

POLICY 36

BRIBERY AND CORRUPTION

RESPONSIBILITY: GENERAL COUNSEL

1 INTRODUCTION

The Group is committed to being a responsible corporate citizen. The Group interprets its responsibilities as not only requiring it to abide by the laws respectively binding upon each of its Group entities, but also requiring it to conduct its business in accordance with the ethical principles and practices set out in the Group Code of Conduct/Values.

The Board has charged management with and requires that the Code extend to the Group as a whole, including the Board and the Group's executives and personnel generally so as to create a culture within the Group that promotes ethical and responsible behavior.

An important element of the Code addresses bribery and corruption and states that "corrupt practices" are not acceptable, irrespective of local standards and practices in the place of business.

This policy provides further guidance.

2 PRINCIPLES AND PURPOSE

The Group is committed to conducting its business ethically and with honesty and integrity, with a "zero-tolerance" approach to Bribery and Corruption.

This policy is consistent with the laws and business practices of the Group's parent company (ie. Australia). To the extent to which the laws and business practices of any place in which a Group member may do business:

- provide a higher standard of ethical probity than the terms of this policy, then to the extent to which they do, that higher standard is to be observed and complied with;
- provide a lower standard of ethical probity than the terms of this policy, then the terms of this policy will apply.

Nothing in this policy absolves a Group Member or a Person from regulatory compliance with any local laws that may apply.

3 MEANINGS OF TERMS USED IN THIS POLICY

Bribery"/"Corruption includes any circumstance where one person (whether directly or indirectly through the intermediation of a third party(s)) in any manner (expressly or impliedly) offers or gives, seeks, accepts or acquiesces in the acceptance of a payment, gift, favour or advantage (financial or otherwise) to or from another:

- to improperly influence the outcome of a dealing or transaction;
- to induce or reward improper conduct; or
- to gain any improper commercial, contractual, regulatory, political or personal advantage.

Group Member means the Company and each subsidiary and related company of the Company.

Facilitation Payment refers to where a relatively small payment, reward or benefit is passed (directly or indirectly through the intermediation of a third party(s)) for the purpose of expediting or facilitating the performance or completion of an administrative, bureaucratic or relatively routine function or action, especially but not necessarily by a government or public official or employee, the service for the provision of the function or action is legally required to be delivered in any event.

Person means each director, officer, employee, agent, contractor and other party acting or purporting to act for or on behalf of a Group Member.

Gifts/Hospitality Benefits includes a benefit arising from the provision of hospitality (including attendance at social and sporting functions, meals and entertainment events) or the conferment of a gift or token of appreciation (whether or not of material financial or other value).

Designated Officer means an officer designated by the Group to receive information from Persons in the terms of this policy and includes the Company Secretary.

4 POLICY PROHIBITIONS

- a. Subject to paragraph (b), Persons must not directly or indirectly including through a third party intermediary:
 - engage in Bribery and/or Corruption;
 - make or receive a Facilitation Payment;
 - make or receive a Gift/Hospitality Benefit.
- b. The prohibitions in paragraph (a) do not limit:

- the making of a Facilitation Payment where the Person is being extorted and coerced to make it against the imminent threat of prejudice to the safety of liberty of the Person or another Person (or family members of such Persons) PROVIDED THAT the Person promptly then reports the making of the Facilitation Payment to a Designated Officer;
- the making or receipt of a Gift/Hospitality Benefit within prudential guidelines and practices published from time to time by the Group where the Gift/Hospitality Benefit is part of a legitimate sponsorship arrangement entered into by and for the benefit of Group Member on bona fide commercial “arms-length” terms or:
 - is made or received in the name of the Group Member and not in the name of a Person; AND
 - is not contrary to the ethics and values in the Group's Code of Conduct/Values; AND
 - is given or received openly and not in secret; AND
 - is of a relatively notional or limited value having regard to the financial and other circumstances of the recipient; AND
 - is reasonable, justifiable, appropriate and proportionate in the context of the culture and accepted prudential business practices of both Australian and the place where the Gift/Hospitality Benefit is made or received; AND
 - is not illegal in the place where the Gift/Hospitality Benefit is made or received; AND
 - is not made or received so as to induce an improper or preferential decision or action to be taken; AND
 - is transparently accounted for in accordance with prudential guidelines and practices published from time to time by the Group.

5 OTHER RELEVANT RESPONSIBILITIES OF PERSONS

It is the responsibility of all Persons to:

- comply with and assist in the implementation of this policy;
- read and understand this policy;
- raise concerns with a Designated Officer about any instance, circumstance or suspicion, based on reasonable grounds, that may indicate a breach or potential breach of this policy (refer also to the Group's Whistleblowing Policy);
- refuse to take part in any Bribery, Corruption or Facilitation Payment or to receive any Gift/Hospitality Benefit which are prohibited by this policy.

6 POLICY REVIEW

This policy will be the subject of periodic review (and as appropriate recommended revision) by management, reporting to the Board via the Board Risk Committee, to ensure that the policy at least meets both regulatory and contemporary industry standards and practices, as well as the delivery of the policy's principles and purpose.