

# ANTI-BRIBERY AND CORRUPTION POLICY

## BACKGROUND

Established in 1926, Marr Contracting Pty Ltd (Marr) is a third-generation family-owned and run company with a strong sense of tradition, loyalty and ethical behaviour engrained in how we do business. We are committed to responsible corporate governance, ensuring that appropriate processes are in place to promote compliance with anti-bribery and corruption laws in the countries where Marr operates. Accordingly, the Board and senior management has endorsed this Anti-Bribery and Corruption Policy.

## PURPOSE OF THIS POLICY

The purpose of this Policy is to:

- outline Marr's position on bribery and other corrupt behaviour;
- outline responsibilities of Marr's directors, officers, employees, consultants and contractors (employees) in observing and upholding its position on bribery and corruption, including with respect to Business Partners; and
- promote the use of legitimate business practices in promoting Marr's position on issues before government authorities and in the marketplace.

## SCOPE

This Policy applies to all of Marr's:

- Employees;
- Business Partners

## SOURCES OF LEGAL OBLIGATIONS

The sources of legal obligations behind this Policy are the anti-corruption laws of countries Marr operates, the United Nations Anti-Corruption Convention and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, including:

- Criminal Code Act 1995 (Cth) and the Corporations Act 2001 (Cth) (Australia);
- Crimes Act 1961, Crimes (Bribery of Foreign Public Officials) Amendment Act 2001 and Secret Commissions Act 1910 (New Zealand);
- Foreign Corrupt Practices Act 1977 and the United States Code, Title 18 and section 666 – theft or bribery concerning programs receiving Federal funds (United States);
- Corruption of Foreign Public Officers Act 1998 (Canada); and
- Bribery Act 2010 (United Kingdom).

## CONDEMNING BRIBERY AND CORRUPTION

Marr does not tolerate any form of bribery or corruption whether or not permitted by local law and regardless of differing business practices in countries in which Marr conducts business.

Bribery and corruption involves the misuse of position and influence in return for improper advantage, undermining integrity and fairness in the marketplace. Marr aims to comply with all applicable anti-bribery and corruption laws in countries where it operates. Wherever there is a conflict between this Policy and local law, Marr will comply with the higher standard.

## IMPROPER EXCHANGES – OFFERING AND RECEIVING

Employees must not directly or indirectly (including through another party) offer, promise, give, or receive anything of financial or non-financial value (e.g. cash, loan, gift, hospitality, personal/family/social/sporting/cultural favour) for the purpose of inducing or rewarding a discretionary favourable action or the exercise of influence, regardless of country, public or private sector or person concerned.

Marr strictly prohibits:

- the payment or receipt of secret or undisclosed commissions; and
- payments (including those of low value) to government officials or other intermediaries to facilitate or accelerate a routine non-discretionary activity (otherwise known as facilitation payments), such as obtaining a licence or a permit.

Employees will not suffer adverse consequences for refusing to make an improper payment, even if this may result in Marr losing business.

## EXTORTION

Marr also condemns improper demands for payment from Employees or government officials, referred to in many parts of the world as "extortion". However, a payment can be made where an Employee reasonably believes (and in the absence of no alternative), his/her or another's life, freedom or health is at risk unless a demand for payment is met, provided the Employee immediately reports the incident to the Chief Operating Officer and Managing Director. Payment is allowed if an immediate threat to life, freedom or health, where an improper demand for payment has been made under threat of imprisonment or serious destruction of Marr property.

## GIFTS, DISCOUNTS AND HOSPITALITY

Exchanges of gifts, discounts or hospitality (including customer travel and accommodation) made in the ordinary course of business may compromise or appear to compromise the exercise of objective business judgment. These may also give rise to conflicts between the personal interests of Employees and the interests of Marr.

Employees must be cautious when offering or receiving gifts, discounts or hospitality, and only do so where these are:

- token, seasonal or due to a special occasion or local custom, and in line with accepted business practice which are reasonable and appropriate for the circumstances;
- do not include cash payments, cash equivalent or other types of non-traceable payment forms; and
- not seen to impair independent business judgment, particularly in connection with an anticipated or pending business transaction or regulatory approval. When dealing with Business Partners, an Employee must not accept or offer gifts valued at over AUD\$150 (one hundred and fifty dollars) at any one occasion per person, or hospitality valued at over AUD\$150 (one hundred and fifty dollars).
- multiple exchanges of gifts and hospitality under this threshold with the same person should also be avoided.

Where in doubt, Employees must consult with the Chief Operating Officer and Managing Director, by completing and submitting a Gifts and Hospitality Form. The Chief Operating Officer and Managing Director have absolute discretion to approve hospitality or gifts over the AUD\$150 (one hundred and fifty dollars) threshold if appropriate and permissible by law. Such gifts and hospitality are recorded in a gifts and hospitality exemptions register when a Gifts and Hospitality Form is approved.

Employees should be aware that offering or receiving gifts and hospitality, of any value, at a sensitive time in a business relationship (for example, when a tender or transaction is in a key phase) would not be appropriate.

Where there are Marr subsidiary company rules in relation to gifts and hospitality that are more restrictive due to the jurisdiction in which it operates, then affected Employees must comply with the company rules of the subsidiary. In some jurisdictions where Marr operate, there are strict restrictions on exchanging gifts and hospitality with government officials and the reimbursement of government officials' expenses. When dealing with government stakeholders, Employees and Business Partners must comply with this Policy and the Marr Delegation of Authority Procedure to ensure compliance with local law.

#### INTERMEDIARIES

In situations where a third-party intermediary is engaged to represent Marr to current and potential private or government business partners (such as a sales agent, a customs clearing agent or a lobbyist), the Employee responsible for the engagement must complete appropriate due diligence and have a documented basis for ensuring the integrity of the intermediary, in accordance with this Policy. Regular reviews of the intermediary's performance to prevent misconduct must be undertaken, as appropriate.

#### CHARITABLE DONATIONS

Marr supports a number of charitable causes by making charitable donations, without expectation or acceptance of favourable action or the exercise of influence. In limited circumstances, a charitable donation may pose a risk of corruption, for example by being made to an artificial charitable organisation, or ultimately benefiting a third party such as a government official. To address this risk, charitable donations on behalf of Marr must:

- be made only to approved not-for-profit organisations whose goals reflect Marr's values;
- be approved only by the Managing Director;
- be accurately recorded in business records of Marr;
- be tax-deductible;
- not be made to individuals or for-profit organisations; and
- not be made in cash or to private accounts.

#### SPONSORSHIPS

Sponsorships differ from charitable donations in that, apart from providing a benefit to the organisation, event or activity being sponsored, they are also aimed at obtaining a marketing benefit for Marr. Sponsorships can create problems where they are seen to improperly induce or reward a discretionary favour or the exercise of influence. Marr will not sponsor events or activities that are:

- inconsistent with Marr' values and the Code of Business Conduct, and/or
- linked to any organisations or individuals that could bring Marr into disrepute.

Authorisation of sponsorship arrangements must only be made subject to approval by the Chief Operating Officer and Managing Director.

#### MAINTAINING BUSINESS RECORDS

Employees must keep complete and accurate business records, including financial, human resources, payroll and environmental records, and not create false, misleading or artificial entries to conceal improper payments or corrupt activity. All applicable control and approval procedures must be followed. All payments and expenses, including those relating to gifts and hospitality, made or provided by Marr must be accurately recorded, with reasonable detail, in the business records of the Company.

#### TRAINING AND COMMUNICATION

Marr regularly communicates this Policy to Employees across Marr through established communication channels. Employees will also receive regular training on supporting this Policy in the scope of their employment with Marr.

#### CONSEQUENCES FOR BREACH OF THIS POLICY

Bribery and corruption are very serious offences under local and international laws. Breach of this Policy by Employees:

- could expose such person to severe criminal (a fine or imprisonment or both) and civil liability (a financial penalty and liability for damages);
- will be regarded by Marr as serious misconduct which may lead to disciplinary action, including termination of employment or contract; and
- could expose Marr to fines or financial penalties for breach of anti-corruption laws.

#### REVIEW OF THIS POLICY

The Chief Operating Officer is responsible for keeping this Policy up to date. A formal review of this Policy will take place annually. This Policy will be submitted for review by the Managing Director. The Managing Director is responsible for approving this Policy.

#### REVIEWED & AUTHORISED



DIRECTOR  
SIMON MARR  
13/06/2017

#### CERTIFIED IN AUSTRALIA BY:

