

# AMA GROUP

## Anti-Bribery and Corruption Policy

### 1. Introduction

AMA Group Limited, together with its controlled entities (AMA or Group) is committed to complying with the laws and regulations of the countries in which its businesses operate and acting in an ethical manner.

This Anti-Bribery and Corruption Policy (Policy) provides a framework of guidelines and principles to encourage ethical behaviour in our business conduct.

This Policy applies to all Personnel as defined in section 3 and expands on the principles we have set out in our Code of Conduct.

Bribery and the related improper conduct referred to in this Policy are serious criminal offences for both AMA and any individuals involved.

### 2. Purpose

The purpose of this Policy is to:

- set out the responsibilities of AMA and its Personnel in observing and upholding the prohibition on bribery and related improper conduct; and
- provide information and guidance on how to recognise and deal with instances of bribery and corruption.

### 3. Definitions

#### Personnel

Personnel includes:

- all directors, senior executives, employees and officers of AMA; and
- contractors (including sub-contractors) of AMA, occupying permanent or part time fixed term contracts.

#### Public Official

A Public Official includes:

- an employee, official or contractor of a government body or state-owned or state-controlled enterprise;
- 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 a public international organisation (such as the European Union, the OECD or 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
- a party official or candidate for public office.

#### 4. Policy Statement

Personnel must:

- understand and comply with this Policy;
- not give, offer, accept or request bribes, facilitation payments, secret commissions or other prohibited payments or engage in money laundering or cause any of them to be given, offered, accepted or requested;
- not approve any offers, or make, accept or request an irregular payment or other thing of value, to win business or influence a business decision in favour of the Group;
- comply with any reporting and approval processes for gifts, entertainment or hospitality;
- maintain accurate records of dealings with third parties; and
- be vigilant and report any breaches of, or suspicious behaviour related to, this Policy.

#### 5. Bribery

Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide AMA with business or a business advantage that is not legitimately due. Merely offering a bribe will usually be sufficient for an offence to be committed.

Bribery can take many forms. The benefit that is offered, given or accepted may be monetary or non-monetary. For instance, it may involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or lavish corporate hospitality.

Bribery may be indirect, for example where:

- a person procures an intermediary or an agent to make an offer which constitutes a bribe to another person; or
- an offer which constitutes a bribe is made to an associate of a person who is sought to be influenced.

Examples of "red flags" indicative of bribery or corruption are set out in Annexure A.

Personnel must not give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. Under no circumstances will the Group approve of any offers, or make, request or receive an irregular payment or other thing of value, to win business or influence a business decision in AMA's favour.

#### 6. Facilitation Payments, Secret Commissions and Money Laundering

Facilitation payments are typically minor, unofficial payments made to secure or expedite a routine government action by a Public Official.

Secret commissions typically arise where a person or entity (such as an employee of the Group) offers or gives a commission to an agent or representative of another person (such as a customer of AMA) that 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.

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.

The making of facilitation payments, secret commissions and money laundering by AMA and its Personnel are also prohibited.

## **7. Gifts, Entertainment and Hospitality**

This Policy does not prohibit normal and appropriate entertainment and hospitality given and received to or from third parties (other than to Public Officials).

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- it is done for the purpose of general relationship building only;
- it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- it complies with the local law of the jurisdiction in which the expenditure is made;
- it is given in an open and transparent manner;
- it does not include cash, loans or cash equivalents (such as gift certificates or vouchers); and
- gifts of whatever type or value are not offered to, or accepted from Public Officials.

AMA understands that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable somewhere may not be somewhere else. The test to be applied is whether in all the circumstances the gift, entertainment or hospitality is reasonable and justifiable. The intention behind the gift, entertainment or hospitality should always be considered.

In order to ensure proper implementation of this Policy, you are required to notify your divisional Chief Financial Officer (or Group Chief Financial Officer as appropriate) in writing (via email) of all gifts, entertainment and hospitality given or received, with a value in excess of AUD\$150 (for employees in Australia) and NZD\$150 (for employees in New Zealand). All Chief Financial Officers to whom notification is provided must maintain a record of all such notifications received by them.

## **8. Political and Charitable Donations**

All dealings with Public Officials which relate to the Group and its business activities must be conducted at arm's length and with the utmost professionalism to avoid any perception of attempting to gain an advantage.

Political donations must not be made at business unit or divisional level. Any political donations must be authorised by the AMA Group Limited Board and disclosed as required by law, and recorded in the Group's accounts.

The Group only makes charitable donations that are legal and ethical under local laws and practices. No donation may be offered or made without the prior approval of AMA's Chief Financial Officer or Chief Executive Officer.

## **9. Maintain Accurate Records**

The Group keeps financial records and has appropriate internal controls in place which will evidence the business reason for making any payments to third parties.

You must ensure all expense claims relating to gifts, entertainment, hospitality or expenses incurred to third parties are submitted in accordance with AMA's expense policy and specifically record the reason for the expenditure, the people involved and their position.

All accounts, invoices and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts can go unrecorded to facilitate or conceal improper payments.

## **10. Dealing with Third Parties**

It is important that any Group entity proposing to engage a third party implements appropriate controls to ensure that the actions of the third party will not adversely affect AMA. For these purposes, a "third party" may include actual or potential agents, distributors, suppliers or purchasers.

AMA's Chief Executive Officer is responsible for determining which third parties require specific anti-bribery controls. AMA's Chief Executive Officer will make that determination having regard to this Policy and the nature and location of the work being undertaken by those third parties, and in accordance with any guidelines issued by AMA from time to time.

## **11. Reporting Breaches and Suspicious Behaviour**

Personnel must report any breaches of, or suspicious conduct in relation to, this Policy. This includes behaviour that makes Personnel and others engaged in activities for AMA feel threatened or under pressure to engage in improper conduct.

Reports should be made to:

- your Manager or HR representative (as appropriate); or
- in accordance with the Group's Whistleblower Policy.

Personnel who wish to raise a concern or report a breach may be worried about possible repercussions. AMA encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offense has taken place, or may take place in the future. Detrimental treatment covers dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. For further details refer to the Group's Whistleblower Policy.

## **12. Policy Access and Training**

This Policy will be made available to all Personnel via the following channels:

- posting the Policy on the staff intranet or other communication platform;
- posting the Policy on staff noticeboards, as appropriate; and
- incorporating the Policy in any induction information packs and training for new starters.

To the extent applicable to their roles, training may be provided periodically to enable Managers or designated contacts to provide guidance to other Personnel.

This Policy is also available on AMA's website.

**13. Breach of this Policy**

A breach of this Policy by Personnel may be regarded as serious misconduct, leading to disciplinary action, which may include termination of employment. Breach of this Policy may also expose Personnel to criminal and civil liability and could result in imprisonment or in the imposition of a significant financial penalty.

**14. Review**

This Policy will be reviewed at least once every two years (or earlier if required) to determine its adequacy for current circumstances and make any appropriate amendments.

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<b>Approved By</b>	AMA Group Board	<b>Maintained By</b>	AMA Group Board

## Annexure A – Potential Risk Scenarios – “Red Flags”

The following is a list of bribery and corruption “red flags” that may arise during the course of working for or providing services to AMA. The list is for illustration only and is not intended to be exhaustive. If you encounter any of the following, you must report them promptly in accordance with section 11 of this Policy.

- 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 fee payment before committing to sign up to a contract with an AMA entity.
- You are requested to undertake work or instruct a third party to undertake work that does not appear to be related to AMA’ business.
- A third party requests payment in cash and/or refuses to sign a formal commission or fee 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 requests lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
- You learn that a colleague has been taking out by a particular supplier for very expensive and frequent meals.
- A third party requests that a payment is made to “overlook” potential legal violations.
- A third party requests that an AMA entity provide employment or some other advantage to a friend or relative.
- You receive an invoice from a third party that appears to be non-standard or customised.
- A third party insists on the use of side letters or refuses to put terms agreed in writing.
- You notice that an AMA entity has been invoiced for a commission or fee payment that appears large given the service stated to have been provided.
- A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the AMA entity concerned.
- You are offered an unusually generous gift or offered lavish hospitality by a third party.