



ANTI-BRIBERY & CORRUPTION

Providing Scaffold Services & Paint Toll Products of Outstanding Quality and Safety

As Oldfields, we provide services of outstanding quality and safety, with careful attention to fairness and integrity in our business activities, in order to win the trust and satisfaction of our customers.

Policy Statement

The actual or attempted use of any form of bribery or corruption either directly or indirectly on Oldfields' behalf to advance its business interests or those of its associates is strictly prohibited.

Application of Policy

This policy is applicable globally to all staff employed or engaged by the Oldfields Holdings Limited and its related bodies corporate. It includes Oldfields employees and all other members of staff including agency workers, consultants and independent contractors, secondees, as well as to any employees, contractors, consultants, directors and officers of any entity over which Oldfields has effective control.

Responsibility of ensuring adherence to the policy

The board of directors of the Company has overall responsibility for ensuring this policy is understood and carried out by all employees and the Company associates as part of its general duty to ensure the Company complies with its legal and ethical obligations and that all those under the Company's control comply with it.

The Group People and Performance Manager has primary day to day responsibility for implementing this policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation, as well as taking action against employees or company associates if their actions do not comply with this policy. Management at all levels are responsible for ensuring that those reporting to them are made aware of and understand this policy and are given adequate and regular training on this policy.

All Oldfields staff are required to read, understand and comply with this policy and to follow the reporting requirements set out in this policy or in any associated policies.

Relevant documents

This policy should be read together with the Company's other policies, including the Code of Conduct and the Whistleblower Policy.



Bribery and Corruption Defined

a) What is Bribery and Corruption?

For the purposes of this policy:

A “bribe” is anything of value given, offered, promised, accepted, requested or authorised (in each case, directly or indirectly) with the intent that a person who is trusted or expected to act in good faith or with impartiality, performs that function improperly or in order to obtain or retain an advantage in the course of business.

“Anything of value” includes cash, gifts, hospitality, expenses, reciprocal favours, business or employment opportunities, political or charitable contributions and a range of other direct or indirect benefits.

“Corruption” is the misuse of public office or power for private gain; or misuse of private power in relation to business outside the realm of government.

Acts of bribery or corruption involve the undue influence of an individual in the performance of their duty, whether in the public or private sector.

There are two types of corruption: political corruption and commercial (or corporate) corruption.

Political corruption is the dysfunction of a political system or institution in which government officials, political officials or employees seek illegitimate personal gain through actions such as bribery, extortion, cronyism, patronage and embezzlement.

Commercial corruption occurs when bribes are requested by, or offered to agencies, institutions or individuals to win a contract or gain some other commercial benefit or advantage.

b) Indirect benefits can be bribes.

Oldfields staff must be alert to the possibility that a benefit given or offered to an associate, such as a relative or business partner, or channelled through an agent or other intermediary, may be a bribe.

Recklessness or "wilful blindness" to such incidences is likely to be in contravention of applicable laws and/or regulations and will amount to a breach under this policy.

c) Facilitation payments

Facilitation payments are payments made directly to a government official or employee for their personal benefit, to expedite or secure the performance of governmental action by a governmental agency (e.g., to facilitate the expedition of applications, minor licences, etc.).



d) Secret commission

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. This would include, for instance, making a payment to an employee or agent of a customer of Oldfields, where that employee or agent does not disclose the payment to the customer, in return for obtaining a commercial advantage to Oldfields from that customer.

e) Other conduct

Other behaviour which could constitute bribery and corruption includes political or charitable contributions/donations, sponsorship, offsetting arrangements and "revolving doors" arrangements, where such behaviour seeks to improperly influence an individual or organisation.

Compliance with Laws and International Rules

As a company with a global footprint, it is engaged in international business activities, we observe the laws and regulations of the countries where we operate and the international conventions and rules pertaining to trade practices, in addition to the laws and regulations of our home country. At the same time, we honour and respect the cultures and customs of the various regions of the world.

In business operations in Australia, New Zealand and other countries, we obtain permits and approvals required by the laws of each country and engage in legitimate activities.

Upon arrangements of import and export procedures requested by the customer, we comply with the related import and export laws of each country, understand and endeavour to comply with trade regulations invoked by national governments and international organisations such as the United Nations.

Full Compliance with the Antitrust Law

Oldfields will comply with the relevant state jurisdiction Fair Trading Act within Australia and any other laws and regulations to maintain fair trade and competition in all countries where our group companies operate. As part of our compliance, we declare that all officers and employees of the Company will carry out their duties in compliance with the above Act and in accordance with the following basic policies:

- In order to build trustworthy relationship with customers, we assure to maintain fair and honest business practice by following all corporate codes and rules which regulates antitrust law compliance.
- When in the market, we will not communicate nor agree with our competitors in purpose to fix prices, share customers or territories, and assure that such decision makings are always of result of our own judgment.
- We will not engage in cartel behaviour, acts that impede free and fair competition or any other act that may invite suspicion of such behaviour.



- We assure that we do not promote nor participate to any meetings to discuss matters in purpose to restrict or may potentially restrict fair competition in the market.
- Upon dealing with business partners, we assure that we will not use our dominant bargaining position such as delaying or refusing payments, unjustly return or refuse acceptance of products / services of subcontractors.

Prohibition of Bribery and Corruption

Oldfields observes the Australian Criminal Code and the US Foreign Corrupt Practices Act (FCPA) and any other law that prohibits corrupt practices and bribery.

Domestically or internationally, against any public or private individuals, directly or indirectly, we will not provide, offer or promise to pay, nor will we accept, request or agree to receive any sort of bribe or similar transaction in order to gain unlawful benefit.

Bribery and corruption are illegal under the laws of many jurisdictions in which Oldfields operates and may expose Oldfields and the individual Oldfields staff member to criminal penalties, including unlimited fines and imprisonment. Even if a certain action is legally carried out in one jurisdiction, it may be the case that this constitutes an offence under the laws of another jurisdiction, which may be extra-territorial in nature.

Oldfields strictly prohibits the use of facilitation payments and secret commission, regardless of whether such payments are legal or common practice in a particular jurisdiction. This prohibition also applies to third parties acting on Oldfields' behalf and it is important that this is clearly communicated to any such third party prior to their engagement.

Payments made through official government agency channels which are not for the direct personal benefit of an individual government official or employee (for example, a priority processing fee for a visa as part of a government agency's official tariff) are not examples of bribes, and are not prohibited for the purposes of this policy.

Gift-giving and Entertainment

Oldfields will not engage in gift-giving and business entertainment exceeding the norms of social etiquette in our relations with our customers and business partners. Also, Oldfields staff shall not accept gifts, entertainment, etc., that may lead to personal gain.

Reasonable, necessary, and proportionate entertainment and/or gifts may be given by employees to third parties, at the Company's expense, provided that:

- The third party conducts significant and/or strategic business with the Company
- The entertainment and/or gifts are consistent with professional and ethical business practice, and are not in violation of any applicable laws
- The entertainment and/or gifts shall be sourced and agreed on in conjunction with the Procurement, Finance, HR, and Marketing departments, as applicable
- The entertainment and/or gifts given are of sufficiently limited value and in a form that will not be construed as a bribe or pay-off



- All requests by employees to entertain must have the prior approval of the Department Head via an approved Entertainment Request form. Such form is to be used in relation to “entertaining” or “being entertained”, irrespective of there being a cost associated with the entertainment.
- No expense claims shall be processed if these are not supported by a pre-approved Entertainment Request Form.
- Any entertainment expenses between AUD 100 to AUD 1,000 must be approved by minimum the Department Head and one of CEO or CFO – (outside of the person who is entertaining or being entertained)
- Any entertainment expenses over AUD 1,000 must be approved by both CEO and CFO.
- The policy excludes company/corporate functions, e.g., national management conference, etc.

In the event that an employee is offered entertainment and/or gifts (other than cash) which are of an estimated value of approximately AUD 100 or more, the employee should discuss this with their Department Head and HR Department before accepting. If the gift/entertainment was regarded as unsuitable or excessive, the employee may be asked to refuse it.

A request for written approval must also be made in writing by completing and submitting the Gifts, Hospitality & Donations Approval Form in Appendix B.

If employees are offered entertainment and/or gifts exceeding the maximum acceptable value and knowing that the refusal of which would likely lead to offence or embarrassment, or otherwise adversely affect the relations between the Company and the third party, then the offer shall be accepted and deposited with the HR Department within 60 days of acceptance or 30 days if the gift is travel related.

Use of third-party facilities (such as cars, vacation homes, travel vouchers etc.) by Oldfields employees (including families and friends) for personal use is strictly prohibited.

Prohibiting Conflict of Interest

Oldfields staff will not serve as director, advisor, employee, agent, etc., for other business enterprises or organizations, except with the approval of the Company.

Oldfields staff will not make use of the Company's assets or facilities without permission obtained in advance.

Oldfields staff will engage in trade with vendors with fairness and impartiality and will not compromise the interests of the Company by promoting the interests of oneself, relatives, friends or acquaintances or designated organisations.

Cooperation with Research by Administrative Authorities

Oldfields will cooperate with requests from relevant government organisations or other government-related organisations for research, notification or report and act accordingly in good faith.

Oldfields staff will cooperate actively with internal audits and inspections related to the state of compliance with Company regulations and with laws and regulations. Should need for improvement, be pointed out, Oldfields will act promptly to address the issue, unless logical reason exists to do otherwise.



Compliance and disclosure

Oldfields staff must read, understand and comply with this Policy and they will be required to ensure they avoid any actions that may lead to or suggest a violation of this Policy.

Oldfields staff must complete and sign the Policy Acknowledgment and Commitment Statement when they first receive this Policy and on an annual basis thereafter (provided in Appendix A), which confirms their commitment to comply with this Policy.

Given the stringent anti-bribery and corruption laws in respect of dealing with public officials, employees, Directors and officers must disclose in writing to the Company's senior management whether they, or any of their family members up to a second degree (which includes a spouse or companion, children or step- children, grandchildren, parents, grandparents, siblings and half siblings, uncles, aunts, nephews, and nieces) are current or former public officials.

Training

The Company will also offer periodic compliance training to ensure that all Oldfields staff are up-to-date on their obligations under the Policy and the relevant anti-corruption laws. All Oldfields must participate in such training whenever they are requested to attend. Such training will include, but is not limited to, the following

- the obligations of employees, Directors and officers under this Policy;
- how to recognise Bribery and corruption; and
- how to effectively deal with and report Bribery, corruption or other breaches of this Policy.

Reporting

Oldfields staff that becomes aware of or suspects the Policy has been breached by any person acting for or representing the Company, must report the known or suspected breach to the Company's senior management and include the basis for their suspicion and/or knowledge. Reports may be made confidentially and on an anonymous basis. Please refer to the Whistleblower Policy for more details.

Oldfields staff in breach of this Policy or fails to report known or suspected breaches of the Policy will face disciplinary action, which may result in dismissal for misconduct. Oldfields staff in breach of this Policy may also face legal proceedings and be subject to investigations by the relevant government authorities.

The Board will be informed of any material breaches under this Policy.

Protection

Oldfields staff who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, may sometimes be concerned about possible repercussions. The Company aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.



We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offense has taken place, or may take place in the future. Detrimental treatment covers dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. For further details refer to the Company's Whistleblowing Policy.

Personal safety exception

A person will not be in breach of this Policy if a payment or benefit is provided to a public official or another party, due to an imminent risk of serious physical harm.

Where a payment or benefit is provided under such circumstances, that person must promptly report the payment or benefit made to the Company's senior management and set out the full circumstances of that payment (including the value of the payment, the recipient and the nature of the threat).

Review of policy

The policy will be reviewed periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

Workplace: Oldfields Holdings Ltd	Document Title: Anti-Bribery & Corruption Activities	Approval: CEO
Author: National HR		
Issue Date: 1 June 2021	Revision Date:	



APPENDIX A

**POLICY ACKNOWLEDGEMENT AND COMMITMENT STATEMENT FOR ALL EMPLOYEES,
DIRECTORS AND OFFICERS**

I acknowledge that I have received my personal copy of the Anti-Bribery and Corruption Policy (the "**Policy**"). I understand that I am responsible for knowing, understanding and adhering to the standards and requirements of the Policy and that a violation would constitute a disciplinary offence that could result in a penalty, which may include termination of my contract of employment.

In particular, I acknowledge and affirm that in all of my work for and activities on behalf of the Company:

- A) I will comply with all anti-bribery and corruption laws, the Policy and the Gifts, Hospitality and Entertainment guidelines;
- B) I will maintain accurate books and records in relation to the Company's business;
- C) I will be vigilant in identifying any violations of the Policy. When I have a concern about a possible violation of the Policy, I will report the concern to the Company's senior management according to the procedures described in this Policy and will participate in any investigation in relation to such report or any other aspect of the Policy or related laws; and
- D) I understand my obligation to disclose any connections to current/former Public Officials/Government Bodies set forth in this Policy, and I confirm that I do not have any such connections to Public Officials/Government Bodies other than those disclosed below.

Disclosure of Connections to Public Officials/Government Bodies:

Signature _____
Print Name _____
Position / Company _____
Date _____



APPENDIX B GIFTS, HOSPITALITY AND DONATIONS APPROVAL FORM

(A) Background		
Name of Applicant:		Position/Department:
Reporting Item (please select as appropriate):		
Gift <input type="checkbox"/>	Hospitality <input type="checkbox"/>	Political Donation <input type="checkbox"/>
Charitable Donations <input type="checkbox"/>	Sponsorship/Community Project(s) <input type="checkbox"/>	
Given or Received		
Given	Received	
(B) Details of the reporting item		
Details of giver or recipient:		
Name of individual:		
Position:		
Name of Organization:		
(Proposed) Date offered:		
Business purpose / justification:		
Value (Recommended Retail Price):		
Nature and value of other Gifts, Hospitality, donations and sponsorship to/from the same individual and / or organization during the current financial year (as known):		
Are you aware of any current, proposed or anticipated business between the Company and the giver/recipient?	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
Details:		
(C) Public Officials		
Is the giver/recipient a Public Official?	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
Details:		
<i>(only complete this question if the reporting item concerns a Public Official)</i>	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
Does the Public Official have authority to award contracts to, approve licenses and / or examine or regulate the Company?		
Details:		
(D) Supporting Documents		
Invoice(s) / Receipt(s) / Proof of Payment <input type="checkbox"/>	Other: <input type="checkbox"/>	
(E) Declaration		
<input type="checkbox"/> I confirm that, to the best of my knowledge, the above details are complete and correct and that I shall notify my Supervisor of any additions and/or changes in the information provided at such times that these may arise immediately.		
Name and signature of Applicant: _____		
Name, capacity and signature of Approver/s: _____		
If not approved , please provide reasons: _____		



APPENDIX C POTENTIAL RED FLAGS

The following is a list of possible danger signs that may arise while you are working for the Company and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is simply to give some guidance.

While working for the Company, you must report promptly to your manager or use the procedures set out in the Whistleblowing Policy if:

1. You learn that a third party or third party with whom you are dealing has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with government or local government officials.
2. A public official insists on receiving a commission or fee payment before committing to sign a contract with us.
3. A public official requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.
4. A public official or third party with whom you are dealing requests that payment is made to a country or geographic location different from where the third party resides or conducts business (particularly a tax haven or jurisdiction with a poor reputation for bribery and corruption).
5. A public official requests an unexpected additional fee or commission to “facilitate” a service.
6. A public official demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
7. A public official requests that a payment is made to “overlook” potential legal violations.
8. A public official requests that you provide employment or some other advantage to a friend or relative.
9. You receive an invoice from a third party that appears to be customised or is from a different third party from the one you are dealing with.
10. You learn that the Company has been invoiced for a commission or fee payment that appears disproportionate to the service stated to have been provided.
11. You are asked to give hospitality to persons not directly associated with the organisation with which you are doing business (e.g. family members).
12. A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us.