

Anti-Bribery, Fraud & Corruption Policy

1. Purpose

The purpose of this policy is to:

- a. set out RedR's responsibilities, and the responsibilities of those working for us or associated with us, in observing and upholding our position on bribery, fraud and corruption; and
- b. provide information and guidance to those working for us on how to recognise and respond to bribery, fraud and corruption issues.

2. Scope

This policy applies to all individuals working at all levels, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, seconded staff, casual workers and agency staff, agents, partners or any other person associated with us wherever located (collectively referred to as "Workers" in this policy).

RedR's Policy identifies bribery and corruption risks in three key areas: Dealing with and through third parties; Gifts and Entertainment and Facilitating Payments.

The policy does not address all possible situations that may arise within the wide range of activities carried out by and through the RedR, but provides a process that can be applied in most situations.

3. Policy Statement

RedR Australia (RedR) takes a zero-tolerance approach to bribery, fraud and corruption and we are committed to conducting our business in an honest and ethical manner. We have adopted this policy to communicate this message and to assist those working for us to uphold it.

4. Principles

It is our policy to conduct all of our business in an honest and ethical manner. We take a zero tolerance approach to bribery, fraud and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate.

It is our best practice objective that those we do business with take a similar zero-tolerance approach to bribery and corruption.

In this policy "third party" means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

This policy should be read in conjunction with the relevant Employee Handbook.

4.1 What is bribery, fraud and corruption?

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage through "improper performance".

“Improper performance” happens when a person fails to act (1) in good faith, (2) impartially or (3) in accordance with a position of trust. Fraud is dishonest activity in which a director, executive, manager, employee or contractor of an entity acts contrary to the interests of the entity and abuses his/her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity. Corruption is the abuse of public or private office for personal gain.

4.2 Gifts and hospitality

This policy does not prohibit normal and appropriate hospitality (given and received) to or from third parties.

The giving or receipt of gifts and hospitality is not prohibited, if the following requirements are met:

- a. You have disclosed it to your line manager in advance (where it is possible to do so, or as soon as possible afterwards);
- b. it is not made with the intention of influencing, inducing or rewarding a third party in order to gain any advantage through improper performance, or in explicit or implicit exchange for favours or benefits;
- c. it complies with local law;
- d. it is given in our name, not in your name;
- e. it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- f. it is appropriate in the circumstances. For example, in Australia it is customary for small gifts to be given at Christmas time;
- g. taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time. For example, customers are unlikely to be able to accept hospitality from us if we are participating in a tendering process with them;
- h. advantage is for you or a third party.
- i. gifts and / or hospitality should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the CFO.

Where it is an accepted part of your role (you should ask your line manager if you are unsure about this) you can offer and accept a reasonable amount of moderate hospitality for the purposes of business development, having regard to paragraph b. above.

We appreciate that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, proportionate and justifiable. The intention behind the gift or hospitality should always be considered.

4.3 What is not acceptable?

In addition to the above it is not acceptable for you (or someone on your behalf) to:

- a. give, promise to give, or offer, a payment, gift or hospitality with the intention of influencing, inducing or rewarding improper performance;
- b. give, promise to give, or offer, a payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure (where the payment is not a legitimate payment pursuant to local written law);

- c. accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them which will be obtained through improper performance by you or us;
- d. accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with the intention of influencing improper performance by us in return;
- e. threaten or retaliate against another Worker who has refused to commit a bribery offence or who has raised concerns under this policy; or
- f. engage in any activity that might lead to a breach of this policy.

4.4 Facilitation payments

- a. We do not make, and will not accept, facilitation payments of any kind.
- b. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. They are not commonly paid in Australia, but are common in some other jurisdictions in which we operate.
- c. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the CFO.
- d. Whilst Australian law prohibits facilitation payments, you are not required to place your life or liberty at risk. Any such incidents should be reported to the CFO at the first available opportunity.
- e. Kickbacks are typically payments made in return for a business favour or advantage. All Workers must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

4.5 Donations

We do not make contributions to political parties. We only make charitable donations that are legal and ethical under local laws and practices and that are in accordance with our Charity Policy which is in force from time to time. Requests for sponsorship should be forwarded to the CEO for approval in the first instance.

5. Procedures

5.1 Your responsibilities

- a. You must ensure that you read, understand and comply with this policy at all times.
- b. You must be open about gifts and hospitality given or received and you must disclose these to your manager in advance (where it is possible to do so, or as soon as possible afterwards).
- c. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All Workers are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- d. You must notify your manager or the CFO as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a customer or potential customer offers you something to gain a

business advantage with us, or indicates to you that a gift or payment is required to secure their business.

- e. Any employee who breaches this policy may face disciplinary action, which could result in dismissal for gross misconduct.
- f. We reserve our right to terminate our contractual relationship with other Workers if they breach this policy.

5.2 Record-keeping

- a. We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- b. You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our Expenses Policy and specifically record the reason for the expenditure.
- c. The Finance Manager (FM) must maintain a 'Gift Register' of all material gifts any other material benefits that have been offered to employees in the course of their employment. The format of this Gift Register is that communicated by the FM. It is the responsibility of each employee to submit information to the FM which will be reviewed on an annual basis.
- d. All material gifts of any kind received by a RedR employee in the course of their employment must be assumed to be intended for RedR's benefit and must be handed to the employee's line manager and recorded on the Gift Register. The line manager should ensure that any gift provided is used for RedR's benefit and as such the keeping of gifts by individuals is not allowed. Any exceptions to this, is non-acceptance may cause offence to the donor of the gift and the gift while material, is not considered extravagant (over \$20).
- e. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

5.3 How to raise a concern

You are encouraged to raise concerns about any issue or suspicion of misconduct at the earliest possible stage. Research suggests those individuals involved in wrongful conduct or suspicious activity exhibit common behavioural attributes. Some of these include:

- Unwillingness to share duties and/or take leave
- Refusal to implement internal countermeasures (e.g. skipping approvals steps)
- Living a lifestyle above apparent means or lavishing gifts on colleagues
- Failure to keep appropriate or accurate records/receipts
- Chronic shortage of cash/financial hardship – consistently seeking loans or advances
- Addiction problems (e.g. gambling)

If you are unsure whether a particular act constitutes misconduct, bribery or corruption, or if you have any other queries on how to identify suspicious activity, these should be raised with your line manager or the CFO. Depending on the nature of the incident, relevant external authorities or agencies may be contacted by RedR.

5.4 Protection

Workers who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns that are based on reasonable grounds under this policy, even if they turn out to be mistaken.

6. Responsibilities & Reporting

6.1 Responsibility for the policy?

- a. This Policy is endorsed by the CEO. Our board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- b. It is the responsibility of the Fraud Control Unit to implement this policy, and for monitoring its use and effectiveness. The Fraud Control Unit can be contacted about this policy.

6.2 Monitoring and review

- a. The Fraud Control Unit will monitor the effectiveness and review the implementation of this policy, considering its suitability, adequacy and effectiveness. Improvements identified will be made as soon as possible.
- b. All Workers are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.
- c. Workers are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Fraud Control Unit.
- d. RedR reserves the right to vary and/or amend the terms of this policy from time to time at its absolute discretion.

7. Definitions

Corruption	<p>Corruption as behaviour that may involve fraud, theft, misuse of position or authority or other acts that are unacceptable to an organisation and which may cause loss to the organisation, its clients or the general community. It may also include such elements as breaches of trust and confidentiality. The behaviour need not necessarily be criminal. The Standard on Fraud and Corruption Control defines corruption as dishonest activity in which a director, executive, manager, employee or contractor of an entity acts contrary to the interests of the entity and abuses their position of trust in order to achieve some personal gain or advantage or for another person or entity.</p>
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Fraud	Fraud can be seen as a major subset of corruption and is a deliberate, intentional and premeditated dishonest act or omission acted out for the purpose of deceiving to gain advantage from a position of trust or authority. It includes acts such as theft, making false statements or representations, evasion, manipulation of information, criminal deception and abuse of property or time. The Standard on Fraud and Corruption Control defines fraud as dishonest activity causing actual or potential financial loss to any person or entity including theft of moneys or other property by employees or persons external to the entity and whether or not deception is used at the time, immediately before or immediately following the activity. This also includes the deliberate falsification, concealment, destruction or use of falsified documentation used or intended for use for a normal business purpose or the improper use of information or position.
Corrupt Conduct	Corrupt Conduct includes the performance of a dishonest (not impartial) act, breach of trust or misuse of information or material acquired. Further, where proved, it can be a criminal offence or treated as a disciplinary breach providing reasonable grounds for termination of employment / services.
Investigation	Investigation is a search or collation of evidence connecting or tending to connect a person with conduct that infringes criminal law or the policies of RedR.
Public Interest Disclosures	Public Interest Disclosures includes conduct which, in the view of a whistleblower, incorporates activity that is: <ul style="list-style-type: none"> • dishonest; • corrupt; • fraudulent; • illegal; • in breach of Commonwealth or state legislation, or local by-laws; • unethical, either representing a breach of the RedR's Code of Conduct, or generally; • unsafe work practices; • conduct which may cause financial or other loss to RedR; • negligent or improper management of resources resulting in a substantial waste of public funds; substantial and specific dangers to public health or safety, or to the environment.
Whistleblower	Whistleblower is a person who makes, attempts to make, or wishes to make a report in connection with Public Interest Disclosures, as defined, and where the whistleblower wishes to avail themselves of protection against reprisal for having made the report. A whistleblower may or may not wish to remain anonymous.

8. Related policy and documents

- Fraud Control Strategy
- Ethics (Whistleblowers) Policy
- RedR Staff Terms and Conditions
- Code of Conduct

9. Document control

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Name: _____

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