

# Anti-Bribery Policy



**Pro-Pac Packaging Limited**  
ABN: 36112971874

# **ANTI- BRIBERY POLICY**

**Version No: 1**  
**Date of Issue: 26 May 2020**

# Anti-Bribery Policy

## 1. Introduction

The Pro-Pac Packaging Group consists of Pro-Pac Packaging Limited and all related entities of Pro-Pac Packaging Limited (referred to as “PPG” or the “Group”).

PPG is committed to fostering a culture of ethical behaviour and good corporate governance and is committed to doing business in an honest and ethical manner. PPG takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates and to implementing and enforcing effective systems to counter bribery.

As part of this commitment, PPG will not tolerate any form of bribery or corruption in the Group or in those we do business with. PPG would rather walk away from a business opportunity than be involved in any activity that could be construed to be a bribe.

PPG expects its directors, officers and employees (**Employees**) and all of its suppliers, service providers, distributors, consultants, agents, joint venture partners, sponsors, contractors, and any third party representatives associated with the Group or acting on PPG’s behalf (**Business Partners**) to adopt a similar zero tolerance approach to bribery and corruption.

PPG will uphold all laws relevant to countering bribery and corruption including the Australian Criminal Code 1995 (Cth), the Corporations Act 2001 (Cth), Australian state and territory anti-bribery legislation (**Applicable Anti-Bribery Laws**) and expects its Business Partners to also uphold all Applicable Anti-Bribery Laws.

For those parts of the Group that are impacted by foreign or local laws or regulatory requirements that conflict with this policy, that business unit or Group entity must comply with the more stringent standard and ensure that local laws are not contravened. Where such a conflict is identified, it must be escalated to the Group’s General Counsel who will determine the actions required to address the conflict.

## 2. Policy Objectives

2.1 The objectives of this Policy are to:

- a) set out the minimum expectations applicable to all Employees within the Group in observing and upholding PPG’s position on bribery and corruption;
- b) provide information and guidance to PPG’s Business Partners on how to deal with bribery and corruption issues; and
- c) protect the Group and its personnel from bribery and corruption risks.

2.2 To support the stated objectives, PPG must:

- a) ensure allegations of bribery and corruption are properly and lawfully investigated and addressed;
- b) provide reasonable protections for a Whistle-blower who, acting honestly with genuine or reasonable belief that the information or allegation is true or likely to be true, raises concerns about bribery or corruption;
- c) undertake an annual risk assessment to identify bribery and corruption risk each member of the Group may reasonably face, giving consideration to the nature of PPG, its employees, Business

# Anti-Bribery Policy

Partners and industry of its Business Partners, transactions and business practices, and the location of its business activities;

- d) implement appropriate systems, controls, processes and procedures to mitigate and manage PPG's bribery and corruption risks, identified through risk assessment;
- e) monitor and review the processes and controls to evaluate their effectiveness and identify opportunities for improvement;
- f) provide ongoing risk awareness and compliance training to PPG Employees and monitor training completion rates.

## 3. Who does this Policy apply to?

3.1 This Policy applies to:

- a) PPG Employees; and
- b) PPG Business Partners, wherever located;

in respect of all PPG operations.

3.2 A copy of this Policy is available on PPG's intranet and webpage.

3.3 PPG's Employees are required to comply with any lawful directions made by PPG in respect of this Policy. This Policy is not intended to be contractually binding and does not form part of any employment contract with PPG. PPG may amend this Policy at any time in its sole discretion.

## 4. Who is Responsible for the Policy?

4.1 The board of directors has overall responsibility for ensuring this Policy complies with PPG's legal and ethical obligations, and that all those under PPG's control comply with it.

4.2 The Chief Financial Officer and General Counsel have primary and day-to-day responsibility for implementing this Policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.

4.3 Management at all levels are responsible for ensuring those reporting to them understand and comply with this Policy and are given adequate and regular training on it.

## 5. Prohibition on Bribery

5.1 PPG prohibits:

- a) the giving, offering, promising, authorising, accepting or requesting of a bribe; and
- b) the paying or receiving of secret commissions or payments to any person or entity.

5.2 **Bribery** means the giving, offering or promising a benefit (monetary or otherwise) to a person to:

- a) improperly influence a person to obtain or retain a business or personal advantage; or

## Anti-Bribery Policy

- b) induce or reward the improper exercise of the duties or functions of a person within the public or private sector, including a foreign public official or a Commonwealth public official.

A benefit is any advantage. It can be large or small, a one off or a routine payment. It can be direct or provided indirectly, for example through an agent.

It is irrelevant whether the payee or recipient of the bribe works in the public or private sector.

It is also irrelevant whether the bribe is accepted or ultimately paid. Even offering a bribe will be a contravention of this Policy and will usually be sufficient for an offence to be committed.

5.3 **Secret commissions or payments** occur where a commission from a third party is taken or solicited without disclosing that commission to their principal. The secret commission is given as an inducement to that person to use their position to influence the conduct of their principal's business.

### 6. Facilitation Payment and Kickbacks

6.1 PPG does not make, and will not accept, facilitation payments or "kickbacks" of any kind, and facilitation payments must not be paid to anyone on PPG's behalf including to any government official.

6.2 Kickbacks are typically payments made in return for a business favour or advantage.

6.3 PPG's Employees and Business Partners must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by PPG or on PPG's behalf, or that might suggest that such a payment will be made or accepted.

### 7. Gifts, Hospitality and Expenses

7.1 This Policy allows reasonable, proportionate and bona fide hospitality or entertainment in accordance with PPG's Code of Conduct to be given to, or received from our Business Partners or any individual or organisation an Employee or Business Partner comes into contact with during the course of their work for PPG, for the purposes of:

- a) establishing or maintaining good business relationships;
- b) improving or maintaining PPG's image or reputation; or
- c) marketing or presenting PPG's products or services effectively.

7.2 The giving and accepting of gifts is allowed only if the following requirements are met:

- a) it is not made with the intention of influencing a third party to obtain or retain business or personal advantage, or to reward the provision or retention of business, or in explicit or implicit exchange for favours or benefits;
- b) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- c) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in Australia it is customary for small gifts to be given at Christmas;

This issue should be approached conservatively noting that what is common and appropriate in one place may not be in another.

## Anti-Bribery Policy

- d) it is given openly, not secretly;
- e) it complies with any applicable local law; and
- f) it is fully documented including approvals given and value.

### 8. Political and Charitable Donations

8.1 PPG does not make donations to political parties.

8.2 PPG will only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior written approval of PPG's General Counsel.

### 9. Record Keeping

9.1 False, misleading or incomplete record keeping is a criminal and civil offence in Australia and in many countries where PPG operates.

9.2 It is PPG's policy to maintain a system of internal accounting controls and make and keep books and records which accurately and fairly reflect in reasonable detail the parties, payment arrangements and the purpose of all transactions and disposition of assets.

9.3 PPG expects its Employees to comply with the requirements set out in the Group's policies and frameworks, where they apply in relation to:

- a) gifts, entertainment, political donations and lobbying;
- b) conflicts of interest;
- c) corporate expenses;
- d) Employee due diligence;
- e) Charitable donations, sponsorships and other corporate activities; and
- f) Business Partners

9.4 Employees must comply with the recording, reporting and approval requirements set out in the Groups Code of Conduct.

9.5 PPG expects its Business Partners to:

- a) accurately record all accounting entries in reasonable detail to fairly reflect transactions; and
- b) periodically review accounting entries and supporting documentation to identify and correct discrepancies, errors, and omissions.

9.6 PPG does not, and PPG Business Partners must not, keep "off-book" accounts to facilitate or conceal improper payments.

9.7 PPG prohibits the making of cash payments of any kind to any third-party, other than documented petty cash disbursements or other valid and approved payments.

### 10. Due Diligence

10.1 PPG must identify and manage any bribery and corruption risks in relation to all prospective and existing Employees by undertaking identity checks and due diligence screening appropriate to the role.

## Anti-Bribery Policy

10.2 PPG must understand who it is doing business with and who is conducting business on its behalf. In relation to its Business Partners, PPG must:

- a) undertake appropriate due diligence on and maintain records relating to prospective and existing Business Partners;
- b) consider any new information or relevant changes which may impact the initial risk assessment; and
- c) ensure that contracts with Business Partners contain appropriate clauses to ensure compliance with all Applicable Anti-Bribery Laws.

### 11. PPG Business Partner's Responsibilities

11.1 The prevention, detection and reporting of bribery and other forms of corruption is PPG's responsibility as well as the responsibility of all of PPG's Business Partners.

11.2 PPG expects its Business Partners to:

- a) endorse and abide by this Anti-Bribery Policy;
- b) put into place their own Anti-Bribery Policy and anti-bribery compliance programmes;
- c) participate in anti-bribery compliance training if so requested by PPG;
- d) avoid any activity that might lead to, or suggest, a breach of this Anti-Bribery Policy;
- e) notify PPG via Stopline (see clause 11.2 below ) as soon as possible if it believe or suspect that a conflict with this Policy has occurred, or may occur in the future; and
- f) when requested by PPG from time to time, certify to PPG in writing (signed by an authorised representative) that it is in compliance with this policy and all Applicable Anti-Bribery Laws.

### 12. How to Raise a Concern

12.1 PPG must foster a culture of speaking up to encourage reporting of any suspicion of bribery or corruption without fear of reprisal. To this end the Group maintains a whistleblowing program that enables all Eligible Persons (as defined in the PPG Whistle-blower Policy) to make confidential disclosures and provides support to people speaking up in relation to bribery and corruption and other related matters.

12.2 PPG's Employees and Business Partners are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

12.2 PPG Business Partners can report suspected violations of Applicable Anti-bribery via Stopline, a confidential, independent provider of whistleblowing services. The Stopline reporting options include:

- Website <https://ppgaust.stoplinereport.com> Available 24 x 7 for online reports to be made
- Telephone: 1300 30 45 50 (Australia) or +61 3 9811 3275 (reverse charges for calls from overseas)
- Email: [ppgaust@stopline.com.au](mailto:ppgaust@stopline.com.au)
- Mail: C/o Stopline, Locked Bag 8, Hawthorn, VIC Australia 3122
- Download the smart phone APP: search for 'Stopline365'
- Fax: send a fax c/o Stopline, Attention Pro-Pac Packaging, +61 3 9882 4480

# Anti-Bribery Policy

## 13. Training

13.1 PPG must ensure that its Employees and Business Partners are aware of the Group's zero-tolerance approach to bribery and corruption, and promote a culture of compliance with the Applicable Anti-Bribery Laws.

13.2 PPG requires all new Employees to receive anti-bribery and corruption training on all Applicable Anti-bribery Laws and on this Policy, and to receive periodic training updates.

13.3 Employees and if requested, Business Partners, must complete all anti-bribery training assigned to them and successfully complete any post-training assessment and/or attestation.

## 14. Breaches of this Policy

14.1 Breaches of this Policy may expose PPG and its Business Partners to criminal penalties and/or civil action.

14.2 Possible penalties include substantial fines for the company, and, for individuals, imprisonment. Consequences may also include exclusion from tendering for government or private contracts as well as significant reputational damage.

14.3 Employees and Business Partners must also acknowledge that:

- a) a Group entity may be liable for the failure to prevent the bribery of a foreign Public Official or another person by an Employee or Business Partner acting for on behalf of the Group if the Group entity profits or derives a benefit from the bribe (even if the Employee or Business Partner has not been convicted of the foreign bribery offence).
- b) Bribery of a foreign Public Official can be an offence under the Applicable Anti-Bribery Laws even if the conduct occurs outside of the jurisdiction to which the offence relates.
- c) Directors of the Groups majority and/or minority owned Group entities may also be exposed to personal liability for breaches.
- d) Conscious disregard, deliberate ignorance and wilful blindness will not avoid liability in relation to any of the matters set out in this Policy.
- e) A **Public Official** is an elected or appointed official, employee or representative of a government (which includes the executive, legislative, administrative, military, or judicial branches of a government; a political party; or a government-owned, government-controlled, or government-funded corporation, institution or charity) at any level.

14.4 A breach of this policy by an Employee may result in disciplinary action (including termination of employment).

14.5 If PPG determines or becomes aware that any of its Business Partners have violated either this Policy or any Applicable Anti-Bribery Laws, it will immediately terminate its relationship them.

14.6 Material breaches of this policy must be reported to the Board.

# Anti-Bribery Policy

## **15. Policy Review and Amendment**

The Board will monitor and annually review the effectiveness of this Policy. Any amendments to this Policy shall be affected by the posting of an updated version of the document on PPG's website at [www.ppgaust.com.au](http://www.ppgaust.com.au), and on the intranet.

**-Ends-**