



# Anti-Bribery and Corruption Procedure

## 1. Introduction

MACA Limited (MACA) is committed to maintaining a high standard of integrity, stakeholder confidence and good corporate governance.

This Anti-Bribery and Corruption Procedure forms part of MACA's risk management framework, and other associated risk and compliance policies.

### Under the Procedure you must:

- not give or accept gifts and/or benefits that will compromise, or appear to compromise, your integrity and objectivity in performing your duties;
- not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest;
- decline gifts and/or benefits worth \$200 or more (unless an exception applies).

The Procedure also applies globally. If travelling outside of Australia, MACA employees are subject to the laws of the country they are in; however, the principles of this Procedure must be followed regardless of whether or not that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws which are of a lesser standard to this Procedure, this Procedure prevails.

## 2. Scope

This Procedure applies to anyone who is employed by or works at MACA, including employees (whether permanent, fixed-term or temporary), contractors, consultants and directors wherever located.

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

## 3. What is Bribery and Corruption?

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

Corruption is the abuse of entrusted power for private gain.

## 4. Procedure

### 4.1. Bribes

MACA employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

### 4.2. Gifts and Hospitality

Employees must declare all gifts and benefits, valued at \$200 or more.

Employees are also expected to decline (or avoid accepting) gifts and benefits which are valued at \$200 or more, with the exceptions being:

- work related conferences;
- invitations to speak at a professional association (including flights and accommodation);
- working lunches;
- corporate hospitality (with disclosure to your manager)
- where it is part of a MACA sponsorship deal.

#### **4.2.1 Approval process for gifts and benefits**

Employees should, where possible, discuss with their manager the fact that they have been offered a gift / benefit before accepting it, in order to determine the appropriate action.

Managers need to take action on any gifts and benefits reported to them within an appropriate time frame of receiving the disclosure from the employee.

Noting that gifts / benefits should not be accepted on a re-occurring basis or broken down into parts of less than \$200.

Approval for any gifts and entertainment above \$200 may only be provided by the Chief Executive Officer, Chief Financial Officer or Operations Director.

#### **4.2.2 Acceptable gift and entertainment expenditure**

Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it complies with the following:

- made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice;
- no obligation – it does not place the recipient under any obligation;
- no expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction;
- made openly – if made secretly and undocumented then the purpose will be open to question;
- appropriate – its nature is appropriate to the relationship;
- at “arm’s length” – all transactions / gifts should be at an “arm’s length” basis with no special favours and no special arrangements;
- legal – it complies with relevant laws;
- documented – the expense or gift, if valued at \$200 or more.

#### **4.3. Facilitation Payments**

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g. Processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary

nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.

Facilitation payments, whether legal or not in a country, are prohibited under this Procedure.

#### **4.4. Charitable Contributions**

MACA's community programs allow employees to support causes and charities of their choice from a broad list of charity partners. Charitable support and donations are acceptable (and indeed are encouraged via MACA in the Community), whether of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

MACA can only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation can be offered or made on behalf of MACA without the prior approval of the Chief Executive Officer, Chief Financial Officer or the Operations Director.

#### **5. Your Responsibilities**

You must ensure that you read, understand and comply with this Procedure. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for MACA or under its control.

All employees are required to avoid any activity that might lead to, or suggest a breach of this Procedure.

You must notify your manager as soon as possible if you believe or suspect that a conflict with, or breach of, this Procedure has occurred, or may occur in the future. Any employee who breaches this Procedure will face disciplinary action, up to and including in termination of employment or engagement.

Remember, a bribe does not actually have to take place – just promising to give a bribe or agreeing to receive a bribe is an offence.

#### **6. Record-Keeping**

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted and specifically record the reason for the expenditure. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, 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. Noting it is an offence under the Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016 for a person to make, alter, destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

#### **7. How to Raise a Concern**

Under the Code of Conduct, all MACA employees have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrong doing in connection with MACA's business. MACA is committed to ensuring that all employees have a safe, reliable and confidential way of reporting any suspicious activity. You are encouraged to raise concerns

about any issue or suspicion of malpractice at the earliest possible stage with your manager. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with your manager.

If you are not comfortable, for any reason, with speaking directly to your manager, MACA has a Whistleblower Protection Procedure which affords certain protections against reprisal, harassment or demotion for making the report.

## **9. Monitoring and Review**

Internal control systems and procedures will be subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption. There may also be independent reviews undertaken from time to time by External Auditors.

Board ratified July 2019