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Austin Engineering Limited  
Effective 27 May 2020



# Anti-bribery and Corruption Policy

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### What is the purpose of this policy?

Bribery and corruption seriously undermine integrity and fairness in open, competitive markets, and compromises the development of trade opportunities.

Austin is committed to responsible corporate governance and to conducting its business lawfully, ethically and honestly, and will not tolerate any bribery or corrupt behaviour that is intended to obtain unlawful, improper, dishonest or corrupt benefit or advantage for Austin or its employees.

Austin has implemented this policy to illustrate its commitment and standards to preventing bribery and corrupt practices. This policy outlines Austin's management of gifts and benefits, which protects employees and minimises potential negative consequences for both our employees and Austin.

This policy applies globally. If travelling outside of your home country, employees are subject to the laws of the country they are in however, the principles of this policy must be followed regardless of whether or not that country has specific bribery and corruption laws.

This policy applies to any who is employed by, acts for, or represents Austin, including directors, officers, employees (whether permanent, fixed-term or temporary), contractors, consultants and secondees wherever located (collectively referred to as **Employees** in this policy).

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### What is bribery?

Bribery includes the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. It can take the form of gifts, loans, fees, kick-backs, rewards, reciprocal favours or other advantages e.g. donations. A bribe could be either a direct or indirect promise, offering, or authorisation, of anything of value designed to exert improper influence. It may involve procuring an intermediary or an agent to make an offer which constitutes a bribe to another person, or whether a bribe is made to an associate of any person who is sought to be influenced.

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## What is corruption?

Corruption is the misuse of office, power or influence for private or personal gain.

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- **What is the policy around gifts and hospitality?**

Employees must declare and report gifts and/or benefits, either offered or accepted and valued at AU\$50 or more.

Employees should notify their manager of the fact that they have received the gift or benefit and must make the notification within 5 working days of receiving/being offered the gift or benefit. If it is known in advance, the receipt of the gift or benefit should be discussed with your manager prior to acceptance. Gifts should not be accepted on a re-occurring basis or broken down into parts of less than AU\$50.

Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it complies with the following:

- made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice;
- no obligation – it does not place the recipient under any obligation;
- no expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction;
- made openly – if made secretly and undocumented then the purpose will be open to question;
- reasonable value – its size is small and in accordance with general business practice;
- appropriate – its nature is appropriate to the relationship;
- at 'arm's length' – all transactions and gifts should be at an 'arm's length' basis with no special favours and no special arrangements;
- legal – it complies with relevant laws; and
- documented – the expense or gift, if valued at AU\$50 or more, is fully documented.

The following circumstances are never acceptable:

- gifts in the form of cash or cash equivalent vouchers or gift certificates;
- 'quid pro quo' (a benefit or advantage offered for something in return);

- entertainment of a sexual or similarly inappropriate nature; and
- making incomplete, false or inaccurate entries in Austin's books and records, e.g. gift and entertainment register

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**What about facilitation payments?**

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action. For example, processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.

Facilitation payments, whether legal or not in a country, are prohibited under this policy

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**What about secret commissions?**

Secret commissions typically, but not always, arise where a person or entity offers or gives a commission to an agent or representative of another person which 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.

Secret commissions, whether legal or not in a country, are prohibited under this policy

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**What about political contributions?**

Political donations whether legal or not in a country, are prohibited under this policy.

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**What about charitable donations or**

Charitable donations and contributions are acceptable, whether of in-kind services, knowledge, time, or direct financial contributions. However, Employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

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**contributions?**

Austin may only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation must be offered or made on behalf of the Company without the prior approval of the Managing Director.

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**What about payments under duress?**

Austin condemns, and does not tolerate, demands for payment from individuals in circumstances where the individual reasonably believes that his or her life, health or liberty will be at risk if the payment is not made.

If an individual makes a payment in these circumstances, that payment must be reported to Austin's company secretary as soon as reasonably practicable.

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**How does this policy apply to third parties outside Austin?**

Austin will not engage or deal with any third party if there is a known risk that they will breach the applicable anti-bribery and anti-corruption laws in a territory and/or Austin's policies and procedures relating to anti-bribery and anti-corruption.

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**How does this policy impact tenders and procurement practices?**

In relation to tenders and procurement for services to be provided to or by Austin, all employees are expected to act with a high degree of professional integrity and it is important that contractual commitments are made following an arm's length process conducted for the benefit of Austin and the parties to the tender / procurement process.

The following requirements are designed to assist you in your negotiations with external parties including suppliers and customers so that you and Austin avoid conflicts and unethical behaviour:

- (a) all conflicts of interest and potential conflicts of interest in relation to any particular tender or
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procurement process must be declared immediately and consent must be obtained from either the Managing Director or Chief Executive Officer before proceeding or continuing to proceed with the process;

- (b) all tenders and procurement processes must be conducted fairly, transparently and in accordance with pre-determined and documented criteria;
- (c) you must not favour or give undue preference to any supplier at the expense of Austin or our ability to serve our existing customers effectively;
- (d) you must not receive, directly or indirectly, any personal benefit in connection with the tender or procurement process; and
- (e) the tender and procurement process must be appropriately documented (to ensure that if audited at any time it is clear why the provider was ultimately selected).

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### **Austin's compliance strategy**

Austin has an established and maintained compliance program incorporating procedures following the principals set out below:

- (a) Austin will monitor and assess the risks its faces taking into account the nature, scale and complexity of its commercial operations, and ensure that it has in place anti-bribery procedures that are proportionate to those risks, that are clear, practical, accessible, effectively implemented and enforced;
- (b) the Board, senior executive managers and managers of Austin will at all times demonstrate their commitment to prevent bribery by fostering a culture within Austin in which bribery and corruption is never acceptable;
- (c) Austin will, where necessary and appropriate taking into account the nature of the services and potential bribery risk, conduct due diligence assessments of persons who perform or will perform services for or on behalf of Austin, in order to mitigate the identified bribery and/or corruption risks;
- (d) Austin will conduct training on this policy, and on the procedures Austin has implemented to mitigate and prevent bribery and corruption; and
- (e) Austin will monitor and review this policy, and Austin's procedures, and make

	improvements where necessary.	
<b>How to raise a concern</b>	Please refer to Austin's Whistleblower policy.	
<b>Definitions</b>	<b>Austin or the company</b>	Austin Engineering Ltd ACN 078 480 136, its subsidiary companies from time to time, operating divisions, business units and joint ventures (where relevant).
	<b>Board</b>	The board of directors of Austin.
	<b>Chair</b>	The chair of the board.
	<b>Director</b>	A director of the company.
	<b>Duress</b>	To do something under duress means to do it because someone forces you to do something or threatens, in any way you to do something.
	<b>Code</b>	This code of conduct as amended from time to time.
	<b>You</b>	Directors and employees of and contractors to Austin.