



BRIBERY AND CORRUPTION POLICY

1 Purpose

This policy sets out the standards expected of all Ventia Personnel to promote ethical conduct across Ventia. It also provides a framework for the management of the risk of Ventia becoming involved in incidents of Fraud, Bribery or Corruption.

2 Scope

This policy applies to Ventia, its subsidiaries and entities controlled by Ventia. It also applies to all officers, employees, contractors, consultants, Business Partners and any other parties active as representatives or agents of Ventia or otherwise performing services for or on behalf of Ventia, whether permanent, fixed or temporary, and including directors, executives and managers. In this policy, the term Ventia Personnel includes all these persons.

3 Principles

Ventia is committed to establishing and maintaining strict ethical standards and high levels of integrity in every business transaction that it is involved in. Ventia maintains a zero tolerance to Fraud, Bribery or Corruption. Ventia will uphold all laws relevant to countering Fraud, Bribery and Corruption in all jurisdictions in which Ventia operates. Conduct in violation of this policy may also breach applicable anti-corruption laws and result in criminal or civil penalties, including fines and imprisonment, as well as having reputational implications for Ventia.

Ventia Personnel must not:

- engage in Bribery, Corruption or Fraud nor pay, offer, promise or accept, directly or indirectly any Facilitation Payment, secret commission or other form of improper payment or otherwise breach relevant anti-corruption laws. Particular care must be taken in dealings with Government Officials (both in Australia, New Zealand and overseas).
- engage or make a payment to a Business Partner or other third party knowing or suspecting the Business Partner may use or offer all or a portion of the payment directly or indirectly as a Bribe, kickback, secret commission or other form of improper payment.
- offer, provide or accept Gifts or Hospitality in a manner inconsistent with the Gifts and Hospitality Standard. In no circumstance may a Gift or Hospitality be given where it would constitute Bribery, Corruption or Fraud.
- make political or charitable donations or sponsorships on behalf of Ventia without complying with the Government Relations Policy and Donations and Sponsorship Policy, as this could be perceived as an attempt to gain an improper business advantage. Ventia Personnel may exercise their personal right to make political or charitable donations or sponsorships.



- falsify or mis-describe any book, record or account relating to the Ventia's business. All receipts and expenditures must be supported by documents that describe them accurately and properly.

4 Objectives and strategies

4.1 Recognition of bribery, corruption, fraud

Bribery, Corruption and Fraud are all incompatible with Ventia's values, especially the value Integrity, as well as being unlawful. It is essential that all Ventia Personnel are able to recognise indicators of such activity and potential risk scenarios.

Examples/ indicators of Bribery include:

- intention to influence a person corruptly or improperly in the exercise of their duty by providing them (directly or indirectly) with money
- extravagant Gifts or Hospitality
- kickbacks
- granting improper use of services/facilities
- secret commissions to persons acting in an agency or fiduciary capacity
- improperly giving anything of value or an advantage.

Examples/ indicators of Corruption include:

- dishonestly using knowledge obtained from a third party that is confidential and is used to obtain a financial advantage
- dishonestly charging for goods and services rendered to any party while failing to declare a conflict of interest or potential or perceived conflict of interest when involved in a decision-making process
- providing, promising or creating an expectation of a financial or non-financial benefit or reward in the expectation of a benefit, reward or advantage
- creating false, misleading or artificial entries in business records to conceal or disguise corrupt activity
- making a Facilitation Payment.

Examples/ indicators of Fraud include:

- using false payment instructions, invoices or cheques to receive payment to your own account, or any other party's account, in exchange for a benefit
- material and deliberate misstatement of accounting information for any improper purpose.

4.2 Reporting process for bribery, corruption and fraud

Any Ventia Personnel who is aware of, or suspects, the occurrence of an act of Bribery, Corruption or Fraud involving any Ventia Personnel or person / organisation associated with Ventia must report the information to the Group Compliance Officer in person or by emailing compliance@ventia.com.au. Reports should be made as soon as possible and should not be investigated by individual Ventia Personnel or discussed with third parties.



Ventia Personnel who report suspicions or occurrences of Bribery, Corruption or Fraud will be supported by Ventia (and, if relevant, protected under the Whistleblower Protection Policy) even if suspicions turn out to be mistaken.

No Ventia Personnel will be penalised, or be subject to other adverse consequences, for refusing to engage in Bribery, Corruption or Fraud, or any other conduct which would be a breach of this policy, even if that refusal may affect the Company's business.

4.3 Disclosure of conflict of interest

Conflicts of interest arise when personal and business interests compete thereby compromising the independence of the decision maker. Any Ventia Personnel who is concerned that a transaction involves (or would be perceived to involve) a conflict of interest because of, for example, personal relationships, interests, investments or membership of organisations, must contact the Group Compliance Officer.

4.4 Investigating bribery, corruption or fraud

Investigations of suspected Bribery, Corruption or Fraud will be conducted by the Group Compliance Officer or the General Counsel as appropriate, in a manner which is fair and objective, and in accordance with the Ethics and Compliance Investigation Standard.

Decisions to prosecute or refer investigation results to appropriate law enforcement or regulatory agencies must be made in conjunction with the General Counsel.

4.5 Breach

A breach of this policy is a breach of the Code of Conduct and may lead to disciplinary action. This may include termination of employment in serious cases.

4.6 Reporting and periodic review

The Board will be informed of material breaches of this policy.

This policy will be periodically reviewed to check that it is operating effectively and whether any changes are required to the policy.

5 Responsibilities and authorities

5.1 General responsibilities

All Ventia Personnel are responsible for complying with this policy and the Code of Conduct, and for promoting and encouraging peers to practice ethical conduct. Ventia's Board of Directors and leaders have responsibility to:

- ensure that a culture of ethical conduct is promoted across Ventia, including awareness of the requirements of the Code of Conduct
- understand the Bribery, Fraud and Corruption risks that Ventia is exposed to. The Group Manager, Risk is responsible to ensure effective programs are in place to manage bribery and corruption risk.
- oversee detection and mitigation strategies including the escalation of any potential situations of concern to the Group Compliance Officer or the General Counsel.



Managers and persons employed by Ventia who are likely be exposed to Bribery, Fraud or Corruption risks, will be periodically trained on how to recognise and deal with Bribery, Corruption and Fraud.

5.2 Specific responsibilities

Managers

Each manager is responsible for:

- articulating clear standards to employees to encourage deterrence of Bribery, Corruption and Fraud
- ensuring appropriate screening of suppliers and third parties with whom Ventia does business (see also Business Partners Procedure)
- detection and reporting of incidents should they occur
- supporting the implementation of internal controls that provide for the security and accountability of Ventia resources.

Group Compliance Officer

The Group Compliance Officer is responsible for:

- ensuring that appropriate and adequate Bribery, Corruption and Fraud controls are established, implemented, monitored and maintained throughout Ventia
- supporting other managers across Ventia to implement, monitor and maintain Bribery, Fraud and Corruption controls
- receiving reports of Bribery, Corruption and Fraud, and investigating where appropriate and in consultation with the General Counsel
- coordinating the prevention, detection and response to Bribery, Corruption and Fraud.

Group Executive, People and Capability

The Group Executive, People and Capability is responsible for implementing systems to ensure:

- candidates for roles with Ventia are screened in accordance with the Recruitment Policy
- Bribery, Corruption and Fraud awareness forms part of the induction program for all new employees as part of their Code of Conduct training
- Bribery, Corruption and Fraud control training is delivered as part of their Code of Conduct training to all employees at intervals determined by the General Counsel
- appropriate disciplinary action is taken against employees determined to have breached this policy or the Code of Conduct.



6 Definitions

Term	Meaning
Bribery	Means corruptly or improperly offering, giving, granting, promising or accepting (or attempting or agreeing to do so) any payment, Gift, Hospitality, promise, benefit, favour or anything of value (a Bribe), either directly or indirectly (through a third party or agent) to or from a person, company or Government Official in order to obtain or retain business or an advantage or to induce or reward improper conduct or decision-making in the conduct of business.
Business Partners	Includes clients, customers, subcontractors, suppliers, joint venture partners, alliance partners, consortium partners, consultants and others who provide goods or services to, and/or act on behalf of, Ventia.
Corruption	Means a dishonest activity that involves the abuse of a position of employment, authority, or trust (including Government or company positions) to gain an advantage directly or indirectly.
Facilitation Payment	Has the meaning assigned to that term in the Gifts and Hospitality Procedure.
Fraud	Means the deliberate use of deception to obtain an unjust or illegal direct or indirect personal or business advantage.
Gifts, Hospitality	Have the meanings assigned to those terms in the Gifts and Hospitality Procedure.
Government Official	Means any government or public official in Australia, New Zealand or any other country, including but not limited to: <ul style="list-style-type: none">i. a person currently or formerly holding a legislative, executive, administrative or judicial office (whether appointed or elected);ii. an employee, official or contractor of, or person acting in an official function or capacity for a government or public body (including a military or police force), a government-owned or government-controlled enterprise (including a state owned enterprise), or a public international organisation;iii. a political party, party official or candidate for political office;iv. a person holding an appointment, position or office created by custom or convention, such as some tribal leaders or members of a royal family;v. an authorised intermediary or agent of a person covered by any of the above; orvi. close relatives or persons closely associated with any of the above.
Group Compliance Officer	Means the Ventia employee appointed to this role from time to time contactable at compliance@ventia.com
Ventia	Means Ventia Services Group Limited and its related bodies corporate.



7 Related documents

- Code of Conduct
- Gifts and Hospitality Standard
- Whistleblower Protection Policy
- Business Partners Standard
- Recruitment Policy
- Ethics and Compliance Investigation Standard
- Conflict of Interest Standard

Owner	Group CEO		
Advisory to Owner	Group General Counsel		
Approval Authority	The Board	Approval Date	7 October 2021
