



# **ANTI-BRIBERY, CORRUPTION AND GIFTS POLICY**

<b>Issue Number</b>	<b>Date</b>
2	3 February 2020

## **Contents**

OBJECTIVES .....	1
PRINCIPLES .....	1
Prohibition on bribery and corruption – general .....	1
Gifts and entertainment – specific principles .....	2
Gift approval and notification requirements* .....	3
Gifts and entertainment – specific circumstances where a high degree of caution is required....	3
Political donations .....	4
Charitable contributions .....	4
Sponsored Travel .....	4
Local agents and representatives .....	5
Record Keeping .....	5
Reporting Violations and non-retaliation .....	5
Consequences .....	5
Application.....	6

## OBJECTIVES

EDL is committed to conducting its business and activities with high standards of integrity, honesty and transparency.

To achieve this objective:

- EDL will not engage in corrupt business practices;
- EDL will implement measures to prevent bribery and corruption by any director, employee, contractor or other party representing EDL; and
- EDL will, at a minimum, comply with all applicable laws, regulations and standards (including Anti-Bribery and Corruption ('**ABC**') laws) or, where internal policies require a higher standard, will apply and comply with such higher standard.

EDL's ABC and Gifts Policy accords with CK group's ABC and Gifts policies.

## PRINCIPLES

### Prohibition on bribery and corruption – general

As set out in EDL's Code of Conduct, EDL prohibits bribery and corruption, in any form, whether direct or indirect, whether in the private or public sector, anywhere in the world.

Laws exist in each jurisdiction in which EDL operates prohibiting bribery of private individuals and government officials. There are potentially serious consequences for EDL and persons representing EDL for contravention of:

- the *Criminal Code Act 1995* (Cth) and any other applicable anti-corruption laws of Australia;
- the *Foreign Corrupt Practices Act 1977* (US);
- the *Bribery Act 2010* (UK); and
- any other anti-bribery or anti-money laundering law of a country which is applicable in the conduct of EDL's operations,

(together **ABC Laws**). These consequences can include civil and criminal penalties, including substantial fines and imprisonment. EDL employees who engage in misconduct are subject to internal disciplinary action, up to and including termination of employment, in addition to civil and criminal penalties.

To this end:

- an EDL employee must not offer, pay, solicit or accept bribes in any form.
- An EDL employee must not engage in any form of corrupt business practice, whether for the benefit of EDL, the EDL employee or another party.
- Facilitation payments are prohibited.
- Requests for bribes or facilitation payments must be reported to the EDL employee's supervisor, and/or to EDL's General Counsel.
- EDL employees must exercise common sense and judgment in assessing whether an arrangement could be perceived to be corrupt or otherwise inappropriate.

Gifts and entertainment (which for the purpose of this Policy includes personal favours or assistance), conflicts of interest, political engagement, charitable contributions, sponsored travel for government officials and the use of local agents and representatives all give rise to the potential for conduct which may contravene ABC Laws. For this reason, EDL has adopted specific rules in relation to these areas to ensure openness and transparency.

### **Gifts and entertainment – specific principles**

- *Bona fide business purpose* – Giving gifts and entertainment can be a legitimate way of fostering and maintaining good business relationships. Offering and receiving gifts or entertainment must always be for bona fide business purposes. Where EDL is providing the gift or entertainment, there must be a justifiable business purpose for the expense to be incurred. Valid entertainment expenses may include meals and events such as trips, events, accommodation, sporting or other events. The business purpose may be related to fostering the business relationship or be ancillary to a business discussion that takes place during, immediately before or immediately after the event.
- *Appropriate nature and frequency* – Gifts and entertainment should only be accepted if they are reasonably appropriate to the business relationship. EDL prohibits the giving and receiving of gifts and entertainment which are cash or similar (eg gift vouchers), or gifts which go beyond common courtesy associated with general commercial practice. This is to ensure that the offer or receipt cannot be interpreted as creating an obligation on the recipient, and cannot be used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices by EDL.
- *Avoiding perception of undue influence* – Gifts and entertainment must never be offered or received to unduly influence business or government decision making. In addition, EDL employees must not allow the offering or receiving of gifts or entertainment to create the perception that there has been an attempt to improperly influence decision making.
- *Giving Gifts* – Any gift given that has a value greater than AUD\$300 / USD\$250 / GBP£150 / CAD\$300 is subject to notification and approval by an EDL Executive. A gift over this value threshold given by an EDL Executive must be approved by the CEO and if given by the CEO must be approved by the COO or the CFO.
- *Receiving Gifts* – Gifts may only be accepted which are not in cash or equivalent, where they are of small value, and where they are reasonably appropriate to the business relationship. Any gift received that has a value greater than AUD\$300 / USD\$250 / GBP£150 / CAD\$300 is subject to notification (ie per the below table) and approval by an EDL Executive. A gift over this value threshold received by an EDL Executive must be approved by the CEO and if received by the CEO must be approved by the COO or the CFO.
- *Reporting Gifts given or received* – All gifts given or received over the above referred to thresholds in addition to first being approved by an EDL Executive must be notified to the Human Resources department in EDL's relevant office in Australia, US or UK (via ConnX).

## Gift approval and notification requirements\*

Total value of gift/entertainment given/received (not involving government officials)**	Prior approval of EDL Executive	Notification
≤ A\$300/ USD\$250 / GBPE150 / CAD\$300	Not required	Not required
> AUD\$300 / USD\$250 / GBPE150 / CAD\$300	Required	Required Via ConnX (not involving government officials) on Global Intranet
Business meals to discuss EDL – related business, which is within bounds of common business courtesy having regard to the jurisdiction in which it occurs and seniority of EDL attendees	Not required	Not Required
Offer of Item of any value which is refused by EDL employee		Not required, unless refusal was due to concerns that the item was excessive or may be perceived as intended to obtain/retain a business advantage

\*The record must expressly state the nature, purpose and value of the gift or entertainment and also details of the giver/receiver.

\*\* Gifts/entertainment involving government officials require Board approval.

## Gifts and entertainment – prohibited behaviours

The offering and receiving of gifts and entertainment in connection with EDL’s business must always comply with the above principles. Without limiting those principles, an EDL employee must not:

- Request gifts or entertainment of any kind from any organisation or person with which EDL does business (including, without limitation, suppliers, business partners and customers).
- Exchange gifts or entertainment with a government official, or any other person, during periods in which they, or you (EDL employee), are to make important decisions affecting EDL’s business (for example, during a tender or bidding periods).
- Offer or receive gifts or entertainment where the cost or nature of the item exceeds any of the thresholds AUD\$300 / USD\$250 / GBPE150 / CAD\$300 without EDL Executive approval and reporting or exceeds any applicable legal restrictions.

## Gifts and entertainment – specific circumstances where a high degree of caution is required

EDL requires the exercise of a high degree of caution in relation to the provision of gifts or entertainment to government officials. The provision of gifts or entertainment to a government official may be a legitimate and justifiable business activity in some circumstances, but the practice can potentially create the perception that EDL has sought to improperly influence the government official to obtain an improper advantage or preferential treatment.

When accepting gifts of any value from a government official an EDL employee must adhere to the approval and notification requirements under this Policy, referred to above.

## **Political donations**

As set out in EDL's Charity and Community Involvement Guidelines, EDL does not donate to campaign funds for any political party, politician or candidate for public office in any country. EDL employees must not, in an official EDL capacity, make such a donation. All other political related donations or contributions by EDL require Board approval.

Most Australian States cap the level of donations which can be received from Australian businesses and individuals and various States have moved to ban political donations from foreign persons.

## **Charitable contributions**

EDL recognises the value of contributing to registered charities and communities. EDL encourages and supports all employees who want to make a difference to the community.

All charitable contributions must be managed in accordance with EDL's Charity and Community Involvement Guidelines and formally notified as set out in the Guidelines.

## **Sponsored Travel**

EDL prohibits the payment of travel and travel related expenses for government officials (unless such payment has been approved by EDL's CEO).

The CEO may grant exceptions to the general prohibition provided:

- the payment is for reasonable and bona fide expenditure properly incurred in relation to travel or travel related activity; and
- the travel is directly related to the promotion, demonstration or explanation of EDL's business, products or services or directly related to the performance of a contract with a government or government owned organisation.

This prohibition does not apply to travel undertaken by a government official or employee:

- to an EDL facility in connection with the execution or performance of their regulatory functions; or
- on an EDL site-approved vehicle,

in both cases where, for health and safety reasons, EDL organises and facilitates the travel arrangements to such facility or on such site-approved vehicle.

EDL's Travel Policy contains further information about EDL's requirements in relation to business travel.

## **Local agents and representatives**

It may, in certain circumstances, be necessary for EDL to engage a local agent or representative to represent EDL's interests. Examples of third party representatives may include advisers, agents, consultants, introducers and finders, and political lobbyists. The prohibitions in this policy apply to third parties engaged to represent EDL's interests, breach of which could result in termination of their engagement.

The prior approval of EDL is required for the appointment or engagement of any local agent or representative.

EDL remains responsible for the acts of its local agents and representatives. Therefore, all local agents or representatives must be chosen with care and EDL should consider the matters set out below:

- the agent's or representative's reputation and qualifications should be thoroughly checked;
- give consideration to the agent or representative being made aware of, and possibly agreeing in writing to comply with, EDL's Code of Conduct and this Policy;
- the remuneration payable to the agent or representative should be clear, reasonable for services being rendered and not provide incentives for the agent or representative to act improperly; and
- the appointment of the agent or representative should be documented in a written agreement and give consideration to including in the agreement suitable anti-bribery and corruption clauses, performance monitoring and audit rights to ensure compliance and termination rights for failure to comply with the ABC Laws.

## **Record Keeping**

An accurate and auditable record of all gifts, entertainment and payments to government officials, employees (where required under this Policy) and any others must be maintained in accordance with generally accepted accounting principles. No entry should be made in EDL's records that distorts or disguises the true nature of any such transactions.

## **Reporting Violations and non-retaliation**

EDL employees must immediately report any suspected or actual violation of this Policy. They may report to any of the people listed in EDL's Code of Conduct or Whistle-blower Policy.

In line with EDL's Code of Conduct, any person reporting such breaches will be protected from retribution (where not implicated in such breaches).

## **Consequences**

Any breach of this Policy is a serious matter which will be investigated and addressed by EDL.

Disciplinary action will be taken against anyone who breaches this Policy and the type of disciplinary action will depend on the nature of the breach.

## **Application**

This Policy applies to all EDL directors, executives, managers, employees and contractors (where they are under a contractual obligation to comply).



