



Anti-Bribery and Corruption Policy

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1. Purpose of this Policy

At GUD we have a reputation for honesty, integrity, excellence and fairness. This reputation is important to us, and we are committed to acting consistently with those values. This includes not tolerating bribery or corruption. In accordance with these commitments, and to support our reputation and values, GUD has developed this Policy for countering bribery and corruption.

The Board of Directors of GUD Holdings Limited is committed to supporting this Policy. The Board and the senior executives of GUD are responsible for establishing and implementing this Policy.

This policy is to be read in conjunction with other GUD policies, in particular the GUD Code of Conduct and its Protected Disclosures section.

2. Application of this Policy

2.1 Who does this Policy apply to?

This Policy applies to:

- GUD Holdings Limited and all subsidiary and affiliate companies and businesses over which it exercises control (**GUD**).
- All directors, officers and employees of GUD and its related businesses (which for these purposes includes temporary or contract staff) (**Employees**).
- All business partners, subject to the provisions of Section 2.2 below.

It is every Employee's responsibility to comply with, and promote compliance with, this Policy.

Every manager must communicate this Policy and ensure that all Employees reporting to them, and Business Partners within their area of responsibility, understand and comply with this Policy.

2.2 Application of this Policy to Business Partners

Business partners are any person or entity which acts for or on behalf of or performs services for GUD, including third party agents, consultants or services providers (collectively, **Business Partners**).

This Policy applies to all Business Partners unless:

- a particular Business Partner has its own anti-bribery and corruption policy that GUD's Company Secretary and General Counsel has reviewed and acknowledged; **and**
- GUD's Company Secretary and General Counsel has given written approval for this Policy to no longer apply to that Business Partner.

2.3 Which transactions does this Policy apply to?

This Policy applies to:

- all GUD's business and transactions, regardless of where such transactions and business occurs;
- all business activities with existing or potential suppliers, contractors, customers and Employees in Australia and overseas; and
- whether or not any particular conduct may be regarded as common or customary in a particular place or location.

3. Prohibited Conduct

3.1 What is prohibited?

All Employees and Business Partners of GUD must not (directly or indirectly):

- Pay, offer, promise, encourage or accept any bribe, kickback, secret commission or other form of improper benefit (however small) in order to obtain any improper business or other advantage for GUD, for themselves, or for others (see Section 3.2 below).
- Without the express written approval in advance of GUD's Company Secretary and General Counsel, make facilitation payments. Facilitation payments are payments made for the purpose of expediting or facilitating the performance by a public official of a routine governmental action.
- Make political, charitable or community donations which are contrary to Section 4 below.
- Provide or accept gifts, hospitality or travel contrary to Section 5 below.
- Falsify, omit or mis-describe any book, record or account relating to GUD's business. All receipts and expenditures must be supported by documents that describe them accurately and properly.
- Cause, encourage, be complicit in or authorise any of the above conduct or any other conduct which is inconsistent with this Policy.

Employees and Business Partners must not do any of the above in their 'personal capacity' in an attempt to evade the requirements of this Policy. No Employee or Business Partner will be penalised, or be subject to other adverse consequences, for refusing to pay bribes, or engage in any other conduct which would be a breach of this Policy, even if that refusal may affect GUD's business. Employees are encouraged to make Protected Disclosures under the Code of Conduct.

3.2 What is bribery?

Under the law, bribes and bribery have a very wide definition.

Bribery involves improperly offering or providing a benefit or something of value, either to a public official or another person, in order to obtain or retain a commercial advantage or to induce or reward improper conduct or an improper decision.

While a bribe may involve money, it covers anything of value such as cash or cash equivalents (eg gift vouchers or loans); some gifts, hospitality, entertainment or travel; donations or scholarships; the provision of favours (eg discounted or 'free' GUD product); allowing the use of GUD services, facilities or property; or anything else that is of value to the recipient.

3.3 Exception – physical danger

No Employee or Business Partner will be penalised for providing a payment or benefit in circumstances where they fear imminent physical injury or unlawful detention to themselves or another person if the payment or benefit is not provided.

If any payment or benefit is provided in these circumstances, you must immediately bring it to the attention of GUD's Company Secretary and General Counsel. Further, it must be promptly and properly recorded (including the amount of the payment or identification of the benefit provided, the identity of to whom it was made and the circumstances in which it was made).

4. Political, Charitable or Community Donations

4.1 Political Donations and Support

Employees and Business Partners must never grant financial or other support to political parties, political campaigns, or individual politicians on behalf of GUD, as this could be perceived as an attempt to gain an improper business advantage.

When acting on GUD's behalf, no action should be made which might be seen as assisting a political party, politician or political candidate.

This policy includes donations, membership or association fees that are of a political nature.

4.2 Charitable Donations and Support

All charitable or community donations made on behalf of GUD or a GUD business must be approved:

- if of an amount less than \$1000 in cash or value of benefit, by the Chief Executive Officer of the relevant business; and
- if of an amount of \$1000 or more in cash or value of benefit, by the Managing Director of GUD.

Charitable and community donations can sometimes be used as a disguise for bribery, for example where a donation is provided to a 'charity' which is controlled by person who is in a position to make decisions affecting GUD. Employees must ensure through due diligence and transparency that charitable and community donations do not constitute bribery.

Things you should consider before making community or charitable donations on behalf of GUD include whether the:

- agency / organisation is formally recognised or registered;
- agency / organisation has ties to government, or a public official (for example, a public official or family member of a public official founded the charity, works at the charity or has requested or suggested that a donation be made to the agency / organisation);
- agency / organisation has transparent public guidelines which clearly describe the program's priorities, focus areas and decision making process;
- donation will be recorded in an open and transparent manner; or
- agency / organisation provides, or will in the future provide, any services or benefits to GUD.

Employees or Business Partners who wish to make charitable or community donations on their personal behalf must make it clear that they are not doing so on behalf of GUD.

All charitable or community donations (of whatever value) made on behalf of GUD must be documented and recorded in a **Charitable and Community Donations Register** maintained by each business, and properly recorded in the books and records of that business.

A copy of the *Charitable and Community Donations Register* maintained by each business, must be provide to GUD's Company Secretary and General Counsel by 31 July each year in respect of the twelve month period ending on the immediately preceding 30 June.

5. Gifts, Hospitality and Travel

Gifts include 'free' products (including any of GUD's brands), flowers, wine, tickets to events and the like, which are given to an individual (rather than being used in a hosted business context).

Hospitality includes invitations to business meals, entertainment, receptions, sports and cultural events hosted in a business context.

Travel refers to circumstances where GUD pays the travel expenses (for example, flights, accommodation, and living expenses) of individuals who are not its Employees, Business Partners or representatives.

5.1 Guidelines

Gifts, Hospitality and Travel can be customary courtesies designed to build goodwill. In some cultures they play an important role in business relationships.

However, a problem may arise when such courtesies compromise, or appear to compromise, the ability of the recipient or some other person to make objective and unbiased decisions affecting GUD, particularly decisions to confer or retain a commercial advantage.

Employees and Business Partners must not offer, provide or receive any *Gift, Hospitality or Travel* that may be perceived to improperly influence a relationship or decision affecting GUD or its business.

The following guidelines apply at all times, and do not change during traditional gift-giving seasons.

Gifts, Hospitality and Travel must never consist of cash or cash equivalents and must be:

- reasonable and of modest value, both in isolation and when considered in the context of other gifts and hospitality offered to the same recipient;
- appropriate and consistent with reasonable business practice;
- provided only for the purpose of building or maintaining business relationships or normal courtesy, and never be offered for something in return; and
- provided in an open and transparent manner, and never be offered if full transparency and disclosure would be embarrassing to GUD or the recipient.

Particular caution should be exercised if the recipient of any *Gift, Hospitality or Travel* is a **public official**. In addition to the guidelines above, where *Gifts, Hospitality or Travel* are provided to a *public official*, Employees and Business Partners must ensure that they are:

- permissible under all applicable laws, rules and regulations; and
- within any monetary limits, and comply with any disclosure obligations, imposed by the recipient's organisation or local laws. Employees and Business Partners should check whether the recipient's organisation or local laws impose any such limits or disclosure requirements.

A **public official** includes but is not limited to:

- a person holding a legislative, executive, administrative or judicial office (whether appointed or elected);
- 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);
 - a public international organisation;
- a political party or party official or candidate for political office;
- a person holding an appointment, position or office created by custom or convention, such as potentially some tribal leaders or member of a royal family; or
- an authorised intermediary or agent of a person covered by any of the paragraphs above.

5.2 Approval Requirements

All *Gifts* must be approved in advance in accordance with GUD's normal procedures. You must obtain your supervisor's sign-off on Gifts, consistent with GUD's expense system.

All *Hospitality to public officials* of any amount must be approved in writing in advance by the Chief Executive Officer of the business. In addition, *hospitality to public officials* of an amount exceeding \$1000 per person must be approved in writing in advance by the Managing Director of GUD.

All *Travel* for individuals who are not Employees or Business Partners must be approved in advance, in accordance with GUD's normal procedures, which include:

- in the case of 'domestic' airfares, approval in writing in advance by the Chief Executive Officer of the business; and
- in the case of 'international' airfares, approval in writing in advance by the Managing Director of GUD.

5.3 Record Keeping Requirements

All *Gifts, Hospitality and Travel* which require approval, whether provided by you or received by you, must be promptly and properly documented and recorded in a ***Gifts, Hospitality and Sponsored Travel Register*** maintained by each business. The record must expressly state the nature and purpose of the *Gift, Hospitality or Travel*, including the value and identification of the benefit provided, the identity of to whom it was made and from whom it came, the circumstances in which it was made, and details of any approvals given. All *Gifts, Hospitality and Travel* recorded in the register must be counter-signed by the Chief Executive Officer of the business.

A copy of the *Gifts, Hospitality and Sponsored Travel Register* maintained by each business, must be provide to GUD's Company Secretary and General Counsel by 31 July each year in respect of the twelve month period ending on the immediately preceding 30 June.

6. Procurement of Goods and Services by GUD

GUD is committed to dealing with its suppliers in a fair, honest and professional manner, while seeking best value for the business. Potential suppliers are treated on an equal basis and no unmerited favouritism is to be shown in the procurement of goods and services.

Employees and Business Partners must not enter into any contract for GUD or for GUD's benefit where the entry into that contract is in any way affected by a violation of this Policy. GUD will avoid dealing with prospective contractors and suppliers known for offering or providing bribes. GUD will make its anti-bribery policies known to its contractors and suppliers and encourage them to adhere to similar high standards of corporate responsibility.

7. Business Partners

7.1 Guidelines for engaging Business Partners

GUD is committed to promoting anti-corruption practices amongst any Business Partners it engages. To minimise the risk of Business Partners engaging in inappropriate conduct, Employees must:

- Always act with due care in selecting Business Partners and in monitoring their activity.
- Ensure that Business Partners are aware of and respect the GUD Anti-bribery and Corruption Policy.
- Ensure that all fees and expenses paid to Business Partners (including any commissions and success fees) represent appropriate and justifiable remuneration, which is transparent, commercially reasonable under the circumstances, and for legitimate services rendered.
- Ensure that all fees and expenses must be paid to the Business Partner themselves (and to an account in their name in their principal place of business).
- Record the relationship in a written agreement.
- Reserve the right to terminate the relationship in the event that the Business Partner violates the GUD Anti-bribery and Corruption Policy.
- Keep accurate financial records of all payments including accurate descriptions of the purpose of the payment.

7.2 Approval Requirements

All contracts with Business Partners must be authorised in accordance with GUD's contract approval process (which in some cases requires approval by GUD's Company Secretary and General Counsel, and senior management).

8. Communication and Training

GUD will ensure that all Employees (including new Employees) are informed about and understand this Policy.

Each Employee will receive a copy of this Policy and be provided with training. Key Employees will receive regular training and confirm they understand and will comply with this Policy.

9. Reporting of Bribery and Suspicious Activity

If you become aware of any of any actual or suspected breach of this Policy, or any request or demand for any undue financial or other advantage, you must report this to the Chief Executive Officer of the business or to GUD's Company Secretary and General Counsel or GUD Managing Director. You may choose to make a Protected Disclosure under the GUD Code of Conduct.

Processes are in place to ensure that such complaints are logged, investigated and appropriate action is taken. Measures are in place to ensure complaints are treated confidentially to the extent possible.

GUD will not permit retaliation of any kind against any Employee for making good faith reports about actual or suspected violation of this Policy. Any actual or attempted retaliation is also a breach of this Policy.

10. Sanctions

GUD has no tolerance for conduct in violation of this Policy. Failure to comply with this Policy may lead to disciplinary action, up to and including dismissal. Conduct in violation of this Policy may also breach applicable anti-corruption laws and result in criminal or civil penalties, including fines and imprisonment.

Employees and Business Partners must cooperate fully and openly with any investigation by GUD into alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information is a breach of this Policy.

11. Questions Relating to this Policy

Any questions in relation to this Policy should be directed to GUD's Company Secretary and General Counsel.

If you have any doubt about whether particular conduct may violate this Policy, you are encouraged to discuss the issue with a supervisor or senior manager, GUD's Company Secretary and General Counsel or to contact the Chief Executive Officer of the business, for guidance.

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