



citadel group
MANAGING COMPLEXITY

BRIBERY, CORRUPTION, GIFTS AND HOSPITALITY POLICY

Corporate Governance Document
Policy Document

July 2020



Contents

1	BRIBERY, CORRUPTION, GIFTS AND HOSPITALITY POLICY	4
1.1	Rationale	4
1.2	Policy Statement.....	4
1.2.1	Overview	4
1.2.2	Bribery.....	4
1.2.3	Other important concepts and restrictions.....	5
1.2.4	Gifts, entertainment and hospitality	5
1.2.5	Hospitality Limit.....	6
1.2.6	Donations	6
1.3	Procedures.....	6
1.3.1	Compliance	6
1.3.2	Register	6
1.3.3	Record keeping	6
1.3.4	Acquisitions.....	7
1.3.5	New business markets and contacts	7
1.3.6	Reporting.....	7
1.3.7	Consequences of non-compliance.....	7
1.3.8	Disclosure Coordinator	7
1.3.9	Support	7
1.4	Policy Review	8



Document Control

Approving Authority Board

Approval/Issue Date 1 July 2019

Version Version 1.2

Owner The Group Company Secretary

Users This policy applies to Citadel's:

- > directors;
- > permanent full-time, part-time, and casual employees; and
- > contractors (and their employees).

Obligations Set out below.

VERSION	APPROVER	PUBLISH	CHANGE
V1.0	Board	May 2019	First version for approval
V1.1	Board	June 2019	Appendix 1 added.
V1.2	Board	15 Oct 2019	Approved by Board for publication
V1.3	Board	1 July 2020	Clarification of reporting (cl. 1.4).



1 BRIBERY, CORRUPTION, GIFTS AND HOSPITALITY POLICY

1.1 RATIONALE

The Citadel Group Limited (**Citadel**) is committed to ensuring that its directors, officers, contractors and employees (collectively **Personnel**), act and observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities.

Bribery and the related improper conduct referred to in this policy are serious criminal offences for both Citadel and any individuals involved. They are also inconsistent with Citadel's values.

Laws prohibiting the types of improper conduct covered by this policy apply in Australia and in the countries where Citadel is or will conduct business, and also where a number of Citadel's key suppliers are located. Many laws, such as the Australian Criminal Code, the US Foreign Corrupt Practices Act and the UK Bribery Act, have application not only in those countries, but also to acts in Australia.

The purpose of this policy is to:

- > set out Citadel's and its personnel's responsibilities in observing and upholding the prohibition on bribery and related improper conduct; and
- > provide information and guidance on how to recognise and deal with instances of bribery and corruption.

1.2 POLICY STATEMENT

1.2.1 Overview

Citadel personnel must:

- > understand and comply with this policy;
- > not give, offer, accept or request bribes, facilitation payments, secret commissions or other prohibited payments or engage in money laundering or cause any of them to be given, offered, accepted or requested;
- > not approve any offers, or make, accept or request an irregular payment or other thing of value, to win business or influence a business decision in favour of Citadel;
- > comply with any reporting and approval processes for gifts, entertainment or hospitality;
- > not offer or receive any gifts, entertainment or hospitality to or from public or government officials or politicians, without approval from the CEO and the General Counsel;
- > obtain required approvals for donations and sponsorship;
- > maintain accurate records of dealings with third parties; and
- > be vigilant and report any breaches of, or suspicious behaviour related to, this policy.

1.2.2 Bribery

Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide Citadel with business or a business advantage that is not legitimately due.

The relevant laws apply to bribery of public officials as well as bribery in respect of any commercial transaction in the private sector. Merely offering a bribe will usually be sufficient for an offence to be committed.



Bribery can take many forms. The benefit that is offered, given or accepted may be monetary or non-monetary. For instance, it may involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities, funding educational courses and associated travel costs, or lavish corporate hospitality.

Bribery may be indirect, for example where:

- > a person procures an intermediary or an agent to make an offer which constitutes a bribe to another person; or
- > an offer which constitutes a bribe is made to an associate of a person who is sought to be influenced.

Citadel Personnel must not give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person.

Under no circumstances will Citadel approve of any offers, or make, request or receive an irregular payment or other thing of value, to win business or influence a business decision in Citadel's favour.

1.2.3 Other important concepts and restrictions

Facilitation Payments

Facilitation payments are typically minor, unofficial payments made to secure or expedite a routine government action by a government official or employee

Secret Commissions

Secret commissions typically arise where a person or entity (such as a Citadel employee) offers or gives a commission to an agent or representative of another person (such as a Citadel supplier) that is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.

Money laundering

Money Laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Paying secret commissions, facilitation payments, or participating or facilitating money laundering by Citadel Personnel is also prohibited.

1.2.4 Gifts, entertainment and hospitality

Citadel recognises that accepting or offering gifts, entertainment or hospitality of moderate value is customary and in accordance with local business practices.

The practice of accepting or offering gifts, entertainment or hospitality should be approached conservatively and prudently by Citadel and its personnel.

Citadel prohibits the offering or acceptance of gifts, entertainment or hospitality in circumstances which could be considered to give rise to undue influence.

The Citadel CEO may set conditions (such as financial limits, or types of gift or hospitality) on hospitality that may be accepted or offered. The current gifts limit is set out below. Acceptance of any gift, entertainment or hospitality above that limit must be pre-approved by the CEO (or in the case of the CEO, by the Chairman) and immediately recorded on the gifts, entertainment and hospitality register maintained by the Group General Counsel and Company Secretary.

Irrespective of any other conditions, gifts, entertainment or hospitality may only be offered or accepted where all of the following conditions are met:

- > it is done for the purpose of general relationship building only;



- > it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- > it complies with the local law of the jurisdiction in which the expenditure is made;
- > it is given in an open and transparent manner; and
- > it does not include cash, loans or cash equivalents (such as gift certificates or vouchers).

Where a gift, hospitality or entertainment is registered, the General Counsel may obtain further information from any Citadel personnel to verify that the conditions set out above are met in relation to any gifts, entertainment or hospitality that is recorded on the gifts, entertainment and hospitality register.

It may be a breach of this policy if gifts, entertainment or hospitality are provided to a single individual or single organisation on multiple occasions. It may also be a breach of this policy if gifts, entertainment or hospitality are received in a context that makes them inappropriate (for example, the provider is in the process of a competitive tender).

Gifts, entertainment or hospitality that does not comply with the guidelines set out in or identified by reference in Appendix 1 to this Policy must not be offered to, or accepted from, public or government officials or their associates, including politicians or political parties, without prior written approval from the Citadel Board.

1.2.5 Hospitality Limit

A\$500 or equivalent in local currency at the time of the gift or hospitality offer/receipt.

1.2.6 Donations

All dealings with politicians and government officers which relate to Citadel and its business activities must be conducted at arm's length and with the utmost professionalism to avoid any perception of attempting to gain an advantage.

Citadel does not make donations to political parties.

Citadel may make charitable donations that are legal and ethical in Australia. Charitable donations must be authorised by the Board or pursuant to the relevant delegation of authority.

1.3 PROCEDURES

1.3.1 Compliance

This Policy is subject to express acknowledgement by each employee and will be the subject of annual re-acknowledgement.

1.3.2 Register

The Group General Counsel and Company Secretary will keep and maintain a gifts register which will be reviewed annually by the CEO & CFO and will be made available to the Board and Audit, Risk and Compliance Committee on request.

1.3.3 Record keeping

All accounts, invoices and other documents and records relating to dealings with third parties (including due diligence reports), must be prepared and maintained with strict accuracy and completeness. No accounts may be kept "off the books" to facilitate or conceal improper payments.



All expenditure by Citadel Personnel, including on gifts, entertainment and hospitality, must be included in expense reports and approved in accordance with the relevant expense policy.

Reporting may be subject to internal and external audit by the CFO, and the Company's internal and external auditors.

1.3.4 Acquisitions

Prior to any acquisition of a new company or business, anti-bribery due diligence must be undertaken and a due diligence report completed. Detailed written records of those investigations must be retained.

1.3.5 New business markets and contacts

Where the Company is entering a new market – especially overseas – it must conduct thorough due diligence on any proposed business partners, suppliers, agents and customers. A risk assessment should be conducted with assistance from the CFO and/or Group General Counsel before entering into any arrangements (whether documented or otherwise) with overseas entities, and in particular agents or representatives.

1.3.6 Reporting

Citadel Personnel must report any breaches of, or suspicious conduct in relation to, this policy.

Citadel is committed to ensuring no one suffers detrimental treatment as a result of refusing to take part in conduct that may constitute bribery or corruption, or raises a genuine concern in respect of any such conduct. This includes behaviour that makes Citadel Personnel and others engaged in activities for Citadel feel threatened or under pressure to engage in improper conduct.

Reports should be made either to the General Counsel or through Citadel's Whistleblower reporting line service provider, Your Call 24/7 at www.yourcall.com.au/report.

1.3.7 Consequences of non-compliance

A breach of this policy by Citadel Personnel may be regarded as serious misconduct, leading to disciplinary action, which may include termination of employment.

Breach of this policy may also expose an individual to criminal and civil liability and could result in imprisonment or in the imposition of a significant financial penalty

1.3.8 Disclosure Coordinator

Citadel's Group General Counsel and Company Secretary is the Disclosure Co-ordinator and is responsible for investigating and resolving all reported complaints and investigations concerning misconduct and (unless the conduct complained of involves the CEO or an Audit, Risk & Compliance Committee member), shall advise the CEO and Audit, Risk & Compliance Committee of the outcomes of their investigations.

1.3.9 Support

The Disclosure Co-ordinator can initiate or coordinate support for employees who have or are in the process of making a report. The appropriate support person and/or other support services will be chosen based on the scenario and nature of the request.

As a first step, employees can contact our EAP service on **1300OUREAP**.



1.4 REPORTING

Any material breaches of this Policy will be reported to the Audit, Risk & Compliance Committee.

1.5 POLICY REVIEW

The Audit, Risk & Compliance Committee must ensure that the following occurs when reviewing this policy:

- > it is consistent with the Board's commitment to fostering compliance, ethical behaviour and good corporate compliance;
- > the Policy is updated on an annual basis and/or as required; and
- > any changes are made in accordance with relevant legislation.



citadel group

MANAGING COMPLEXITY

