



team:grace

Anti-Bribery and Corruption Policy

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Purpose

Grace is committed to complying with the law and ensuring the highest standard of honesty and integrity in all its activities. Grace has zero tolerance for and strictly prohibits bribery, corruption and fraudulent or dishonest conduct by team members. The purpose of this policy is to ensure all understand:

- How you should conduct yourself and your obligations to minimise the risk of bribery, corruption or fraud occurring in connection with Grace’s operations;
- Your obligations when offering or being offered gifts or hospitality;
- Your responsibilities to recognise and deal with bribery, corruption or other improper conduct; and o what to do if you have any concerns that a team member may be acting outside this policy and/or engaging in unlawful conduct.

This policy should be read together with the Gifts and Hospitality Procedure and FAQs.

Who does this policy apply to:

This policy applies to everyone who works at Grace including all employees and contractors. Definitions In this Policy the following words or phrases mean the following:

WORD/PHRASE	MEANING
Bribery means	A bribe is any inducement, reward or object/item of value offered to an individual in order to gain commercial, contractual, regulatory or personal advantage. This involves offering or giving a benefit to a person with the intention of gaining an undue advantage, by improperly influencing the recipient to act in a certain manner in the exercise of that person’s official duties. Bribery includes facilitation payments and secret commissions. A bribe may be direct or indirect; an example of an indirect bribe is if a bribe is arranged through a third party, such as a business associate or family member
Facilitation payment mean	Facilitation payments are a type of bribe. These are typically minor, unofficial payments made to secure or expedite a routine government action by a government official. This type of payment is commonly sought or expected in some jurisdictions and is prohibited under this policy and under the Australian and New Zealand and New Zealand laws that apply to Grace.
Secret Commissions means	Secret commissions are payments offered or made (typically as an inducement) to an agent or representative of another person (such as a supplier to Grace), which are not disclosed by that agent or representative to their principal. These payments are effectively bribery of the agent or representative to corruptly influence the conduct of the principal's business. They are illegal under Australian and New Zealand law and prohibited under this policy
Corruption means	Corruption is the misuse of power or position for private gain. This can include dishonest and fraudulent behaviour or bribery

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Fraud means	Fraud is any dishonest activity causing actual or potential financial loss to any person or entity, and may include stealing, creating or using falsified Grace records or documentation, concealing or destroying, with the intention to conceal, Grace records or documentation, or using Grace information or your position for an improper purpose and/or personal financial benefit.
Public Official means	A public official includes anyone involved in the service, on a full or part-time basis, of a government, statutory authority or a wholly or partially state-owned enterprise. Relationships with public officials pose a greater risk of breach of this policy and relevant laws, and as a result may be subjected to greater scrutiny.
Gift means	A gift may include any tangible item of value, service of value, favour that enhances a person materially, benefit or thing of value, including cash, or item, service, favour, benefit or thing given at less than market value.
Hospitality means	Hospitality may include any meal, travel, entertainment, including attendance at sporting and other events, accommodation, vouchers or certificates which are capable of being exchanged or redeemed for corporate hospitality items.

Your Obligations

It's your responsibility to read, be aware of, and comply with this policy. You must not:

- offer, promise, give, request, accept, or agree to receive a bribe, whether directly or indirectly. This applies to dealings with both public officials and individuals in private entities;
- offer or make, directly or indirectly, any facilitation payment to a public official;
- offer and/or make a secret commission; or
- engage in any acts of fraud or corruption

Your obligations in regards to gifts and hospitality

No bribes, kickbacks or other similar remuneration or consideration shall be given to any person or organisation in order to attract or influence business activity. Officers, Directors and Employees shall avoid gratuities, fees, or excessive entertainment in order to attract or influence business activity. In relation to the receipt of gifts, anything of a minor nature is acceptable, however, anything over the value of \$50 requires discussion/consultation with your Manager.

Your obligations in dealing with third parties

Grace engages with third parties in a range of circumstances, for example: agents, distributors, intermediaries, suppliers, or other contractors. In certain circumstances, Grace may be liable under applicable anti-bribery and corruption laws for the improper conduct of these third parties. Accordingly, appropriate controls must be put in place when dealing with third parties. If you're engaging or dealing with any third party on behalf of Grace in relation to any material matter, or that third party poses a particular risk of breaching this policy (for example, if they're involved in negotiating any business arrangements or transactions with the public or private sector on behalf of Grace, or are performing services in developing or emerging economies), then you should liaise with the Grace Senior Management

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team to determine what controls should be in place to address this risk. You must also comply with the Procurement Policy and Guidelines.

Your obligations with respect to donations

Grace may make charitable donations to registered charities in accordance with local law and practice and in accordance with any Grace charitable donations guidelines. All charitable donations must be approved in accordance with the Delegated Authorities Approval Limits Policy. Grace may make donations to support political parties or associated organisations. All political donations must be approved, recorded and disclosed. Team members are strictly prohibited from making cash political donations on behalf of Grace.

Accounting and record keeping

Grace must keep accurate and complete records of all business transactions. It's the responsibility of all team members to ensure that all dealings with third parties, such as customers, suppliers and business contacts, are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior leadership team and corrected.

How to raise a concern

At Grace, we encourage you to speak up, and report any actual or suspected breach of this policy. If you have any concerns that a person connected with Grace may be acting outside this policy or engaging in unlawful conduct, you should take one or more of the following actions:

- Notify that person's immediate manager or National Quality Manager.
- Notify Grace Branch Manager; and/or
- Report anonymous feedback on Grace website.

Monitoring and investigation

Grace will monitor and enforce this policy and associated procedures and suspected contraventions will be investigated. What are the potential consequences of bribery and corruption? Bribery, corruption and the other types of improper or dishonest conduct prohibited by this policy may also contravene applicable anti-bribery and corruption laws of the countries in which commercial dealings on behalf of Grace take place. Possible consequences of contravention of applicable antibribery and corruption laws include:

- for Grace, the imposition of substantial fines, exclusion from tendering for government or private contracts and reputational damage; and
- for individuals, criminal and civil liability with associated significant fines and/or lengthy terms of imprisonment.

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What happens if I breach this policy?

It's your responsibility to understand and comply with this policy. Grace treats non-compliance seriously and resulting action could include suspension or termination of employment or engagement with Grace. Grace may also refer the matter to appropriate government or law enforcement agencies.

Leon Hulme
Managing Director