

# ANTI BRIBERY POLICY - ONEFORTYONE



## 1. Purpose

OneFortyOne (**OFO**) is committed to the highest standards of conduct, ethical behaviour and full compliance with the law in all aspects of its business.

OFO has zero tolerance for bribery or corruption in connection with its operations and activities and expects full compliance with applicable anti-bribery laws from those involved with its business.

This Anti-Bribery Policy sets out the responsibilities of OFO and its Personnel (defined in section 2 below) to comply with OFO's prohibition on bribery and corruption, and provides guidance on recognising and addressing instances of bribery and corruption. None of our people will be penalised, or be subject to other adverse consequences, for refusing to pay bribes or take part in other corrupt conduct even if it may result in OFO losing business.

## 2. Scope

This Policy applies to:

- OFO, its officers, and employees; and
- third parties that are effectively controlled by OFO or act on its behalf (either directly or indirectly), (collectively, "Personnel").

It applies to all of OFO's activities, within Australia, New Zealand and overseas.

## 3. Responsibilities

It is the responsibility of all Personnel to ensure that they understand and comply with this Policy.

If you are uncertain about any part of this Policy, or the appropriate action to take in a certain situation, you should contact the General Counsel or a member of the Legal Team.

The Audit and Risk Committee of OFO's Board is responsible for oversight of this Policy and the General Counsel is accountable for the development and implementation of this Policy by:

- reviewing the suitability and effectiveness of this Policy every 2 years; and
- reviewing and reporting to the Audit and Risk Committee on actual and reported breaches of this Policy on an as needs basis, and at least once every year.

## 4. The key dos and don'ts

Do	Don't
1 Know your obligations under this Policy.	1 Offer, give, solicit or accept bribes.
2 Complete due diligence on certain third parties, and ensure anti-bribery provisions are in contracts, in line with sections 11.1 and 11.2 of this Policy.	2 Make facilitation payments.
3 Complete your anti-bribery training in line with section 14 of this Policy.	3 Offer, pay, solicit or accept secret commissions.
4 Keep accurate and transparent records in line with section 15 of this Policy.	4 Offer, give or accept gifts, hospitality, entertainment or other benefits in circumstances which could be considered to give rise to improper influence.
5 Report suspected breaches of this Policy in line with section 16 of this Policy.	5 Disguise or misrepresent any payments or financial records.
	<i>Each of the above types of conduct is explained in further detail in the sections below.</i>

## 5. Consequences of breaching this Policy

Bribery and the other corrupt conduct addressed by this Policy are prohibited under the law of the countries in which OFO operates.

A breach of this Policy may be regarded as serious misconduct, leading to disciplinary action that may result in termination of employment or engagement. A breach of this Policy may also expose you and OFO to criminal and / or civil penalties, substantial fines, exclusion from tendering for contracts, loss of business and reputational damage.

All reported incidents will be taken seriously, reviewed and thoroughly investigated. Depending on the circumstances, the incident may be referred to regulatory and / or law enforcement agencies.

## 6. Prohibitions against bribery and corruption

OFO has zero tolerance for bribery or corrupt conduct in connection with its business.

The following acts are strictly prohibited.

- **Prohibition on bribery**

You must not engage in bribery. A bribery offence is committed if a person undertakes any of the following actions with the intention of improperly influencing a 'public official' or any other person in order to obtain or retain business or a business or personal advantage (whether or not for themselves):

- offering, providing, or promising to provide a benefit to another person (directly or indirectly); or
- causing a benefit to be provided to another person or to be offered or promised to another person (directly or indirectly).

The meaning of 'public official' is explained in section 7 below. However, whether the person sought to be influenced works in the public or private sector is irrelevant in respect of the prohibition on bribery. The relevant laws apply to the bribery of public officials as well as bribery in relation to any commercial transaction in the private sector.

- **Prohibition on making facilitation payments**

You must not make facilitation payments. Facilitation payments are typically payments of a nominal amount or other inducement to a public official, either directly or indirectly, to secure or expedite the performance of a routine action or function that the public official is already obliged to perform. For example, payments made in order to expedite government approval for an activity, or fees or payments

to obtain the connection of utility services.

- **Prohibition on secret commissions**

You must not give or receive secret commissions. Secret commissions arise where a person or entity offers or gives a commission to an agent or representative of another person (the 'principal') that is not disclosed by that agent or representative to the principal. The commission is made as an inducement for the agent or representative to influence the conduct of the principal's business. For example, if an OFO employee made a payment to an agent of a prospective contractual partner in return for that agent ensuring that OFO receives favourable commercial terms in the contractual agreement, and that agent did not disclose the payment to the contractual partner, that payment would constitute a secret commission.

- **Prohibition on engaging in money laundering**

You must not engage in money laundering. 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. For example, a supplier insisting that OFO make payments in return for services rendered in Australia into an offshore bank account to conceal the fact that they are rendering the services without the requisite licence to do so.

- **Prohibition on improper gifts and entertainment**

You must not offer, give or accept any gift, hospitality, entertainment or other benefit that may be perceived to improperly influence a relationship or decision affecting OFO or its business. You can only offer, give or accept gifts, entertainment, hospitality or other benefits in accordance with the requirements set out in the Gifts & Entertainment Policy.

## 7. Public officials

For the purposes of this Policy, public officials include:

- an employee, official or contractor of a government body or a wholly or partially state-owned enterprise;
- a person performing the duties of an office or position created under a law of a foreign country or by the custom or convention of a country;
- a person in the service of a governmental body including a member of the military or the police force;
- a politician, judge, or member of the legislature of a state, province or country;
- an employee, contractor or person otherwise in the service of a public international organisation (such as the United Nations);
- an individual who is or who holds himself or herself out to be an authorised intermediary of a public official;
- a political party, party official or candidate for public office;
- a member of a royal family; or
- a commercial entity, or the directors, officers or employees of a commercial entity, in which a government body has a significant ownership interest or over which it otherwise exerts control (ie a foreign public enterprise or public university).

## 8. Exception for imminent physical injury

You will not be penalised for providing a payment or benefit if you fear imminent physical injury to yourself or another person if the payment or benefit is not provided.

If any payment or benefit is provided in these circumstances, you must promptly, or as soon as it is safe to, bring it to the attention of your Manager. Further, you must promptly make a record of the incident, including the amount of the payment or identification of the benefit provided, the identity of the person to whom it was

provided and the circumstances in which it was provided. Managers are required to escalate the incident to the General Counsel.

## 9. Political donations

OFO does not make political donations in cash or in-kind. You must not make donations to political parties, elected members, candidates in an election, political organisations, incumbents, or any public official on behalf of OFO. This includes requesting or directing another person to make a political donation on behalf of OFO.

It is prohibited to use OFO funds for other political purposes (such as lobbying) without the express written approval of the CEO or the Board.

## 10. Charitable donations and sponsorship

OFO does make charitable donations and sponsorships that are legal and ethical under local laws and practices, through the Corporate Affairs & Sustainability team. OFO also supports a range of community initiatives in the places where we operate, including local grants and scholarship programs. OFO's Director Corporate Affairs & Sustainability must approve all charitable donations made on OFO's behalf and all community initiatives, partnerships or sponsorship programs undertaken by OFO.

## 11. Engagement with third parties

OFO engages with a broad range of third parties in a variety of circumstances – for example, agents, suppliers, consultants, contractors, distributors.

OFO prohibits the provision of a benefit to a third party where it is expected or likely that some or all of that benefit will be provided or offered to another person, in order to obtain or retain business or a business or personal advantage. OFO may be liable under anti-bribery laws for the improper conduct of these third parties.

Third parties that pose a higher risk to OFO of breaching anti-bribery laws include those that are: (a) effectively controlled by OFO or act on OFO's behalf; and (b) providing services that involve negotiating any business arrangements or transactions in a foreign country that has medium-high bribery risk and involves engagement with public officials.

Where OFO proposes to engage a third party in the circumstances describe above, it is important to implement appropriate controls to ensure that the actions of the third party will not adversely affect OFO.

### 11.1. Due diligence

You must complete due diligence in line with the Due Diligence Checklist in the following circumstances:

- where you are engaging a third party that is effectively controlled by OFO or is acting on OFO's behalf, regardless of where they are located; or
- where you are engaging a third party that will be providing services that:
  - involve negotiating any business arrangements or transactions in a foreign country that has medium-high bribery risk; and
  - involves engagement with public officials.

You should refer to the Due Diligence Checklist in determining the bribery risk level for a particular country.

Where OFO is considering entering a joint venture or engaging in an acquisition, the person responsible for leading the deal should speak with a member of the Legal Team to confirm whether anti-bribery due diligence will be required.

## 11.2. Contractual controls

If due diligence on a particular third party was necessary in accordance with the section above and the Due Diligence Checklist, a tailored contract must be used for any engagement with that third party and that contract must include clauses addressing anti-bribery and corruption. These clauses are available from the Legal Team, who should be engaged to assist in the preparation and finalisation of an appropriate contract with the third party.

## 11.3. During the engagement

During the engagement, our people must maintain oversight of the work of the third party (including, where appropriate, requesting and reviewing progress reports, invoices and other documentation) so that we can confirm that legitimate work has been done and improper payments have not been made.

Any red flags must be reported to the Legal Team. The Legal Team must fully document and investigate all red flags identified during the engagement.

## 12. Theft and fraud

Theft and other fraudulent activity are a type of corrupt conduct. OFO takes a zero-tolerance approach to theft and fraud. The penalties for individuals can be significant, including termination of employment and criminal prosecution.

There are a number of activities that may constitute theft and / or fraud. Some examples include:

- taking OFO cash, funds, products, services or other property for personal use;
- submitting incorrect expense claims or falsifying timecards;
- forgery or inappropriate use of documents (such as establishing false vendor accounts or creating false orders);
- selling or otherwise disclosing information that belongs to OFO; and
- unauthorised representation of OFO and identity theft.

You have a responsibility to report any suspicion of theft or fraud to your Manager. More information can be found in the Whistleblowing Policy.

## 13. Risk assessments

As part of its risk management framework, OFO shall periodically complete an anti-bribery and corruption risk assessment.

## 14. Training

All our people must complete anti-bribery and corruption training as directed by the Legal Team. The Legal Team will keep records of our people that have received training.

## 15. Documentation and record-keeping

The Finance Team must record all financial transactions accurately, completely and fairly in accordance with OFO's internal accounting controls, the law and all relevant accounting standards. Books and records must record, in reasonable detail, the parties, payment arrangements and purpose of all transactions and disposition of assets. No accounts are to be kept 'off the books' for any reason.

## 16. What to do if you suspect this Policy has been breached

You must immediately report any actual or suspected breaches of this Policy to your Manager, Human Resources or in line with OFO's Whistleblower reporting policies and processes.

The Legal Team must investigate all reported, actual or suspected breaches of this Policy.

# 1. Document Administration

## 1.1. General Information

<b>Document Title</b>	Anti Bribery Policy - OneFortyOne		
<b>Version number:</b>	3.0		
<b>Description:</b>	Policy to ensure responsibility and accountability for management of bribery risk, and establish expectations and obligations for Personnel in relation to anti-bribery and corruption.		
<b>Author:</b>	Irina Shainsky		
<b>Creation date:</b>	February 2019		
<b>Division, Business Unit</b>	Group		
<b>Document owner(s):</b>	General Counsel		
<b>Review period (years)</b>	2		
<b>Review Dates</b>	Last review date:	November 2024	Next review date: November 2026

## 1.2. Approval

Approver	Position	Date
	Board	February 2019

## 1.3. Risk

Instructions are created not only to outline the process to be followed when undertaking a task, but also to address particular risks.

This instruction addresses the following risks:

Risk	Likelihood	Consequence	Risk Rating
Employees accept or pay bribes; non-compliance with relevant anti-bribery and corruption laws.	Possible	Major	High

## 1.4. Related Documents

Title
Due Diligence Checklist
Code of Conduct
Whistleblowing Policy
Gifts and Entertainment Policy

## 1.5. Version History

Version number	Revision Date	Revision author(s)	Revision notes
1	January 2019	Irina Shainsky	
2	August 2022		
3	November 2024	Cate Hetherington	