

# ANTI-BRIBERY AND CORRUPTION POLICY

## Key Information

<b>Purpose:</b>	<p>This document assists the Licensee and its related entities to comply with its obligations relating to Anti-bribery and corruption.</p> <p>This document sets out the guidelines for:</p> <ul style="list-style-type: none"><li>• Bribery and corruption;</li><li>• The use of approval checklists;</li><li>• Gifts contributions and payments;</li><li>• Reporting breaches and keeping records; and</li><li>• Acceptable dealings with foreign entities</li><li>• Overview of sanctions</li></ul>
<b>Prepared by:</b>	Cowell Clarke
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<b>Person responsible for review:</b>	Head of Legal, Governance & Reporting
<b>Approver</b>	CEO, Licensee

## Document History

Version	Summary of Amendments	Author	Date	Pages
1	New document	Cowell Clarke	April 2019	17

## Key References

<b>Australian Legislation</b>	<i>The Criminal Code Act 1995 (Cth)</i>
<b>Singaporean Legislation</b>	<i>The Prevention of Corruption Act 1960</i>

## 1. Purpose

The purpose of this Anti-Bribery and Corruption Policy ("**Policy**") is to set out the expected standards of behaviour and to provide additional detailed guidance to those who are involved in Duxton Capital (Australia) Pty Ltd's licenced business ("**the Licensee**")<sup>1</sup>.

We expect at all times our people to behave in a manner consistent with our values and expectations. We recognise that behaviours that lead to bribery and corruption have an adverse effect wherever they occur. That's why we have zero acceptance of bribery, corruption and facilitation payments across all of Duxton Capital and its related entities.

In this Policy, anti-bribery and corruption laws are referred to generally as **ABC laws**<sup>2</sup>.

## 2. Scope

This Policy applies to the Licensee and its related entities, including all officers, directors, employees, contractors, temporary staff, third parties, service providers and agents.

## 3. Policy Statement

This Policy assists the Licensee's staff to be aware of and to comply with ABC laws, to recognise and avoid potential foreign corrupt practices and to address breaches of those laws. A summary of the ABC laws most applicable to the Licensee is set out below.

All of the Licensee's staff are required to conduct their business in a legal and ethical manner. The Licensee will conduct business with integrity and will comply with all applicable laws and regulations, including the *Bribery Act*, the *Prevention of Corruption Act* and similar laws of other countries. Bribery and other corrupt practices in any form are prohibited.

A breach of an ABC law by one of the Licensee's staff could result in the Licensee, its officers or other staff also being liable for a breach. So all of the Licensee's staff must be aware that their actions may affect other staff.

## 4. Approval Checklist

Before any payment, gift or benefit can be made, given, promised, offered or authorised, it must be approved in accordance with the Approval Checklist attached as Annexure B. The approval process is a strict requirement that must always be observed by all of the Licensee's staff.

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<sup>1</sup> References in this Policy to the Licensee, include other members of the Duxton corporate group based in Australia. Duxton Asset Management Pte Ltd has its own anti-corruption policy.

<sup>2</sup> Legislation in Australia is set out in Division 70 of the *Criminal Code* being the schedule to the *Criminal Code Act 1995* (Cth) and is referred to in this Policy as the **Bribery Act**. Legislation in Singapore is set out in the *Prevention of Corruption Act 1960* ("**the PCA**") and also the *Penal Code Act 1872* ("**Penal Code**"). This Policy contains general statements and not detailed legal advice about ABC laws. Reference must be made to the ABC laws of a particular country and specific legal advice should be obtained as circumstances may require.

If you are proposing to make or authorise a payment or give a benefit to any third party that could be considered a facilitation payment or benefit or might otherwise be subject to this Policy or you propose to offer to do so, you must first complete the Payment Due Diligence Request form set out in Annexure C and forward that form to the Licensee's Head of Legal, Governance & Reporting for approval, in accordance with the Approval Checklist. No payment or benefit must be made, given, offered or authorised until written approval has been received.

## 5. **Summary of the Law**

### 5.1 **Offences**

ABC laws make it a criminal offence for a person to offer or give to another person money or some other benefit with the intention of gaining or retaining business or a business advantage that is not legitimately due. The Australian laws for example particularly prohibit bribery directed at seeking to influence a foreign public official in the exercise of that official's duties.

Even if the prohibited conduct occurs entirely outside Australia, an Australian citizen or resident or an Australian company that is involved can still be guilty of an offence. The ABC laws have a very broad reach. For example, you may breach an ABC law just by being on an international conference call when a bribery plan is made in another country.

A summary of the Australian and Singaporean ABC laws is in Annexure A to this policy.

### 5.2 **Defences**

ABC laws generally provide a defence if the payment or benefit is required or permitted by the written law of the relevant foreign country. It is not safe to assume that a payment or benefit will be permitted. Before offering or making any payment or benefit, the legal status of the payment or benefit must be clarified. See the section below entitled "Approval Checklist".

The Australian ABC law allow for *genuine* facilitation payments of *nominal* value. The Singaporean ABC Law does not provide for a genuine facilitation payment defence.<sup>3</sup>

## 6. **Business Practices**

### 6.1 **Bribery & Corruption**

Australia and other countries in which the Licensee is active make it a crime to bribe public foreign officials. However, this Policy goes further than that. The Licensee prohibits bribery in any form, whether to foreign public officials or others. Bribery can take the form of:

- the offer of a gift or other reward that creates an obligation (see subparagraphs 6.4 and 6.5 below);

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<sup>3</sup> The ABC laws of some other countries with which the Licensee may have business also do not allow a "facilitation payment" defence.

- arrangements on concessional terms with individuals or groups who have significant political influence;
- attempts to obtain any improper advantage in any area including in legal proceedings or in government decision making; or
- kickbacks, backhander payments and sham consultancies, side deals, purchases, subcontracts and activities through third parties contrived to hide undue payments or benefits.

Bribery can be by direct means or through an agent or other third party. Attempts to bribe foreign public officials, aiding and abetting bribery, assisting or facilitating or authorising an act of bribery or acting in concert to bribe are also breaches of the law. The consequences of a breach for the Licensee and its staff are serious.

Any arrangements made to supply goods or services or consultancies should be in writing and record the full and accurate terms of the arrangement. The arrangements must be for legitimate business purposes and the fee or cost should be the fair market rate for the supply of those goods or services.

## 6.2 **Facilitation Payments**

In some countries local laws may require payments to be made to public officials to enable certain routine activities to occur, such as the issue of a permit or a customs clearance. These payments are not viewed as bribery of a foreign public official under Australian law if certain criteria are met. Criteria include that the payment sum is small and made to a low level official and that the service given is one of a routine nature that the Licensee is legally entitled to receive.

It must be clear that the payment to the official is allowed under local law, is part of the legitimate function of that person and is not payment for favourable treatment. An official government receipt should be requested and obtained for the payment. The true payee, amount, nature and purpose of any such payment must be properly recorded in the Licensee's financial records. If the proposed payment would breach any other law to which the Licensee is subject, then the payment must not be made under any circumstance. Prior approval of any facilitation payment must be obtained from the Chief Executive Officer and the Head of Legal, Governance & Reporting.

There may be circumstances where the Licensee in its dealings with others becomes aware of wider issues of corruption that may impact on the Licensee, its business and most importantly, the good reputation the Licensee has. Guidance should be sought from the Head of Legal, Governance & Reporting in these circumstances.

## 6.3 **Political Contributions & Activities**

The Licensee does not permit political contributions or activities in the name of the Licensee other than in very limited circumstances in Australia where the law allows this. In any other country, political contributions or

activities or support of incumbents, candidates, groups or organisations that may be linked, whether directly or indirectly, to political parties is not permitted. The type of prohibited contribution or activity is to be viewed widely and includes loans, payments for fund raising events organised by or for political parties, the supply of goods and services unless on a legitimate commercial basis or the provision of travel unless for a legitimate business purpose.

#### **6.4 Giving Gifts & Entertainment**

Gifts (such as a payment or a payment in kind, a courtesy, an offer of entertainment or hospitality, travel, employment, favoured customer treatment or any other personal favour given directly or indirectly by a family member, agent or other third party) should never be offered in situations that might constitute or create the appearance of an impropriety or a bribe. The size and value of gifts and the frequency that they are given or exchanged may be regarded in certain circumstances as a bribe and if a government official is involved, a political payment (dealt with in the previous sub-paragraph). Gifts must not be given in circumstances where they could be regarded as creating an obligation on the part of the recipient or intended to unduly influence, reward or encourage the recipient to give a favour or preferred treatment.

The Licensee's staff are expected to use caution and take extreme care when giving gifts and entertaining to avoid any impression of a reward for a favour. If circumstances require an exchange of gifts (where it is legal to do so and an accepted local practice) at a special event or meeting, then the gift must be of a size and type that is appropriate and will not be mistaken as a bribe.

There are occasions when the Licensee's staff will legitimately entertain suppliers, prospective suppliers, or business associates or be entertained by them. Those expenses are to be claimed using the usual reimbursement process.

In general, entertainment and gifts should only be given by the Licensee's staff where it is clear that they are to be given only for conventional social or business purposes and of a size and frequency appropriate to the status and seniority of the staff involved. The giving of extravagant gifts or entertainment by the Licensee's staff may also be viewed as an improper use of the Licensee's property and may be a breach of law. Concealing improper gifts, expenditure or payments will also be a breach of law and of practices adopted by the Licensee for the maintenance of proper accounting records to ensure accurate financial reporting.

If a situation arises that is doubtful or unclear, the situation must be fully disclosed to the staff's supervisor, manager or the Head of Legal, Governance & Reporting or, in the case of a director or officer, the Chairman of the Board or Chief Executive Officer, as the case dictates, before the person takes any action in relation to the situation.

The Chief Executive Officer has nominated limits for expenditure for gifts and entertainment to be given by the Licensee's staff in the Licensee's Gifts and Entertainment Policy.

## **6.5 Receiving Gifts & Entertainment**

Gifts or entertainment (as described above) should never be accepted in situations that might create the appearance of an impropriety or a bribe. This especially applies to the Licensee's staff who are engaged directly or indirectly in the process of tendering work. The size and value of gifts and the frequency that they are received or exchanged may be regarded in certain circumstances as a bribe. Gifts must not be accepted in circumstances where they could be regarded as creating an obligation on the part of the recipient or intended to unduly influence, reward or encourage the recipient to give a favour or preferred treatment.

The Licensee's staff are expected to take care when receiving gifts and entertainment to avoid any impression of a reward for a favour. In general, entertainment and gifts should only be received by the Licensee's staff where it is clear that they are to be received only for conventional social or business purposes and of a size and frequency appropriate to the status and seniority of the staff involved.

If a situation arises that is doubtful or unclear, the situation must be fully disclosed to a staff supervisor, manager or the Head of Legal, Governance & Reporting or in the case of a director or officer, the Chairman of the Board or Chief Executive Officer, as the case dictates, before the person takes any action in relation to the situation.

The Chief Executive Officer has nominated limits for expenditure for gifts and entertainment to be received by the Licensee's staff in the Gifts and Entertainment Policy.

## **6.6 Use of Third Parties, Intermediaries & Agents**

It is common in some countries for negotiations and the supply of services to be conducted or arranged more efficiently through an agent, intermediary or third party. The Licensee's staff must choose agents and contractors carefully to ensure that their actions and dealings for the Licensee enhance and do not damage the good reputation of the Licensee. Bribery and political payments that occur indirectly through a third party may expose the Licensee and its staff to liability for bribery in certain circumstances.

Before appointing an agent or intermediary, the Licensee should take steps that include:

- carefully checking the qualifications and credentials of the person and the existence of possible improper relationships or a history of suspect business practices;
- ensuring that the agent does not have discretion to make or receive payments or fees to or from any party in relation to the Licensee or its activities that are not fully documented or invoiced and approved by the Licensee before they are made or received;
- making the person explicitly aware of this policy and other Licensee policies and practices relevant to the dealings and getting the person

to acknowledge that they accept those policies, preferably in the contract appointing the person;

- ensuring any payments and fees do not encourage improper business practices by the person; and
- establishing a process to monitor the activities of the person against the Licensee's expectations with relevant procedures to deal with non-compliance.

If you intend to enter into an arrangement with a joint venturer, agent, contractor or other third party, you must obtain prior written consent from the Board or the Chief Executive Officer. The appropriate due diligence must be undertaken in accordance with the Head of Legal, Governance & Reporting's instructions.

## **7. Staff Responsibilities**

### **7.1 Personal Responsibility**

While ABC laws particularly relate to dealings with foreign officials, this Policy also extends to prohibit any of the Licensee's staff from paying or offering bribes to any person or otherwise engaging in any corrupt practices.<sup>4</sup>

Each of the Licensee's staff is personally responsible for compliance with all aspects of this Policy, as it may be amended from time to time. This Policy, including the Appendices, will be posted on the Employee Pipeline or Portal or available from the Head of Legal, Governance & Reporting and staff are responsible to regularly review and be familiar with the terms of this Policy. The Licensee has zero tolerance for non-compliance with this Policy.

Without limiting those general responsibilities, some specific staff responsibilities are set out in this section.

### **7.2 Accurate Descriptions**

Prior to paying, giving, promising, offering or authorising a payment or benefit that will go directly or indirectly to a foreign official, the Licensee's staff must be sure that no part of the payment or benefit is to be made or given for any purpose other than as is fully and accurately described in the Licensee's records.

Personal funds or gifts must not be used to accomplish what is otherwise prohibited by this Policy. Concealing improper gifts, payments or other activities will be a very serious breach of this Policy and may also be a breach of law.

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<sup>4</sup> As indicated above, the *Singaporean PCA* is not limited to prohibiting bribes to foreign officials, although that specific prohibition is included in the Act. Most countries with which the Licensee's staff may have dealings, including countries not generally regarded as having uniformly high standards of business practice, have laws which prohibit corrupt practices.

### 7.3 General Directions

Without prior written approval in accordance with the Approval Checklist, none of the Licensee's staff are to:

- make, give, promise, offer or authorise a payment or benefit that the staff has reason to believe will be received, in whole or in part and whether directly or indirectly, by a foreign or domestic official for such official's personal benefit or which will otherwise be in breach of the laws of that staff's country or of the foreign official's country;
- enter into or authorise a contract with a consultant, advisor or other third party pursuant to which that party is to assist the Licensee to obtain or maintain an approval, consent, licence, permit, waiver or other authorisation from a governmental body;
- enter into or authorise any other contract under circumstances that indicate a risk that the contracting party will make, give, promise, offer or authorise any payment or benefit that the Licensee's staff has reason to believe will be received, in whole or in part and whether directly or indirectly, by any foreign or domestic official for such official's personal benefit; or
- enter into or authorise a contract or transaction with any foreign or domestic official, any immediate relative of such an official, or any entity in which such an official (or his or her immediate relative) has a direct or indirect interest.

### 8. Sanctions

The Licensee's will ensure that, except with the approval of the Board, it does not deal with customers from foreign countries or provide designated services to customers against whom sanctions have been imposed or have been included on the lists:

- maintained by the Department of Foreign Affairs and Trade under the *Charter of United Nations (Terrorism and Dealings with Assets) Regulations 2002* (Cth) and the *Autonomous Sanctions Regulations 1959* (Cth); or
- contained in the *Criminal Code Regulations 2002* (Cth).

The Head of Legal, Governance & Reporting, or other nominated person, will:

- obtain names of individuals/entities that have been identified as potentially matching the individuals/entities on the lists mentioned above;
- determine, with a reasonable degree of certainty, whether the individual/entity is, or is not, the individual/entity identified on the lists mentioned above;
- communicate the names of the individuals/entities so identified to the Board and senior management, as appropriate; and



- determine, with the approval of the Board or the Chief Executive Officer, whether to refuse to provide, or terminate the provision of, a designated service.

Dealing with or in sanctioned persons, countries, assets or services is a breach of sanctions laws and can result in:

- a fine the greater of 10,000 penalty units (\$2.1 million) or three times the value of the transaction, for corporations;
- a fine of the greater of 2,500 penalty units (\$525,000) or three times the value of the transaction and/or up to 10 years in prison, for individuals.

If any staff of the Licensee detects that a dealing is with a sanctioned person s/he should promptly report potential breaches to the Licensee's Responsible Manager or Head of Legal, Governance & Reporting who will assess the potential breach and action it accordingly.

For more information on Sanctions, please refer to the *Anti-Money Laundering and Counter Terrorism Financing Compliance Program* available on the Duxton Pipeline or Portal or from the Head of Legal, Governance & Reporting.

## 9. **Record Keeping and Accounting**

The Licensee requires that all staff make and keep records in reasonable detail to fully and accurately record all financial transactions and dealings with assets. This record keeping requirement applies to any payments or benefits covered by this Policy and is consistent with record keeping requirements under ABC laws.

The Licensee's record keeping and accounting controls must be sufficient to provide reasonable assurances that transactions are in accordance with management's authorisation, properly recorded and can be properly and regularly audited. No undisclosed or unrecorded accounts or payment arrangements of the Licensee are to be established for any purpose. False, misleading or artificial entries in the Licensee's books are prohibited.

Note that the Licensee's joint venturers or contractors may also have ABC related record keeping policies which affect the Licensee's staff. The Licensee's staff dealing with the Licensee's joint venturers or contractors should request a copy of their record keeping policies (if any).

## 10. **Reporting**

All of the Licensee's staff are required to immediately advise the Licensee's Head of Legal, Governance & Reporting of any information they may have regarding matters that are or may be breaches of this Policy. This includes demands or requests made to the Licensee's staff for the payment of bribes or the giving of other benefits not legitimately due, even though those demands or requests are refused. Covering up for or not reporting wrongful or doubtful conduct will be a breach of this Policy and potentially puts the Licensee at risk.

To help assure compliance with this Policy, the Licensee's Head of Legal, Governance & Reporting will require each of the Licensee's staff who has or is likely to have contact with a foreign official or who is otherwise involved in or has responsibilities relating to international business operations of the Licensee to

submit on a half yearly basis, a signed statement containing any information of which the staff may be aware regarding payments or benefits made, given, promised, offered or authorised to foreign or domestic officials or other third parties.

As an aid, attached as Annexure D, is a list of “red flag” circumstances that may indicate a breach or potential breach of this Policy. This list is by no means exhaustive of potential problem situations.

11. **Further Assistance**

If at any time you have any question about the application of this Policy or you need guidance or assistance in a particular case or if you want to report a circumstance you believe may be a breach or may result in a breach of this Policy, in the first instance, contact the Licensee’s Head of Legal, Governance & Reporting. You can do this on a confidential basis.

12. **Related Policies**

This Policy should be read in conjunction with other relevant policies of the Licensee including its Gifts and Entertainment Policy

## ANNEXURE A - SUMMARY OF LAWS

### 1. Offences

The Australian *Bribery Act* makes it a criminal offence for:

- an Australian person or corporation
- to directly or indirectly promise, offer or provide a benefit to another person
- that benefit is not legitimately due to the other person
- with the intention of influencing a foreign public official (who may or may not be that other person) in the exercise of that official's duties in order to
- obtain or retain business or obtain or retain a business advantage that is not legitimately due, whether or not business or a business advantage was actually obtained or retained.

The *Bribery Act* imposes very heavy fines and prison sentences for those guilty of offences. To these penalties must be added the potential for termination of employment and for the Licensee's reputational damage, preclusion from tendering lists and general loss of business.

The *PCA* has 2 categories of offences. The first category makes it illegal to bribe a Member of Parliament. Any person shall not offer any gratification as an inducement or reward to any Member to do or forbid to do any act in their capacity as member, and a Member of Parliament must not accept such offer. The second category makes it illegal to bribe a member of a public body. Any person to offer any gratification to any member of a public body as an inducement or reward to vote or abstaining from voting at any meeting of the public body, offer a reward for performing, or abstaining from performing any official act, or offer a reward for the member's aid in procuring or preventing the passing of any vote. This section also makes it illegal for a member of a public body to accept gratifications for the above.

A person guilty of either offence shall be liable on conviction to a fine not exceeding SGD \$100,000 or to imprisonment for a term not exceeding 7 years or to both.

### 2. Defences

The *Bribery Act* and the *PCA* provide a defence if the payment or benefit is required or permitted by the written law of the foreign official's country. It is not safe to assume that a payment or benefit will be so permitted. Before any payment or benefit is paid, given, promised, offered or authorised, the legal status of the proposed payment or benefit must be clarified.

Under the *Bribery Act* there is also a defence in the case of *genuine* facilitation payments. In summary, these are *small* payments or benefits of *nominal* value which are made in order to have an official do a routine government action expeditiously.<sup>5</sup> A payment, however small, that is made with the intention of

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<sup>5</sup> Examples of routine government actions given in the *Bribery Act* include actions that are ordinarily and commonly performed by the official and are covered by any of the following: granting a permit, licence or other official document that qualifies a person to do business in a foreign country; processing government papers such as a visa or work permit; providing police protection or mail collection or delivery; scheduling inspections associated with contract performance or related to the transit of goods; providing telecommunications services, power or water; loading and unloading cargo; protecting perishable products, or

obtaining or retaining business or a business advantage to which the payer is not legitimately entitled will not qualify for the defence.

A person trying to rely on the facilitation payment defence under the *Bribery Act* has the obligation of proving that a payment was a genuine facilitation payment. A written record must also have been made at the time of payment, to record all relevant details. Failure to make, keep and to be able to produce the record will mean the defence is not available, subject to some limited exceptions. An example of the type of record required can be obtained from the Compliance Portal or from the Compliance Officer.

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commodities from deterioration; any other action of a similar nature; and does not involve a decision about: whether to award new business; or whether to continue existing business with a particular person; or the terms of new business or existing business. The Licensees staff must bear in mind that the ABC legislative provisions vary between countries and accordingly, regard must be had to the specific laws applicable in the country or countries in which the conduct is to occur.

## ANNEXURE B - APPROVAL CHECKLIST

Before any payment or benefit can be made, given, promised, offered or authorised, it must be approved in accordance with this Approval Checklist which sets out a compliance policy checklist for the approval by the Licensee's Head of Legal, Governance & Reporting.

	Yes	No
1. Are you considering making or authorising or being associated with causing a benefit to be offered or provided to a government official or third party?	<input type="checkbox"/>	<input type="checkbox"/>
2. Are you considering making or authorising or being associated with causing a benefit to be offered to a person or company who or which in turn is likely to make a gift, payment or offer of anything of value to a government official or a relation of a government official?	<input type="checkbox"/>	<input type="checkbox"/>
<b>IF "YES" TO EITHER QUESTION ABOVE, PRIOR TO MAKING OR AUTHORISING SUCH ACTION, YOU WILL NEED TO FULLY COMPLETE AND SIGN THE FORM IN Annexure C OF THIS POLICY ("Payment Due Diligence Request")</b>		
3. When completing the Payment Due Diligence Request, consider whether the following apply and if so, include the additional information below in Section B of the Payment Due Diligence Request:		
3.1 Is the payment permitted by a written law of the relevant jurisdiction in which the government official involved is resident?	<input type="checkbox"/>	<input type="checkbox"/>
3.2 If yes, specify the written law in the Approval Application and annex a copy of the relevant law and a translation into English to the Payment Due Diligence Request.	<input type="checkbox"/>	<input type="checkbox"/>
3.3 Is the payment a facilitation payment such that:		
3.3.1 it is minor in nature;	<input type="checkbox"/>	<input type="checkbox"/>
3.3.2 the sole or dominant purpose of the payment is to expedite or secure the performance of a routine government action of a minor nature.	<input type="checkbox"/>	<input type="checkbox"/>
4. Have you obtained a written request from the government official for the payment? If yes, attach it to the Payment Due Diligence Request.	<input type="checkbox"/>	<input type="checkbox"/>
3. Have you informed the proposed recipient that you will require an official receipt for record keeping purposes under the Licensee's ABC Policy?	<input type="checkbox"/>	<input type="checkbox"/>
<b>NOTE:</b> In the event that the Payment Due Diligence Request is approved and the payment made or benefit given, it is your responsibility to secure an official receipt and provide it to the Licensee's Head of Legal, Governance & Reporting.	<input type="checkbox"/>	<input type="checkbox"/>

## ANNEXURE C - PAYMENT DUE DILIGENCE REQUEST

In this Request form, a reference to “payment” includes both cash amounts or non-cash benefits. A reference to a “foreign official” has the meaning used in the Licensee’s Anti-Bribery and Corruption Policy.

### Section A: Information about the Request (to be completed by the person proposing the payment)

1. Describe the donation request:
  - 1.1 Your name and position:
  - 1.2 Proposed recipient:
  - 1.3 Amount/description of payment requested:
  - 1.4 Purpose of payment:
  - 1.5 Other relevant information:
2. Have any of the licensee’s staff to your knowledge made any other payments to or for the benefit of the proposed recipient within the past **5** years?

If yes, please list.
3. Do any of the Licensee’s staff have any prior relationship with the proposed recipient?

If yes, describe relationship.
4. How did this particular request first come to the attention of you or any other of the Licensee’s staff?
5. Why is it in the Licensee’s interest to make the requested payment?
6. Please answer the following questions:
  - 6.1 Was the payment requested by or on behalf of a foreign official, or has a foreign official communicated with any of the Licensee’s staff about the requested payment?
  - 6.2 Is any foreign official a known supporter of the proposed recipient, or otherwise closely affiliated with the proposed recipient?
  - 6.3 Is the proposed recipient a foreign government institution or other government entity of a type to which the Licensee’s ABC Policy may apply?
7. List all of the foreign officials who have communicated with any staff of the Licensee concerning the requested payment or who are known supporters of or affiliated with proposed recipient. Describe the relationship between those foreign officials and the proposed recipient.

Based on your investigation of this request, do you believe that a foreign official may benefit personally in some way if this payment is made? If yes, please explain.
8. Has anyone stated or implied that staff of the Licensee will either receive some sort of benefit if the payment is made, or suffer some adverse governmental action if the requested payment is not made? If yes, please describe.

9. Is the size and/or type of the request reasonable given its intended use? Please give reasons for your answer.
10. Is there anything unusual about the proposed method of payment?
11. List the names and titles of the people with whom you communicated and who were your main sources for the information that you collected about this payment request.

Signature:

Name :

Date:

Position:

### **Section B: Payment Approval Process**

1. Is there any additional information that is required in order to evaluate this request? If yes, describe and do not approve the payment at this time.
2. Is the requested payment compliant with the Licensee's ABC Policy?
3. Based on a review of this request form is there any reason to believe that the requested payment is contrary to the Policy, or even if not, might embarrass the Licensee or otherwise create the appearance of impropriety if it were disclosed? If yes, you must consult the Licensee's Head of Legal, Governance & Reporting or Chief Executive Officer before the payment is approved.

Payment is:      Approved                      Not approved

Signature:

Name:

Date:

Position:

### **Section C: Chief Executive Officer**

(Required under clause 3 of Section B or if the aggregate value of all payments made to the proposed recipient or a related government official(s) would exceed \$1,500 in a calendar year.)

Payment is:      Approved                      Not approved

Signature:

Name:

Date:

Position:

## **ANNEXURE D -ILLUSTRATIVE “RED FLAG” CIRCUMSTANCES**

1. A Government official recommends that a Licensee’s staff hire a specific person or company to act as a contractor, supplier or partner. The official may be seeking to enrich himself or herself through kickbacks received from a favoured contractor.
2. A proposed third party requests, without reasonable explanation, fees or commissions that are much greater than the market rate for comparable work. A request for unusually high compensation may indicate that part of the fee will be used for improper payments.
3. A third party proposes to be paid a large contingency fee if for example, a government contract is awarded, or a favourable regulatory change is achieved. This type of compensation structure can create an incentive for the third party to make an improper payment in order to achieve a favourable result.
4. A third party requests that payments be made to another party, or to a third-country bank account, or other unusual financial arrangements.
5. Unusual payment patterns or financial arrangements.
6. Unusual tendering processes or a request for some form of “co-operation” with another party in a tender.
7. A third party requests to be paid in cash for services that are typically paid by bank transfer or other non-cash means.
8. A third party (including JV partner) refuses to certify that it will not take any action in furtherance of an improper payment or business practice. All third parties that do business with the Licensee’s staff should be prepared to give this standard commercial assurance.
9. A third party refuses or fails to provide proper acquittal for expenses incurred on behalf of a Licensee’s staff or refuses to have or abide by proper financial controls set out in an agreement.
10. The value ascribed to contributions by the third party are excessive.
11. The third party has a reputation for paying bribes.
12. The third party is rumoured to have a “silent partner” who is an important foreign government official.
13. A third party's company is not listed in standard industry directories or is not known to people knowledgeable about the industry.
14. A contractor or agent requests that his or her agreement be kept secret from his or her employer/principle or that his or her identity not be disclosed to a third party.
15. A contractor or agent insists on having sole control of any foreign government approvals.
16. A background check of the principals of a third party company uncovers unusually close links to, or some degree of ownership by, a government official or a disreputable party.
17. A one time payment to a contractor.
18. Payments in large round numbers.
19. Sequential duplicative invoice numbers from a contractor.
20. Lack of transparency in expenses and accounting records.
21. Duplicate invoices paid twice.



- 22. Contractor with the same address or bank account as a government office or official or an employee.
- 23. A contractor or third party lacks qualifications to perform the services offered or contributes nothing of value to a deal apart from influence.
- 24. Payment to a country in which the Licensee's staff does not do business.
- 25. Payment to a politician's family or associate.
- 26. Payment to an invalid address or P.O. Box.