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1 PURPOSE

This document describes the Downer policy for Anti-Bribery and Corruption, Gifts and Benefits.

This policy is concerned with the:

- bribery of Public Officials and any other persons;
- making of facilitation payments, in some circumstances; and
- the giving and acceptance of Gifts and Benefits, including hospitality, including through third parties.

All requirements in this document are consistent with the documents listed in section 12 *Referenced & Associated Documents*.

2 SCOPE

This policy is applicable to the Company, Directors, employees and Contractors in all countries in which Downer operates.

3 DEFINITIONS

The following terms are used in this document.

Agent	A person who is authorised to act for or represent Downer in dealing with a third party.
Benefits	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 the Company.
Board	The Board of Directors of Downer.
CEO	The Chief Executive Officer and Managing Director of Downer.
Company	Downer EDI Limited ACN 003 872 848, its subsidiary companies, operating divisions, business units and joint ventures (where relevant).
Company Secretary	The Company Secretary of the Company.
Company Secretariat	The office of the Company Secretary.
Connected Person	In relation to a Director, employee or contractor: <ul style="list-style-type: none">▪ their spouse or domestic partner and child or step child and immediate family;▪ a relative who has shared their household for at least 12 months as at the date of the relevant conduct;▪ 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;▪ a trustee where the beneficiaries of the trust include them or any of their connected persons;▪ their business partners and business partners of their connected persons; and▪ companies in which they are a director or a senior executive concerned in, or taking part in, the management of the Company.

Contractor	An individual, company or business that carries out work, performs services or provides materials or equipment, for Downer under a contract and includes subcontractors and suppliers.
Corporate Hospitality	The provision of hospitality and entertainment for official Company purposes to corporate customers, key stakeholders and interest groups.
Director	Any person who is appointed to the Board and includes alternate directors.
Downer	Downer EDI Limited ACN 003 872 848, its subsidiary companies, operating divisions, business units and joint ventures (where relevant).
Gifts	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 the Company and that recipient does not pay fair market value.
Gifts of Nominal Value	<p>The following types of Gifts are defined as Gifts of Nominal Value:</p> <ul style="list-style-type: none"> ▪ 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 the Company, and are usually small office or business accessories with a value of less than AU\$100; ▪ Ceremonial gifts – gifts with a value of less than AU\$100 used to express gratitude during the conduct of official business between the Company and an external party; and ▪ 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.
Public Official	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.
Relevant Country Threshold Amount	The threshold amount for each country in which the Company operates as stipulated in the table contained in Annex A.

4 OVERVIEW

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

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

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

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

It is important to note that the Company'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 Business Integrity Policy

To raise any concern confidentially about conduct which may be inappropriate, unethical, corrupt, illegal or contrary to the Standards of Business Conduct, follow the procedures set out in the **Business Integrity Policy** (a copy of which is on the Downer intranet and website).

5 BRIBERY AND CORRUPTION

Bribery and corruption are illegal. Downer 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 Downer. Any perception of a breach of these laws is also likely to have a seriously negative reputational impact on Downer and our people.

5.1 What is Bribery?

Bribery is the offer, giving, 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.

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).

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

The laws in Australia and the USA contain an exception to their bribery/ corruption regulations to allow the making of facilitation payments. This exception, however, does not exist in the UK.

6.1 What is a Facilitation Payment?

Facilitation payments are 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 Downer's **Standards of Business Conduct**, Downer's people are prohibited from making facilitation payments. They are also prohibited from getting someone else, including agents or business acquaintances, to make a facilitation payment on Downer's behalf or on behalf of any of Downer's people.

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.

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 the Company Secretary to make the payment by providing the following information:
 - the amount to be paid;
 - the date on which the payment is to be made;
 - the exceptional circumstances that apply;
 - the identity of the foreign person or party to whom or on whose behalf payment is to be made; and
 - 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 Downer operates, such as Australia, New Zealand, the United Kingdom or the USA.



If you are a UK citizen or working in the UK and you make a facilitation payment, you are at risk of breaching UK laws. This is because a facilitation payment is a type of bribe under the laws of the UK.

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 the Company'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 the Company and its Directors, employees or Contractors.

All Company Directors, employees and Contractors need to exercise extreme care when offering or accepting Gifts, Benefits or hospitality in order to maintain the reputation of the Company 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 the Company 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 the Company; 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 Company Secretary in order to give or accept:

- Gifts of Nominal Value; or
- Gifts or Benefits that do not exceed the Relevant Country Threshold Amount as stipulated in the table contained in *Annex A – Relevant Country Threshold Amounts*,

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 the Company Secretary 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 the Company Secretary 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 the Company Secretary of that Gift or Benefit, you must submit a signed and completed **Notice of Offer or Receipt of Gift or Benefit** to the Company Secretary (by email to [*Note: the internal email address is removed from the website copy of this document*]) before 5:00pm on the first day after you give, offer or have accepted the Gift or Benefit.

Upon receiving notification, the Company Secretary 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 at the Group Level*, 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 Company Secretary should be sought immediately. If approval is not subsequently granted, the Gift or Benefit must be disposed of in the manner specified by the Company Secretary
- it is impractical or inappropriate, for relationship or logistical reasons, to decline a Gift or Benefit which would otherwise be unacceptable, the Company Secretary may approve it on the basis that it is appropriately disposed of in the manner specified by the Company Secretary.

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 Company related business, is within the bounds of common courtesies associated with general commercial practice and is valued under the Relevant Country Threshold (refer to *Annex A – Relevant Country Thresholds*).

7.9 Corporate Hospitality

Subject to section 7.2 *Certain Gifts and Benefits Prohibited*, you are not required to seek the prior approval of the Company Secretary 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 at the Group Level

The Company Secretariat will maintain a register of the details of all Gifts and Benefits notified to the Company Secretary in accordance with section 7.6 *Approval Process*, both accepted and declined and irrespective of value.

7.11 Recording Gifts and Benefits at the Business Unit level

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 the Company Secretariat from time to time.

7.12 Gifts and Benefits in Country Not Listed in Annex A – Relevant Country Threshold Amounts

If you are offered or have accepted a Gift or Benefit in a country that is not currently listed in the table contained in *Annex A – Relevant Country Threshold Amounts*, you must:

- assume that the Relevant Country Threshold Amount for that country will be the local foreign currency equivalent of AUD\$300; and
- notify the Company Secretariat as soon as possible after such offer or acceptance.

8 WORKING WITH THIRD PARTIES

Third parties retained to act on behalf of Downer must be chosen carefully and engaged appropriately, as any improper conduct by a third party could damage Downer's reputation and expose Downer 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.



Downer'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 PRACTICAL TIPS AND QUICK TEST

Practical Tips

Always

- Conduct appropriate due diligence in selecting and engaging third parties to act on Downer's behalf, to ensure that any arrangement with a third party or agent has a real and demonstrable commercial basis.
- Communicate Downer's anti-bribery requirement to all third parties, including contractors, suppliers and agents, during the bid tender and selection process and then pursuant to a formal contract.
- Ensure that third party activities, including Agents, are monitored and audited over the life of the engagement.
- Establish procedures that enable arrangement with third parties to be promptly terminated in the event of improper or ineffective performance in accordance with the applicable bribery and corruption laws.
- Make sure you fully understand applicable legal requirements, the recipient's own rules and our approach to offering or accepting Gifts and Benefits including hospitality.
- Ensure that all expenditure is accurately recorded in accordance with Downer's policies.
- Immediately report to your direct manager any improper request for payment, any indication of facilitation payments or any concern you may have regarding the legitimacy of a payment in cash or in-kind that Downer is asked to make or is intending to make.

Never

- Offer anything of value (including Gifts and Benefits) to a Public Official or other person to obtain an actual or perceived improper advantage.
- Allow secret commissions, 'kick-backs' or similar corrupt payments to be made either directly or indirectly through third parties such as Agents.
- Make a facilitation payment to any person (in cash or in-kind) for a service for which Downer is not normally entitled unless you feel that you have no alternative, in which case, you must follow the approval process outlined in section 6.2 *Making Facilitation Payments*.
- Do anything to encourage or facilitate someone else, including an Agent or representative of Downer to make an improper payment.
- Use or continue to use a third party if you are aware of, or suspect, improper behaviour. Any issues must be completely investigated and documented before proceeding further with the business arrangement.

Question

- Any demands for facilitation payments to expedite a routine administrative action.
- A commission requested by a third party that is disproportionate to the services provided.
- Any request to make a payment that appears suspicious or is to be made to a person or other entity not related to the transaction, including but not limited to a charity or foundation.
- Background information about existing or potential third party representatives that suggest they may be undertaking activities that could be considered improper.

Quick Test

Before offering or accepting any Gift or Benefit to a Public Official or any person, you **must** be able to answer 'yes' to **all** of the following:

- Is the recipient permitted under local law to accept the Gift or Benefit?
- Is the Gift or Benefit offered or received without expecting any benefit or advantage in return?
- Is there a legitimate business purpose to the offer or receipt of the Gift or Benefit?
- Is the Gift or Benefit offered or received transparently and openly?

10WORKING WITH GOVERNMENTS

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

Downer'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 the Company Secretary 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 Downer's reputation and credibility and could be illegal.

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

Practical Tips

Always

- Be truthful, accurate, cooperative and courteous when dealing with a Public Official.
- Notify and seek advice from the Company Secretary if you receive a non-routine request from a Public Official.
- Be aware that it may take longer to do business in countries where government officials or others may not be paid as well or as promptly as their counterparts elsewhere.
- Be aware of and stand firm against possible corruption.
- If it is proposed to offer any Gift or Benefit including hospitality to a Public Official, ensure you first secure written approval from your direct manager and keep accurate and detailed records of all Gifts and Benefits including hospitality offered to and accepted by Public Officials.

Never

- Offer anything of value to a Public Official to influence his or her decision-making or to obtain an actual or perceived improper advantage.
- Attempt to obstruct the lawful collection of information, data, testimony or records by appropriately authorised government or regulatory officials or hinder the lawful and proper provision of such information by another employee.
- Take action against anyone who lawfully and properly cooperates with government or regulatory agencies.

Question

- Requests for Gifts or Benefits including hospitality or travel, or to reimburse costs when dealing with Public Officials, so as to protect Downer against allegations of improper behaviour.
- Negotiating for the employment of a Public Official or Public Official's family members while the Public Official has the ability to influence decision-making about Downer.

11 POLITICAL AND CHARITABLE CONTRIBUTIONS AND ACTIVITIES

11.1 Political Contributions and Activities

Downer 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.

Downer'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 Downer.

11.2 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.

11.3 Practical Tips for Political and Charitable Contributions and Activities

- ✓ Always make it clear that you are speaking on your own behalf and not on behalf of Downer when you engage in personal political activity.
- ✗ Never make a cash or an in-kind contribution or incur expenditure using a Downer account to any political campaign, political party, political candidate, elected official or any of their affiliated organizations, without prior approval of the Board.
- ✗ Never use charitable donations as a substitute for a political payment.
- ✗ Never use your position in Downer to try to influence any other person to make political contributions or provide support to any political parties or politicians.

12 REFERENCED & ASSOCIATED DOCUMENTS

GROUP DOCUMENTS

POLICIES

Business Integrity Policy

STANDARDS

Standards of Business Conduct

REGISTERS

Downer Group Definitions Register

ANNEX A – RELEVANT COUNTRY THRESHOLD AMOUNTS

COUNTRY	AMOUNT (PER PERSON)
Australia	AUD 300
Botswana	BWP 1,190
Brazil	BRL 555
Canada	CAD 240
Chile	CLP 103,340
China	RMB 1,025
Cook Islands	NZD 300
Denmark	DKK 1,605
East Timor	USD 140
Egypt	EGP 1,250
Fiji	FJD 305
Germany	EURO 170
Ghana	GHS 670
Hong Kong	HKD 1,340
India	INR 7,300
Indonesia	IDR 1,792,000
Ireland	EURO 175
Kiribati	AUD 300
Malaysia	MYR 535
Mexico	MXN 2,205
Mongolia	MNT 259,000
Mozambique	MZN 7,740
Namibia	NAD 1,815
New Caledonia	XPF 22,115

New Zealand	NZD 300
Norway	NOK 2,202
Papua New Guinea	PGK 760
Samoa	WST 546
Singapore	SGD 300
Solomon Islands	SBD 1,690
South Africa	ZAR 2,060
South Korea	KRW 230,015
Sweden	SEK 1,920
Thailand	THB 4,145
Tonga	TOP 470
Tuvalu	USD 204
Ukraine	UAH 2,380
United Kingdom	GBP 165
United States of America	USD 225
Vanuatu	VUV 23,655
Vietnam	VND 2,438,000
Zambia	ZMW 1,380