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## 1 PURPOSE

This document outlines the BUMA Australia Pty Ltd (BUMA) policy for Anti-Bribery and Corruption, Gifts and Benefits. The purpose of this policy is to:

- a) set out BUMA’s responsibilities, and of those of us who are working for BUMA, to comply with BUMA’s prohibition of bribery and corruption of public officials, secret commissions, facilitation payments and kickbacks, and improper gifts and hospitality;
- b) provide information and guidance to those working for BUMA on how to recognise and deal with bribery and corruption issues; and
- c) establish controls to ensure compliance with all applicable anti-bribery and corruption regulations.

## 2 SCOPE

This policy is applicable to the Company, Directors, employees, contractors and Whistleblowers.

## 3 DEFINITIONS

<b>Agent</b>	A person who is authorised to act for or represent BUMA in dealing with a third party.
<b>Benefits</b>	Any non-tangible item of value, including preferential treatment or access to proprietary information, which is conferred by an external party on a Director, employee or contractor of BUMA.
<b>Board</b>	The Board of Directors of BUMA Australia
<b>CEO</b>	The Chief Executive Officer of BUMA Australia
<b>Company</b>	BUMA Australia Pty Ltd
<b>Connected Person</b>	In relation to a Director, employee or contractor: <ul style="list-style-type: none"> <li>• their spouse or domestic partner and child or stepchild and immediate family;</li> <li>• a relative who has shared their household for at least 12 months as at the date of the relevant conduct;</li> <li>• companies that are associated with them, or their connected persons by virtue of them holding (together or separately) 20% or more of the securities or controlling the exercise of 20% or more of the voting power at any general meeting;</li> <li>• a trustee where the beneficiaries of the trust include them or any of their connected persons;</li> <li>• their business partners and business partners of their connected persons; and</li> <li>• companies in which they are a director, or a senior executive concerned in, or taking part in, the management of BUMA.</li> </ul>
<b>Contractor</b>	An individual, company or business that carries out work, performs services or provides materials or equipment, for BUMA under a contract and includes subcontractors and suppliers.
<b>Corporate Hospitality</b>	The provision of hospitality and entertainment for official Company purposes to corporate customers, key stakeholders and interest groups
<b>Gifts</b>	Any tangible item of value, including money, alcohol, favours, hospitality, entertainment, tickets to sporting events, travel and accommodation, which is presented by an external party to a Director, employee or contractor of BUMA and that recipient does not pay fair market value.
<b>Gifts of Nominal Value</b>	The following types of Gifts are defined as Gifts of Nominal Value: <ul style="list-style-type: none"> <li>• Token gifts – modest gifts offered in business situations (and not as personal gifts) and as a common courtesy associated with general commercial practice to official representatives of BUMA, and are usually small office or business accessories with a value of less than AU\$100;</li> <li>• Ceremonial gifts – gifts with a value of less than AU\$100 used to express gratitude during the conduct of official business between BUMA and an external party; and</li> <li>• Seasonal or special occasion gifts – gifts with a value of less than AU\$100 given during a festive season, or in appreciation for performing specific tasks or for exemplary performance of duties.</li> </ul>
<b>Public Official</b>	Includes public servants, employees of government owned or controlled enterprises, and any person who is standing for public office or is elected or appointed to any public office.
<b>Whistleblower</b>	A person as defined in the Speaking Up policy.

## 4 OVERVIEW

BUMA is committed to compliance with the law in all countries in which it operates, as well as maintaining its reputation for ethical practice.

It is the policy of BUMA to conduct all of our business in an open, honest and ethical manner. BUMA prohibits any activity that seeks to bribe or otherwise improperly influence a public official in any country that differs from that official's proper duties.

BUMA employees should act fairly, with honesty and integrity to maintain high ethical standards and uphold BUMA's reputation. This Policy expands on the principles we have set out in our Code of Conduct.

Not all situations can be directly addressed within a policy. Reason, propriety and judgment must also be brought to contexts addressed in this policy.

#### 4.1 Consequences of Contravening the Policy

BUMA considers contravention of this Policy a serious matter and reports of any contravention will be investigated by BUMA.

Disciplinary action, including termination for misconduct, may be taken against any Director, employee or Contractor of BUMA who contravenes this Policy.

It is important to note that BUMA's Directors, employees and Contractors may also be personally liable for contravening this Policy.

Depending on the nature and severity of a contravention, the circumstances may be referred to relevant authorities.

#### 4.2 Speaking Up and reporting of Anti-Bribery and Corruption matters

BUMA fosters a culture of speaking up to encourage reporting of any suspicion of a Bribery and/or Corruption incident, or other concerns relating to anti-bribery and corruption without fear of reprisal.

We work to ensure all Whistleblowers understand:

- (a) how to report a Bribery and/or Corruption incident, or other concern relating to BUMA;
- (b) their right to remain anonymous and what happens when they report their concerns; and
- (c) how they will be supported so that they can feel safe in expressing their concerns and not be subject to reprisals in response to expressing their concerns.

BUMA encourages you to report actual or suspected of Bribery and Corruption as soon as you become aware of it. You can make a report to one of the Disclosure Officers as follows:

Name	Role	Email	Telephone
Kate Van Kempen	GM – People & Culture	Kate.vankempen@buma.com.au	0474 797 305
Ian Briggs	General Counsel	Ian.briggs@buma.com.au	0411 239 427

Alternatively, you may make a report using our whistleblowing service, Your Call. Your Call is an external, independent provider that provides confidential reporting of Whistleblower concerns related to this policy. Reporting to Your Call also enables your report to be made anonymously if you choose to do so. You can make a Whistleblower report to Your Call:

- (i) Online: <https://www.yourcall.com.au/report> You will be required to enter BUMA's unique identifier code 'BUMA'.
- (ii) By phone using Your Call's external reporting hotline: 1300 790 228 (7am to midnight AEST on business days).

## 5 BRIBERY AND CORRUPTION

Bribery and corruption are illegal. BUMA prohibits bribery and corruption in all its business dealings, whether directly or via any third party.

Most countries have laws that prohibit bribery and corruption domestically. Australia, the United Kingdom and the United States, amongst others, also have laws that prohibit bribery even when it is committed in another country.

A breach of these laws is a serious offence, that can result in imprisonment and substantial fines to both the individual involved and BUMA. Any perception of a breach of these laws is also likely to have a seriously negative reputational impact on BUMA and our people.

### 5.1 What is Bribery?

Bribery is the offer, promise, giving, soliciting, demand or acceptance of anything of value (whether directly or indirectly) to or from any person in order to improperly secure business or other advantage, to distort a decision-making process, to influence that person's decision, to secure an improper commercial advantage, or to enter into a dishonest arrangement. It does not matter whether the bribe is given or received directly or through a third party.

A bribe can include the following forms regardless of the amount offered or received:

- 
- Cash or cash equivalent (e.g. discounts, gift cards)
  - Gifts
  - Entertainment and other hospitality
  - Travel or accommodations
  - Flights
  - Sponsorships or donations
  - Favours or decisions (e.g. awarding jobs, contracts, offers of employment. uncompensated use of company services or facilities)

You must not engage in any form of bribery, either directly or through any third party (such as an agent). Specifically, employees must not bribe a foreign public official anywhere in the world.

## 5.2 What is Corruption?

Corruption is the abuse of a position of employment or trust to gain an advantage in contravention of duty and the law.

## 6 FACILITATION PAYMENTS AND KICKBACKS

The laws in Australia and the USA contain an exception to their bribery/ corruption regulations to allow the making of facilitation payments.

### 6.1 What is a Facilitation Payment?

Facilitation payments are a form of bribery and involve a small payment to a government agency or Public Official to fast track or secure the performance of an action that is routine or ordinarily and commonly performed.

As a general rule, and in accordance with BUMA's Code of Conduct, you are prohibited from making facilitation payments. You are also prohibited from getting someone else, including agents or business acquaintances, to make a facilitation payment on BUMA's behalf or on behalf of any of BUMA's people. This prohibition does not include the use of a recognised fast track procedure which is open to all on payment of a fee.

Notwithstanding this general prohibition on facilitation payments, in limited circumstances, where there is no reasonable alternative but to make a facilitation payment because of a direct or imminent threat to personal safety or wellbeing then, it is possible to seek approval for the making of that facilitation payment.

Kickbacks are typically payments made in return for a business favour or advantage. You must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by BUMA.

### 6.2 Making Facilitation Payments

In order to obtain approval to make a facilitation payment, the following Notification and Approval Process must be complied with:

- endeavour to avoid making the payment;
- before making the payment, seek and obtain written authority from General Counsel to make the payment by providing the following information:
  - a) the amount to be paid;
  - b) the date on which the payment is to be made;
  - c) the exceptional circumstances that apply;
  - d) the identity of the foreign person or party to whom or on whose behalf payment is to be made; and
  - e) details of the routine government action or approval that the payment will expedite or secure.

This policy does not contemplate there being any exceptional circumstances warranting the making of facilitation payments in developed countries where BUMA operates, such as Australia.

## 7 GIFTS AND BENEFITS

### 7.1 Why are Gifts and Benefits a Concern?

Offering or accepting Gifts, Benefits and hospitality is a legitimate contribution to building good business relationships. From time to time, external parties may offer or give BUMA's Directors, employees and Contractors certain Gifts and Benefits. While some Gifts and Benefits are acceptable, others have the potential to appear to compromise the integrity of BUMA and its Directors, employees or Contractors.

All BUMA Directors, employees and Contractors need to exercise extreme care when offering or accepting Gifts, Benefits or hospitality in order to maintain the reputation of BUMA against allegations of misconduct and to ensure that anti-bribery and corruption laws are not breached.

## 7.2 Certain Gifts and Benefits Prohibited

You must not give or accept:

- Gifts or Benefits that could be seen to influence the recipient in carrying out their duties, induce or reward improper performance, regardless of their value;
- monetary gifts or equivalent such as cash, cheques, money orders, traveller's cheques, gift cards, or direct deposits;
- any Gift or Benefit for any duties performed or not performed by the recipient particularly where acceptance may give rise to an actual, potential or perceived a conflict of interest;
- Gifts or Benefits that are intended to generally ingratiate the giver with the recipient or favourable treatment in the future;
- Gifts or Benefits to or by anyone involved in any stage of a tendering process from any organisation involved in a bid or tender with the Company;
- Gifts, hospitality or entertainment of an inappropriate nature or at an inappropriate venue; and/ or offers of sponsored travel and accommodation (including for your spouse or partner). If there is a valid business purpose to incur travel and accommodation expenses, then BUMA will pay for these expenses.

## 7.3 Soliciting Gifts and Benefits

You must:

- not solicit or request any Gift or Benefit in connection with your position with BUMA; and
- take reasonable steps to prevent any of your Connected Persons from soliciting or accepting Gifts and Benefits from external parties.

## 7.4 Seeking Prior Approval

Provided that the Gift or Benefit complies with section 7.2 Certain Gifts and Benefits Prohibited you are not required to seek the prior approval of the General Counsel in order to give or accept Gifts of Nominal Value

unless:

- you are unsure whether it is appropriate to give or accept that Gift or Benefit; or
- the same external party has offered or given to you another Gift or Benefit, irrespective of the value, within the last 12 months (or vice versa); or
- the person giving or accepting the Gift or Benefit is a Public Official,

in which case, you must comply with the approval process set out in section 7.6 Approval Process.

## 7.5 Notification

- Even if you are not required to obtain the prior approval of and notification to General Counsel to give or accept a Gift or Benefit described in section 7.4 Seeking Prior Approval, if you do offer or accept such a Gift or Benefit you must notify your line manager in writing as soon as possible after giving or acceptance; and
- are encouraged to notify General Counsel in accordance with section 7.6 Approval Process if you wish to do so.

## 7.6 Approval Process

If you give, are offered or have accepted a Gift or Benefit and are required to notify General Counsel of that Gift or Benefit, you must submit a signed and completed Gift Reporting Disclosure Form to General Counsel before 5:00pm on the first day after you give, offer or have accepted the Gift or Benefit.

Upon receiving notification, General Counsel will:

- consider the offer or acceptance;
- notify you whether such acceptance is appropriate; and
- update the Gifts and Benefits Register in accordance with section 7.10 Recording Gifts and Benefits as soon as possible.

## 7.7 Special Circumstances

In situations where:

- it is not possible, for relationship or logistical reasons, to seek approval prior to giving or accepting a Gift or Benefit which would otherwise require approval, the Gift or Benefit should be given or accepted, and approval of the General Counsel should be sought immediately. If approval is not subsequently granted, the Gift or Benefit must be disposed of in the manner specified by the General Counsel
- it is impractical or inappropriate, for relationship or logistical reasons, to decline a Gift or Benefit which would otherwise be unacceptable, the General Counsel may approve it on the basis that it is appropriately disposed of in the manner specified by General Counsel.

### 7.8 Meals and Entertainment

Subject to section 7.2 Certain Gifts and Benefits Prohibited, meals and entertainment may be given or accepted if the meal or entertainment is to discuss BUMA-related business and is within the bounds of common courtesies associated with general commercial practice and is valued under \$A400.

### 7.9 Corporate Hospitality

Subject to section 7.2 Certain Gifts and Benefits Prohibited, you are not required to seek the prior approval of General Counsel in order to provide Corporate Hospitality that is authorised by a person holding the relevant Delegation of Financial Authority.

### 7.10 Recording Gifts and Benefits

Each manager is responsible for maintaining written records of all Gifts and Benefits notified to and approved by them in accordance with section 7.5 Notification, both accepted and declined and irrespective of value, which may be reviewed by General Counsel from time to time.

The Legal team secretariat will maintain a register of the details of all Gifts and Benefits notified to the General Counsel in accordance with section 7.6 Approval Process, both accepted and declined and irrespective of value.

## 8 WORKING WITH THIRD PARTIES

Third parties retained to act on behalf of BUMA must be chosen carefully and engaged appropriately, as any improper conduct by a third party could damage BUMA's reputation and expose BUMA and its individual Directors, employees and Contractors to criminal or civil legal liability or other sanctions.

Before entering into any relationship with a third party, appropriate due diligence must be made on that third party. The necessary due diligence process will vary depending on the nature of the proposed relationship, but will typically require, among other things, an investigation of whether:

- the third party is reputable, competent and qualified to perform the work for which they are being hired;
- the compensation the third-party requests is reasonable and has a commercial basis;
- the proposed arrangement complies with all applicable legal requirements; and
- there is any conflict of interest that means engaging the third party would be inappropriate.

BUMA's anti-bribery and anti-corruption requirements should be communicated to all Contractors.

You must report any breaches of this policy or any behaviour that is inconsistent with this policy by third parties to your direct manager, who will determine what action may be necessary.

## 9 WORKING WITH GOVERNMENTS

BUMA respects and cooperates with government agencies and authorities wherever we conduct business.

BUMA's ability to conduct business is directly affected by government decision-making, and it seeks to have open and positive relationships with governments and their agencies, officials and personnel.

Employees and others must forward all communications and requests for non-routine information received from government agencies and authorities to General Counsel as soon as they receive them, who will then ensure that all information is accurate and appropriate for the purpose. Errors or omissions may damage BUMA's reputation and credibility and could be illegal.

Employees and others who make representation on behalf of BUMA on government matters must comply with all applicable laws and regulations relating to corporate participation in public affairs.

## 10 POLITICAL AND CHARITABLE CONTRIBUTIONS AND ACTIVITIES

### 10.1 Political Contributions and Activities

BUMA does not make political contributions in cash or in-kind to any political party, politician, elected official or candidate for public office in any country and does not participate directly in the activities of political parties, without prior approval of the CEO or Chairman. This includes paid attendances at events or activities organised by a political party, politician or an organisation affiliated with a political party or politician.

BUMA's people may participate in political events or activities provided that:

- such participation is on a personal basis only; and
- the activities are not being carried out on behalf of BUMA.

## 10.2 Charitable Donations

Charitable donations in certain circumstances can be seen as a form of corruption. For example, 'donating' to illegitimate organisations can be used to conceal corrupt payments.

Care must be taken to ensure that the charity or cause is legitimate. Charitable donations must not be made to:

- improperly secure business or other advantage;
- distort a decision-making process;
- influence that person's decision;
- secure an improper commercial advantage; or
- enter into a dishonest arrangement.

## 11 REFERENCED & ASSOCIATED DOCUMENTS

### 11.1 Policies

- Code of Conduct
- Speaking Up Policy
- Delegations of Financial Authority