

Anti-Bribery and Corruption Policy

People Infrastructure Ltd ACN 615 173 076

adopted on 24 August 2020

Doc # Revision: POL_0019_A

Doc Owner: ER

Approved: ER – 24.08.2020

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INFRASTRUCTURE

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1. Introduction

Commitment

1.1 People Infrastructure Ltd ACN 615 173 076 (**Company**) together with its wholly-owned subsidiaries (collectively, the **Group**) is committed to operating in a manner consistent with the laws and regulations of the jurisdictions in which its businesses operate, including those relating to anti-bribery and corruption.

1.2 The Company acknowledges the serious criminal and civil penalties that may be incurred and the reputational damage that may be done if an organisation is involved in bribery or corruption.

We conduct our business lawfully, ethically and with integrity. We take a zero tolerance approach to bribery, corruption and influence peddling. The Company is committed to acting professionally, fairly and with integrity and respect in all business dealings and relationships wherever the Company and its related bodies corporate operate. The Company will comply with the legal and regulatory framework in each country in which it or its related bodies corporate operate. The Company also expects those persons or organisations that it does business with to take a similar zero tolerance approach to bribery, corruption and influence peddling.

1.3 The policy is underpinned by the Company's core values expressed in its Code of Conduct, and the board of directors of the Company (**Board**) has adopted this policy to:

- (a) communicate the zero tolerance approach to bribery and corruption; and
- (b) to assist those working with the Company to uphold it.

Application

1.4 This policy applies to all directors of the Company (**Directors**), as well as all officers, employees (whether permanent, fixed term or temporary), contractors, consultants, secondees, trainees, casual workers and agency staff, and other persons that act on behalf of or represent the Group, wherever located (each, including Directors, a **Staff Member**).

1.5 All Staff Members must understand and comply with this policy. All Staff Members are required to avoid any activity that might lead to a breach of this policy, whether by Staff Members or by a business partner, service provider, consultant or other agent of the Group.

1.6 The executive team, management and senior staff will assist those reporting to them to be aware of and understand this policy.

2. What is Bribery and Corruption?

Bribery

2.1 Bribery includes the giving, offering, promising, accepting or soliciting of an advantage, which need not be financial, including any payment, gift, loan, fee, benefit, or reward, to or from any person in order to influence them corruptly or improperly in the exercise of their duty.

Corruption

2.2 Corruption is the misuse of office, power or influence (whether public or private) for private or personal gain.

Influence peddling

- 2.3 Influence peddling is the illegal practice of using one's influence in government or connections with persons in authority to obtain favours or preferential treatment for another, usually in return for payment.

3. Policy

Bribes and corruption

- 3.1 Staff Members must not:
- (a) give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person; or
 - (b) engage in any form of corruption.

Gifts and Hospitality

- 3.2 The Company recognises that accepting or offering gifts, entertainment or hospitality of moderate value may be customary and in accordance with local business practice. The Company, however, prohibits the offering or acceptance of gifts or hospitality in circumstances which could be considered to give rise to undue influence.
- 3.3 Gifts, entertainment and hospitality must:
- (a) be reasonable and of modest value;
 - (b) be appropriate, proportionate, and consistent with reasonable business practice;
 - (c) be provided for the purpose of general relationship building only;
 - (d) be provided in an open and transparent manner;
 - (e) be permissible under all applicable laws, rules and regulations; and
 - (f) not include cash, loans or cash equivalents (such as gift vouchers).

Political and charitable contributions

Political donations shall not be made. The Company may make charitable donations that are legal and ethical under local laws and practices. **Facilitation payments, secret commissions and money laundering**

- 3.4 The Company prohibits 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). The payment or other inducement is intended to induce the official's timing.
- 3.5 Secret commissions are also prohibited. Secret commissions typically 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.

- 3.6 Money laundering is also prohibited. Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

4. Raising concerns

- 4.1 Under the Code of Conduct, all Staff Members have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrong doing in connection with the Group's business. The Company is committed to ensuring that all Staff Members have a safe, reliable and confidential way of reporting any suspicious activity.
- 4.2 All Staff Members are encouraged to raise concerns about any issue or suspicion of malpractice, conflict with or breach of this policy, including any concern regarding a breach of or conflict with this policy that may occur in the future, at the earliest possible stage with your immediate manager. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with your immediate manager.
- 4.3 If you are not comfortable, for any reason, with speaking directly to your immediate manager, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report. A copy of the Company's Whistleblower Policy is available on the Company's website.
- 4.4 Any such complaint must be handled under the relevant Group policies and procedures. Any employee who breaches this policy may face disciplinary action, which could result in dismissal for conduct.
- 4.5 The Board will be informed of any material breaches of this policy.

5. Approval, reviews and changes

- 5.1 This policy was adopted by the Board on [date].
- 5.2 The Board will review this policy and related procedures as often as the Board considers necessary to ensure this policy remains effective and relevant to the current needs of the Company.
- 5.3 The Board may amend this policy from time to time by resolution.