



## Anti-Bribery and Corruption Policy

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## 1 PURPOSE

This document describes the Downer Anti-Bribery and Corruption policy.

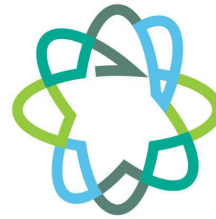
All requirements in this document are consistent with the documents listed in section *10 Referenced Documents*.

## 2 SCOPE

This policy applies to Downer and its representatives in all countries in which it operates.

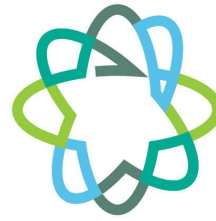
## 3 DEFINITIONS

The following key terms are used in this document. Undefined capitalised terms have the same meaning as in the [Definitions Register](#).



## Anti-Bribery and Corruption Policy

<b>Agent</b>	A person who is authorised to act for or represent Downer in dealing with a third party.
<b>Benefit</b>	Any advantage or non-tangible item of value, including preferential treatment or access to proprietary information, which is conferred on or by Downer or a Downer Representative and which the recipient does not pay fair market value for.
<b>Bribery</b>	<p>The offer, giving, demand or acceptance of any advantage or anything of value (whether directly or indirectly) to or from any person with the intention of influencing that person in order to improperly secure business or other advantage, to distort a decision-making process, to secure an improper commercial advantage, or to enter into a dishonest arrangement.</p> <p>A bribe can include the following forms regardless of the amount offered or received:</p> <ul style="list-style-type: none"><li>▪ Cash or cash equivalent (e.g. discounts, gift cards).</li><li>▪ Gifts.</li><li>▪ Entertainment and other hospitality.</li><li>▪ Travel or accommodations.</li><li>▪ Flight and flight upgrades.</li><li>▪ Sponsorships or donations.</li><li>▪ Favours or decisions (e.g. awarding jobs, contracts, offers of employment)</li></ul>
<b>Contractor</b>	An individual, company or business that carries out work, performs services or provides materials or equipment, for Downer under a contract or arrangement and includes subcontractors and suppliers.
<b>Corruption</b>	The abuse of a position of employment, power or trust to gain or attempt to gain an advantage in contravention of duty and or the law.
<b>Downer</b>	Downer EDI Limited ACN 003 872 848, its subsidiary companies, business units, group functions and joint ventures.
<b>Downer Representative</b>	A director, employee, consultant, Agent or Contractor of Downer.
<b>Gift</b>	Any tangible item of value, including money, alcohol, favours, hospitality, entertainment, tickets to events such as entertainment, music or sport, travel and accommodation, which is conferred on or by a Downer or a Downer Representative and which the recipient does not pay fair market value for.
<b>Gifts and Benefits Notification and Approval Form</b>	Means the online form for notifying, approving and recording Gifts and Benefits ( <a href="#">Gifts and Benefits Notification and Approval Form</a> ).



## Anti-Bribery and Corruption Policy

### Public Official

A public official includes, whether in Australia, New Zealand or any other country:

- an employee, official or contractor of a government body or a wholly or partially state-owned enterprise
- a person performing the duties of an office or position created under a law of a foreign country or by the custom or convention of a country or region (for example, indigenous elders or community representatives who are authorised to act on behalf of a community, who can influence local government actions on behalf of a community, or who directly or indirectly receive salaries, wages or benefits from a government body in connection with their community leadership)
- a person in the service of a governmental body including a member of the military or the police force
- a politician, judge, or member of the legislature of a state, province, or country
- an employee, contractor or person otherwise in the service of a public international organisation (such as the United Nations)
- an individual who is or who holds himself or herself out to be an authorised intermediary of a public official
- a political party, party official or candidate for public office
- a member of a royal family
- a commercial entity, or the directors, officers or employees of a commercial entity, in which a government body has a significant ownership interest or over which it otherwise exerts control; or
- an individual standing, or nominated, (whether formally or informally) as a candidate to be any of the items referred to above.

## 4 OVERVIEW

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Downer is committed to obeying the letter and spirit of the law in every place where we do business.

For the provision of Gifts and Benefits not involving Public Officials, refer to [DG-CS-PO011 Gifts and Benefits Policy](#).



## Anti-Bribery and Corruption Policy

### 4.1 Quick Tips

Practical Tips
Always
<ul style="list-style-type: none"> <li>▪ Immediately report to your 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 or a Downer Representative is asked to make or is intending to make.</li> <li>▪ Make sure you fully understand and comply with applicable legal requirements, the recipient's own rules and Downer's approach to offering or accepting Gifts and Benefits to Public Officials.</li> <li>▪ 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.</li> <li>▪ Communicate this Policy to third parties, including Contractors and Agents, during the bid tender and selection process and then pursuant to a formal contract.</li> <li>▪ Ensure that third parties, including Agents, are monitored and audited for compliance with this policy.</li> <li>▪ Notify and seek advice from the Company Secretary if you receive a non-routine request from a Public Official or government agency.</li> </ul>
Never
<ul style="list-style-type: none"> <li>▪ Make a facilitation payment to any person (in cash or in-kind) for a service for which Downer is not normally entitled.</li> <li>▪ Offer, give or accept a Gift or Benefit to a Public Official without prior approval via the online <a href="#">Gifts and Benefits Notification and Approval Form</a> (or <a href="#">DG-CS-FM001 Notice of Intent to Offer, Give or Accept Gift or Benefit</a> where the online form is not available).</li> <li>▪ Allow secret commissions, 'kick-backs' or similar corrupt payments to be made either directly or indirectly through third parties such as Agents.</li> <li>▪ Do anything to encourage or facilitate someone else to make an improper payment.</li> <li>▪ Use or continue to use a third party if you are aware of, or suspect, improper behaviour.</li> <li>▪ Negotiate for the employment of a Public Official or Public Official's connections in situations where the Public Official has the ability to influence decision-making about Downer.</li> <li>▪ Share confidential or sensitive information, such as pricing.</li> </ul>



## Anti-Bribery and Corruption Policy

### Question

- 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.
- Requests for hospitality or travel, or to reimburse costs when dealing with Public Officials.

## 4.2 Consequences of Contravening the Policy

**!** To report or raise concerns confidentially about conduct which may be inappropriate, unethical, corrupt, illegal or contrary to this policy, follow the procedures set out in the [DG-CS-PO003 Business Integrity Policy](#).

Disciplinary action, including termination of employment for misconduct, may be taken for contravention of this Policy.

Depending on the nature of a contravention, the circumstances may also be referred to relevant authorities, including anti-corruption or law enforcement agencies.

## 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.

## 6 FACILITATION PAYMENTS

### 6.1 What is a Facilitation Payment?

Facilitation payments are small payments 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, e.g. processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform).

Downer Representatives 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 Downer Representative.

### 6.2 Making Payments to Protect Health or Safety

In limited circumstances, where there is no reasonable alternative but to make a payment because of a direct or imminent threat to personal safety or wellbeing, it is possible to seek approval for the making of that payment.



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To obtain approval, the following process must be complied with:

- Endeavour to avoid making the payment.
- If possible, seek prior approval from and obtain written authority from your manager and Executive Team member by providing the following information:
  - the amount to be paid;
  - the date on which the payment is to be made;
  - the circumstances that apply; and
  - the identity of the person or party to whom or on whose behalf payment is to be made.

## 7 PUBLIC OFFICIALS

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### 7.1 Gifts and Benefits to or from Public Officials

All Downer Representatives need to exercise extreme care to ensure that anti-bribery and corruption laws are not breached.

You are expected to decline, or avoid offering, giving or accepting, Gifts and Benefits to Public Officials unless the special circumstances set out in section 7.2 *Special Circumstances* apply.

Before proceeding with the giving or acceptance of a Gift or Benefit to or from a Public Official, you must first seek approval from your manager and Executive Team member via the online [Gifts and Benefits Notification and Approval Form](#). A register of the details of Gifts and Benefits to Public Officials, irrespective of value will be maintained via the online [Gifts and Benefits Notification and Approval Form](#). The register and compliance with this policy will be reviewed by Internal Audit periodically.

Where the online Gifts and Benefits Notification and Approval Form cannot be accessed, notifications may be made via [DG-CS-FM001 Notice of Intent to Offer, Give or Accept Gift or Benefit](#).

### 7.2 Special Circumstances

In situations where it is not possible to seek approval before offering, giving or accepting a Gift or Benefit, you must notify and seek approval promptly via the online [Gifts and Benefits Notification and Approval Form](#) or where it cannot be accessed, [DG-CS-FM001 Notice of Intent to Offer, Give or Accept Gift or Benefit](#). If approval is denied, the Gift or Benefit must be disposed of according to your manager's directions.

## 8 WORKING WITH THIRD PARTIES

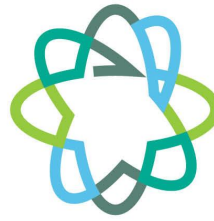
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Third parties retained to act on behalf of Downer must be chosen carefully and engaged appropriately, as any improper conduct by a third party could damage Downer's reputation and expose Downer and its individual Directors, employees and Contractors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





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- 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 Downer Representatives.

## 8 WORKING WITH GOVERNMENTS

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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.

Downer Representatives 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.

Downer Representatives 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.

## 9 POLITICAL AND CHARITABLE CONTRIBUTIONS AND ACTIVITIES

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### 9.1 Political Contributions and Activities

**The Group CEO or Chair** must give prior written approval before any political contributions in cash or in-kind are made to any political party, politician, elected official or candidate for public office in any country. 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 Representatives may participate in political events or activities provided that such participation is on a personal basis only and not being carried out on behalf of Downer.

### 9.2 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.



## Anti-Bribery and Corruption Policy

### 9.3 Practical Tips for Political and Charitable Contributions and Activities

Practical Tips
<b>Always</b>
<ul style="list-style-type: none"><li>Make it clear that you are speaking on your own behalf and not on behalf of Downer when you engage in personal political activity.</li></ul>
<b>Never</b>
<ul style="list-style-type: none"><li>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.</li><li>Use charitable donations as a substitute for a political payment.</li><li>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.</li></ul>

## 10 REFERENCED DOCUMENTS

### POLICIES

[\*DG-CS-PO011 Gifts and Benefits Policy\*](#)

[\*DG-CS-PO003 Business Integrity Policy\*](#)

### REGISTERS

[\*Definitions Register\*](#)

### FORMS

[\*Gifts and Benefits Notification and Approval Form\*](#)

[\*DG-CS-FM001 Notice of Intent to Offer, Give or Accept Gift or Benefit\*](#)

Effective Date: 01 December 2025