality is permitted in certain circumstances, they should seek clarification from the Anti-bribery Officer prior to the offer or acceptance of such gifts, entertainment or hospitality.

It is appreciated that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift or hospitality should always be considered.

#### **4. Political and charitable donations**

The Company must deal with politicians and government officers on matters that relate to its business activities at arm's length and with the utmost professionalism to avoid any perception of attempting to gain an advantage.

Political donations must be authorised by the Company's Board and disclosed under relevant law or laws and recorded in the Company's accounts.

Charitable donations must be authorised by the Company's Board and similarly disclosed under relevant law or laws and recorded in the Company's accounts.

## **5. Maintain accurate records**

All accounts, invoices and other documents and records relating to dealings with third parties must be prepared accurately and completely and will be subject to managerial review. No accounts may be kept “off the books” to facilitate or conceal improper payments, or for any other means or reasons.

Similarly, all expenditure by Personnel (including on gifts, entertainment and hospitality), must be documented and recorded in expense reports and approved in the manner required by the Company in line with internal policies.

## **6. Dealings with third parties**

Any proposed third-party engagement must be implemented with appropriate controls to ensure that the actions of the third party will not adversely affect the Company.

In this context, third parties may include actual or potential agents, distributors, suppliers, purchasers or contractors.

The Company’s Board is responsible for determining which third parties require specific anti-bribery controls. The Board will make that determination having regard to this policy, the nature and location of the work proposed to be undertaken by third parties, and in accordance with any guidelines issued by the Company from time to time.

The Company’s zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of business relationship with them and as appropriate thereafter.

## **7. Acquisitions and joint ventures**

In addition to any other due diligence investigations the Company would undertake prior to any acquisition of another entity or business, the Company must also undertake anti-bribery due diligence. The Company must keep detailed written records of those investigations.

Where the Company effectively controls a joint venture or is considering acquiring an interest that would put it in a position of effective control of another entity, the joint venture entity must also comply with this policy. Where the Company is not in effective of another entity, it must exercise its influence to assist the joint venture to avoid improper conduct.

## **8. Reporting breaches and suspicious behaviour**

Personnel must report any breaches of, or suspicious conduct in relation to, this policy, including behaviour that makes Personnel and third parties feel threatened or under pressure to engage in improper conduct. Personnel should make reports of such behaviour to the relevant Anti-bribery Officer.

Any suspected breaches of this Policy will be thoroughly investigated. Any material breaches of this Policy will also be reported to the Board. The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of any law.

Personnel who wish to raise a concern or report a breach may be worried about possible repercussions. Personnel should be reassured that the Company encourages transparency and honesty, and will support anyone who raises genuine concerns, made in good faith, under this policy, even if they turn out to be mistaken or if nothing further eventuates.

The Company is committed to ensuring no one suffers detrimental treatment as a result of refusing to take part in conduct that may constitute bribery or corruption or raising a genuine concern in respect of such conduct. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

If Personnel are subjected to any such treatment, they are strongly encouraged inform the relevant Anti-bribery Officer immediately. If the matter is not remedied, the Personnel should raise it formally in accordance with the Whistleblower Policy of the Company.

#### **9. Training of Personnel**

The Company is committed to ensuring its Personnel fully understand this policy and how it is to be used. The Company will provide this policy (including as updated) as part of induction of new Personnel and will provide updates to existing Personnel.

The Company will use its best endeavours to provide training for personnel regarding how to recognise and deal with corruption and bribery, with the training of Personnel who are likely to be exposed to bribery or corruption to be prioritised.

#### **10. Consequences of a breach**

In the event a member of Personnel breaches this policy, the Company may regard such breach as serious misconduct, and may discipline the Personnel accordingly (including, where appropriate, terminating that Personnel's employment or engagement). Personnel should note that disciplinary action may extend beyond any measures taken by the Company and may give rise to criminal and civil liability and attract imprisonment or fines.

#### **11. Implementation of this policy**

The Company must appoint an Anti-bribery Officer, who will be responsible for:

- a) applying this policy and any divisional/business unit anti-bribery policy;
- b) monitoring the effectiveness of relevant policies;
- c) providing updates to the Company on the status of any reports made by Personnel, suspected or actual misconduct;
- d) dealing with any queries on the interpretation of the policy; and
- e) ensuring compliance with anti-bribery training programs.

As noted in item 9 of this policy, The Company will provide this policy (including as updated) as part of induction of new Personnel and will provide updates to existing Personnel.