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# **ANTI-BRIBERY & ANTI-CORRUPTION STANDARD**

## 1. Purpose

The purpose of this standard is to:

- a) set out the responsibilities of Perenti Global Limited and its controlled entities (“**Perenti**”) and Perenti Personnel in upholding the prohibition on bribery, facilitation payments, secret commissions, kickbacks, money laundering, corrupt conduct and sanctions (collectively, “**bribery and corruption**”);
- b) provide guidance on how to recognise, deal with and report instances of improper conduct associated with bribery and corruption;
- c) provide guidance on giving and receiving of gifts, entertainment, hospitality and charitable or political donation; and
- d) set out Perenti’s expectations that Third Parties working with Perenti apply our policy on upholding the prohibitions on bribery and corruption.

## 2. Policy Principles

Honesty and integrity are integral to Perenti’s principles and the way Perenti conducts its business.

Bribery and corruption is inconsistent with these principles, and Perenti does not tolerate any form of bribery and corruption and all forms of improper or illegal conduct.

Perenti’s Anti-Bribery & Anti-Corruption (**ABAC**) principles are set out in its ABAC Policy (**ABAC Policy**) and are that:

Personnel must not, directly or indirectly, engage in bribery or corrupt conduct.

All Personnel must:

- always act in the best interest of Perenti at all times.
- not offer or accept any bribes, pay-offs, facilitation payments, secret commissions, kickbacks, and any like payments or any improper benefits, whether directly or indirectly, to any person, no matter how large or small in value.
- never offer or receive gifts or hospitality that are excessive, inappropriate, or have the potential to improperly influence, or be perceived to improperly influence, a decision or outcome.
- make sure that all of our suppliers understand that we have the same expectations of them.
- not offer or promise to offer funds to a charity, community cause or political party with the intention to inappropriately influence anyone or a Public Official.

In addition to this Standard, Perenti’s **Code of Conduct** provides that all business transactions must be conducted solely in the best interests of Perenti and conflicts of interest must be avoided.

Perenti expects that Third Parties working with Perenti to do the same.

## 3. Scope

This standard applies to all Perenti companies and operations.

## 4. Persons to Whom this Standard Applies

This Standard applies to:

- a) Directors and Employees of Perenti and its controlled entities; and
- b) Business representatives, agents, distributors, consultants, service partners, suppliers or other contractors or intermediaries who work with any Perenti entity (collectively “**Suppliers**”),

(collectively “**Personnel**”).

## 5. Roles and Responsibilities

Responsibility for implementation of, and compliance with, Perenti’s ABAC obligations rests with the Managing Director.

The Chief Financial Officer is responsible for implementing financial controls to manage bribery and corruption risks.

Managers at every level are responsible for ensuring Perenti’s ABAC principles are applied and complied with, and to put in place internal controls to prevent the risks of bribery and corruption.

All Personnel must always comply with this Standard and the prohibitions relating to bribery and corruption as set out in sections 7 and 8 below. Personnel must comply with all applicable bribery and corruption laws (refer section 6 below), including requirements for dealing with Third Parties (refer section 9 below).

All Personnel have a responsibility to prevent and help detect bribery and corruption and are encouraged to report any concerns through to their manager or through Perenti’s Speak-Up service (refer to section 10 below).

## 6. Laws Applying to Bribery & Corruption

Perenti is committed to complying with all laws of the jurisdictions in which it operates, including those relating to bribery and corruption.

Laws prohibiting bribery, corruption, and other improper payments and engaging in a transaction in breach of sanctions apply in each country in which Perenti operates.

A number of these laws, such as the Australian Criminal Code Act 1995 (Cth) (**Criminal Code**), the United States’ Foreign Corrupt Practices Act and the United Kingdom’s Bribery Act 2010, have extra-territorial reach.

This means that, for example, a citizen of Australia or Africa may be prosecuted in Australia, the United Kingdom or the US, even where the relevant activity occurred entirely overseas. These laws apply to Perenti companies as well as Perenti Personnel.

In addition, Perenti and Perenti Personnel must comply with the Charter of the United Nations Act 1945 (Cth), the Customs Act 1901 (Cth), the Autonomous Sanctions Act 2011 (Cth) and Regulations (the Sanctions Act) and the Criminal Code.

## 7. Prohibition on Bribery and Corruption

### 7.1. Prohibition on Bribery

Perenti **prohibits** the giving, offering, promising, authorising, accepting or requesting of a bribe.

Merely offering the bribe will be a contravention of this Standard and will be sufficient for an offence to be committed.

**Bribery** is the offering, promising, giving, accepting or soliciting of a benefit with an intention to secure a commercial advantage to which Perenti is not otherwise lawfully entitled to. A bribe is an inducement or reward (monetary or non-monetary) offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, hospitality, fees, rewards or other benefits. It does not matter that the bribe is offered or accepted by a Third Party.

**Corruption** is the dishonest or fraudulent misuse of a position of power, influence or the terms of a person's employment, by a public official (or under many State criminal laws, a commercial party) in order to gain a benefit by acting or not acting in a certain manner or by the use or misuse of information or knowledge held by that person for a reward, direct or indirect.

**Examples of bribery and corruption are set out in Annexure A.**

### 7.2. Prohibition on Facilitation Payments

Perenti **prohibits** the making of facilitation payments.

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

**Facilitation payments** are minor payments made to Public Officials either directly or indirectly to expedite or secure the performance of a routine government action of a minor nature. Examples of facilitation payments include fees for the expedition or processing of licenses, government papers, work permits, inspection or the connection of utility services or release of perishable bonded goods.

#### Public Officials

The nature of who is a Public Official is very broad and captures a wide range of people, instrumentalities or authorities that might appear corporate and independent from government but which in reality, are funded by or which are used to following the directions or wishes of a foreign government, and includes:

- an employee, official or contractor of a government body or state-owned or state-controlled 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, such as a member of a royal family and some tribal leaders;
- a person in the service of a government body including a member of the military or the police force;
- a politician, judge or member of the legislature of a local government authority, state, province or country;
- an employee, contractor or person otherwise in the service of an international public organisation (such as the United Nations);
- an individual who is or who holds himself or herself out to be an authorised intermediary or representative of a Public Official or any government body, agency, authority or enterprise at any level of government; or
- a party official or candidate for public office.

### 7.3. Prohibition on Secret Commissions and Kickbacks

Perenti **prohibits** the paying or receiving of secret commissions, kickbacks or payments to any person or entity.

**Secret commissions** or **kickbacks** occur where a payment from a third party is received or asked without disclosing that payment to their principal. The secret commission is generally an inducement to a person to use their position to influence the conduct of their principal's business. An example of a secret commission would include making a payment to an employee or agent of a supplier, where that employee or agent does not disclose the payment to the supplier, in return for obtaining a commercial advantage to Perenti from that supplier.

### 7.4. Prohibition on Donations and Sponsorships

Donations and sponsorships **must not** be given or received as a means of making improper payments.

Perenti's community programs support various causes and charities. Charitable support and donations are acceptable (and indeed are encouraged via Perenti in the Community), whether of in-kind services, knowledge, time, or direct financial contributions. However, Personnel must be careful to ensure that charitable donations are not used as a scheme to conceal bribery and corruption.

Section 7.7 sets out certain exemptions in respect of donations.

### 7.5. Prohibition on Money Laundering

Perenti **prohibits** any forms of money laundering in connection with its business activities.

**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. Money launderers often use the banking system and money transfer services. They are imaginative and are constantly creating new schemes to circumvent the counter-measures designed to detect them. Money-laundering schemes may include moving money to create complex money trails, making it difficult to identify the original source and breaking up large amounts of cash and depositing the smaller sums in different bank accounts in an effort to place money in the financial system without arousing suspicion. Transactions may appear genuine but the complexity or opaque ownership structures can often hide their real purpose – to facilitate the flow of the proceeds of crime or illegal financial transactions.

### 7.6. Prohibition on Breach of Sanctions

Perenti **prohibits** the making of any payment or engaging in any transaction that is in breach of any Sanctions Law.

This includes:

- the providing or receiving of any payment, other benefit, goods or service, directly or indirectly, to or from any individual or entity that is subject to a Sanctions Law;
- any activity in connection with a designated country or a designated individual, where that activity is prohibited by a Sanctions Law;
- encouraging, permitting or otherwise allowing any person or entity acting on behalf of Perenti or Third Party to engage in any conduct or transaction that is prohibited by a Sanctions Law; and

- any measure intended to circumvent prohibitions imposed under a Sanctions Law.

Sanctions are subject to frequent change. If Personnel are uncertain whether a Sanctions Law applies in a particular situation, they are to consult with the Group General Counsel & Company Secretary.

A **Sanctions Law** is one which restricts trade or prohibits other transactions with particular countries, individuals or entities and which has been imposed by Australia, the United Nations or by any country with or in which Perenti does business or which otherwise applies to Perenti Personnel.

Examples of sanctions restrictions can include export bans, import bans and prohibitions on the provision of specific goods and services, prohibiting certain commercial activities and other financial restrictions.

## 7.7. Exceptions

### 7.7.1. Payments to Protect the Safety of Personnel

Payments to protect the safety of Perenti Personnel are permitted. When Perenti faces demands that involve imminent explicit or implicit threats to personal safety, Perenti or Perenti Personnel may make a payment which would otherwise be prohibited under this Standard.

Personnel must notify their manager and Group General Counsel & Company Secretary, as soon as reasonably practicable and provide documents related to the payment.

### 7.7.2. Charitable Donations Allowed

Charitable donation made on behalf of Perenti must be approved in accordance with Perenti's Delegation of Authority.

## 8. Prohibition on Improper Gifts, Entertainment or Hospitality

Perenti **prohibits** the giving or receiving of gifts, entertainment, hospitality or sponsored travel or similar benefits in circumstances which could be considered to give rise to undue influence or which may create the impression of a benefit amounting to a bribe or corrupt conduct.

The practice of giving gifts and arranging hospitality varies between countries, regions and industries, and what may be common and appropriate in one place may not be in another.

**Personnel must exercise caution when offering or accepting gifts and/ or hospitality to ensure it is not perceived to improperly influence a business outcome.**

### 8.1. Acceptable Gifts and Entertainment

Perenti acknowledges that receiving or giving gifts, entertainment and hospitality of moderate and reasonable value may be customary and in accordance with accepted business practice.

Gifts, entertainment, hospitality and other similar benefits that are reasonable and of moderate value are allowable provided it complies with the following:

- made for the right reason – it is to 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.

- reasonable value – its size is small and in accordance with general business practice.
- at “arm’s length” – all transactions / gifts are to be at an “arm’s length” basis with no special favours and no special arrangements.
- legal – it complies with relevant laws.

### 8.2. Approval of Gifts, Entertainment and Hospitality

Personnel must declare all gifts, entertainment and hospitality or other benefit received or given valued above AUD\$150 (or the foreign currency equivalent) or such other amount as may be determined and communicated by the Managing Director or a member of the Group Executive.

Personnel are required to submit a **Declaration Form to Receive or Give a Gift, Entertainment, Hospitality or Similar Benefit** (as in Annexure A) within 5 working days of receiving or being offered a benefit.

Personnel are to discuss with their manager the fact that they have received a benefit before accepting it, in order to determine the appropriate action. If a spouse, partner or other related person is offered or receives a benefit, then approval must be sought.

Managers need to approve or reject any declarations reported to them within 5 working days of receiving the disclosure from the employee.

Approval for any declarations of gifts, entertainment and hospitality or other benefit received or given above AUD\$1000 may only be provided by the Managing Director.

**Sponsored Travel** – giving or receiving sponsored travel and or invitations to events involving activities over consecutive days, overnight accommodation may only be approved if a direct line manager determines that there are compelling business reasons.

**Benefits to Public Officials** – The provision of gifts, hospitality or entertainment to a Public Official may be a legitimate and justifiable business activity in some circumstances, but the practice can potentially create the perception that Perenti has sought to improperly influence the Public Official to obtain an improper advantage or preferential treatment. The Managing Director must approve entertainment or other benefits provided to a Public Official exceeding AUD\$200 in value or such other amount as may be determined and communicated by the Managing Director.

### 8.3. Gift, Entertainment & Hospitality Register

Declarations for gifts, entertainment, hospitality, sponsored travel or any other benefit must be recorded in the Gift, Entertainment & Hospitality Register maintained by each business unit and the Group function.

## 9. Third Parties: Agents, Suppliers, Contractors, Joint Venture Partners & Others

Perenti engages with a broad range of Third Parties in a variety of circumstances, particularly in its trading activities and across the activities of its supply chain, including the sale and procurement of goods and services. Perenti is also involved in a number of joint ventures.

In certain circumstances, Perenti may be liable for the improper and/or illegal actions of these Third Parties.

Perenti **prohibits** the provision of a benefit to a Third Party where it is expected or possible that some or all of that benefit will be provided or offered to another person, in order to obtain any benefit or improper business advantage for Perenti.

**Third Party** means any individual or organisation you come into contact with during the course of your work, and includes actual and potential clients, customers, suppliers, distributors, Joint venture partners, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and Public Officials.

### 9.1. Communication of Perenti's Policy

Personnel must communicate Perenti's ABAC Policy and this Standard to Third Parties, together with the expectation that the Third Parties uphold Perenti's principles on prohibiting bribery and corruption.

### 9.2. Contracts with Third Parties

Contracts with Third Parties are to be in writing and contain relevant anti-bribery and anti-corruption and audit inspection clauses and assurances and prohibition on conduct that would breach anti-money laundering and Sanction Law.

### 9.3. Know Who We Are Dealing With

It is essential that Perenti knows with who it is contracting, to who it is paying money and from who it is receiving money.

Personnel are required to collect and verify information and identification on Third Parties Perenti makes payments to including where possible, the ultimate legal and beneficial owner of a Third Party.

### 9.4. Internal Controls and Due Diligence

Where Perenti proposes to engage a Third Party to represent it or act on its behalf, it is important to implement appropriate controls (including conducting due diligence) to assess any potential bribery and corruption risk and ensure that the actions of the Third Party will not adversely affect Perenti.

Personnel are to conduct appropriate due diligence (where there may be a high risk of bribery and corruption) before engaging Third Parties, including ensuring that any proposed service fee amounts and terms are reasonable and where appropriate performing background checks.

Where this due diligence identifies any issues of concern, Personnel are to report their concerns to their legal services representative, who will then determine if a more detailed investigation is required before engaging in the proposed relationship. **Annexure B** sets out examples of potential "red flags" that might arise in dealings with a Third Party. If any such flags arise, they are to be immediately raised with a legal services representative.

## 9.5. Joint Ventures

Perenti will ensure that any joint venture that is effectively controlled by Perenti through ownership, management or other involvement complies with Perenti's ABAC Policy and this Standard, or has in place equivalent policies and procedures.

Where Perenti does not exercise effective control within the joint venture, Perenti will take such steps as are open to it to require that any such joint venture complies with this Standard.

## 10. Reporting, Investigations and Contraventions

Personnel are required to report any suspicious conduct or conduct that involves bribery and corruption, including money laundering and breach of sanction laws.

### 10.1. How Do Personnel Report a Concern?

Perenti will support anyone who raises any concerns where that person has reasonable grounds for suspecting an offence has been committed.

Personnel are encouraged to raise concerns about any issue or suspicion of fraud, bribery or corruption at the earliest possible stage with their manager, a member of the legal team or with the Group General Counsel & Company Secretary.

If Personnel are unsure whether a particular matter constitutes fraud, bribery or corruption, or have any other queries or concerns, these are to be raised with their manager, a member of the legal team or the Group General Counsel & Company Secretary.

If Personnel are not comfortable, for any reason, with speaking directly to their manager, a member of the legal team or the Group General Counsel & Company Secretary, then Personnel may report the matter through Perenti's Speak-Up service.

All complaints will be handled in accordance with Perenti's applicable Speak-Up Policy and Speak-Up Standard. Perenti wants to make it clear that under no circumstances will there be any reprisal, harassment or victimisation against any person who makes a complaint about conduct that is subject to the applicable Speak-Up Policy, the Speak-Up Standard and any applicable legislation.

### 10.2. Investigations, Reports Register and Monitoring

Reports of bribery and corruption will be treated seriously and be the subject of an investigation as soon as possible after the matter has been reported.

All investigations will be conducted in a thorough, confidential, objective and fair manner and reasonably and appropriately having regard to the nature of the alleged bribery and corruption and all of the circumstances.

The Group General Counsel & Company Secretary will investigate all matters reported or may appoint an investigation officer on a case by case basis, being a manager or senior executive, internal or external legal counsel, or another suitably qualified person.

At the end of the investigation, the investigation officer will report their findings to the Group General Counsel & Company Secretary.

The Managing Director will determine what action or appropriate response is required by Perenti.

The Group General Counsel & Company Secretary will maintain a register of all reports made under this standard. This will include a record of any investigation and the outcome of those investigations.

### **10.3. Board Reporting**

Where a report of suspected bribery or corruption could be material or potentially involves a breach of any law, then the matter will be immediately referred to the Chairman of the Audit and Risk Committee.

### **10.4. Contraventions**

Disciplinary action may be taken in respect of breaches by Personnel of Perenti's ABAC Policy and this Standard.

Perenti may terminate its business relationship with any Supplier who does not follow this Standard.

Contraventions of bribery and corruption laws may also have serious legal consequences and attract significant criminal or civil penalties for Perenti and Personnel involved in the contravention and may expose Perenti and Perenti Personnel to other financial or reputational damage.

## **11. Management of this Standard**

The Group General Counsel & Company Secretary is the person with primary responsibility for monitoring the effective operation of, and continual improvement of Perenti's ABAC Policy and this Standard.

## **12. Training**

Perenti will provide training in relation to the Perenti's ABAC Policy and this Standard.

## **13. Review of this Standard**

Perenti's ABAC Policy and this Standard will be reviewed every two years to ensure compliance with the laws, regulations and governance best practices.

The Group General Counsel & Company Secretary will monitor the operation of the ABAC Policy and this Standard and applicable law and practice and recommended any changes in the intervening period.



**Mark Norwell**

Managing Director & Chief Executive Officer

Approved by the Board on 30 January 2020

ANNEXURE A – Form

**DECLARATION FORM - TO RECEIVE OR GIVE A GIFT, ENTERTAINMENT, HOSPITALITY OR SIMILAR BENEFIT**

Personnel must declare all gifts, entertainment and hospitality or other benefit received or given valued above AUD\$150 or such other amount as notified by a member of the Group Executive (or the foreign currency equivalent) (“Maximum Gift Amount”).

Forward this Declaration Form to your relevant Manager.

Approval for any declarations of gifts, entertainment and hospitality or other benefit received or given above the Maximum Gift Amount must be approved by your Manager and for amounts above AUD\$1000 it must be approved the Managing Director.

Personnel are required to submit this Declaration Form within 5 working days of receiving or being offered a benefit. Terms used in this form are as defined in the Anti-Bribery & Anti-Corruption Standard

Name of Employee or Director Requesting Approval	Position

It is my intention to receive or give of the following gifts, entertainment, hospitality or sponsored travel or similar benefits.

Receive  or Give

Benefit (Description of the benefit including the purpose and justification as to why appropriate)	Date of Benefit	Name of Organisation	Value (\$)

Personnel must exercise caution when offering or accepting gifts and/ or hospitality to ensure it is not perceived to improperly influence a business outcome or that it might be perceived as bribery. Personnel are to discuss with their manager the fact that they have offered or have received a benefit before giving or accepting it, in order to determine the appropriate action. If a spouse, partner or other related person is offered or receives a benefit, then approval must be sought whatever the value of the benefit.

**Acknowledgement**

In submitting this Declaration Form in the manner above, I acknowledge that:

- I have read and understand Perenti’s Anti-Bribery & Anti-Corruption Policy and Standard;
- The giving or receiving of the above benefits will not give rise to any undue influence;
- The above benefit, if approved will be entered into the Gift, Entertainment & Hospitality Register; and
- If this request is rejected the above benefit will be returned or not offered, as the case may be.

.....  
(Signature of Employee or Director)

.....  
Date

**Approval (to be completed by Manager /Managing Director) as applicable**

<b>Approval Confirmation</b>		
<input type="checkbox"/>	Approved	
<input type="checkbox"/>	Rejected	
..... (Name of authorised person)	..... (Signature of authorised person)	..... Date

## ANNEXURE B – Potential Red Flags

The following is a list of bribery and corruption ‘red flags’ that may arise during the course of a Third Party working for or providing services to Perenti or any Perenti entity in any country

– it is not intended to be exhaustive.

	You learn that a Third Party engages in, or has been accused of engaging in, improper business practices.
	You learn that a Third Party has a reputation for paying bribes or requiring that bribes are paid to them.
	A Third Party insists on receiving a commission or kickback fee payment before committing to sign up to a contract with Perenti, or carrying out a government function or process for Perenti.
	You receive a request for payment in cash and/or a Third Party refuses to sign a formal agreement, or to provide an invoice or receipt for a payment made.
	A Third Party requests that payment is made to a country or geographic location different from where the Third Party resides or conducts business.
	A Third Party requests an unexpected additional fee or commission to “facilitate” a service.
	A Third Party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
	You learn that a fellow employee has been taking out a particular supplier for very expensive and frequent meals.
	You receive a request that a payment is made to “overlook” potential legal violations.
	You receive a request that Perenti provides employment or some other advantage to a friend or relative, or offers the same.
	You receive an invoice that appears to be non-standard or customised or a request to make a payment in a different bank or bank account located in a jurisdiction away from the location of the work.
	You receive an invoice for general work described as “marketing services” or “promotional services” or “logistical services” with no other description of work in fact performed.
	A Third Party insists on the use of side letters or refuses to put terms agreed in writing.
	You receive a request to use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to Perenti.
	You are offered an unusually generous gift, or offered lavish hospitality.
	There is a suggestion of reciprocal favours as part of a business relationship.