

## 1. Introduction and purpose of this policy

Cleanaway Waste Management Ltd ("**Cleanaway**") is committed to responsible corporate governance and conducting business in an honest, transparent and ethical manner in accordance with the law. Conduct associated with bribery and corruption is inconsistent with these values and against the law.

This Anti-Bribery and Corruption Policy ("**Policy**") strictly prohibits Cleanaway Personnel (defined below) from engaging in conduct that constitutes bribery or corruption and has been developed in support of Cleanaway's Code of Conduct and governance framework.

The purpose of this policy is to:

- Set out the responsibilities of Cleanaway's Personnel in observing and upholding the prohibition on bribery, corruption and related improper conduct; and
- Provide information and guidance to Cleanaway Personnel on how to recognise and deal with instances of bribery and corruption.

## 2. Application of this policy

This Policy applies to all individuals, including officers, directors, employees, contractors or consultants, who are employed by, act for, or represent Cleanaway or its Group companies ("**Cleanaway Personnel**").

## 3. Prohibition on bribery and corruption

### 3.1 Bribery and corruption

Bribery is the act of offering, or causing another person to offer, a benefit to another person when that benefit is not legitimately due and the person offering the benefit does so with the intention of unduly or improperly influencing a person in order to gain or retain an advantage or benefit.

Bribery can take the form of cash, cash equivalents (e.g. gift vouchers or loans), other benefits (e.g. gifts, hospitality, entertainment, travel), or the provision of favours or anything else that is of material value to the recipient, whether provided directly or indirectly (e.g. by an agent). The prohibitions of anti-bribery and corruption laws extend to both the public and private sector and conduct within or outside Australia.

Corruption involves a person improperly using or abusing the knowledge, power or resources of their position for personal gain or the advantage of others.

Cleanaway Personnel must not under any circumstances, whether directly or indirectly, engage in conduct that constitutes bribery or corruption. Cleanaway Personnel must not choose business partners that engage in conduct that constitutes bribery or corruption.

Examples of bribery and corruption that are prohibited by this policy include the following: making a donation to a government official or a government official's nominated charity in exchange for a government contract; receiving a benefit from a supplier for deliberate overpayment to a supplier; accepting that a supplier will give your relative a job with the expectation that you will use your influence to ensure Cleanaway uses that supplier; or offering a potential customer tickets to a major sporting event but only on the basis that they provide business to Cleanaway.

### **3.2 Facilitation payments**

Facilitation payments typically involve small payments or other inducements provided to a government official to secure or expedite a routine government function that the official is ordinarily obliged to perform.

Cleanaway Personnel must not under any circumstances, whether directly or indirectly, make any facilitation payment.

### **3.3 Secret commissions**

Secret commissions typically involve the offering of a commission or payment to an agent or representative of another person which is not disclosed by that agent or representative to their principal with the intention of unduly influencing the conduct of the principal's business.

Cleanaway Personnel must not under any circumstances, whether directly or indirectly, pay or accept any secret commissions.

### **3.4 No adverse consequences for refusing to engage in conduct**

Cleanaway Personnel will not be penalised or subject to adverse consequences for refusing to pay bribes, facilitation payments or secret commissions, or refusing to engage in corruption conduct, even when to do so may result in Cleanaway losing business.

## **4. Gifts and hospitality**

Cleanaway recognises that the exchange of gifts or hospitality is often a legitimate business practice and can help generate and strengthen relationships with business partners. However, the exchange of gifts or hospitality also has the potential to unduly influence the exercise of objective business judgment and result in a conflict between the interests of Cleanaway Personnel and the interests of Cleanaway.

Gifts can include products, discounted prices or free services. Hospitality can include invitations to sporting and cultural events, entertainment, receptions, tradeshow, meals and drinks.

Cleanaway Personnel must not offer or accept gifts or hospitality in circumstances which could be perceived as improperly influencing a relationship or the exercise of judgment affecting Cleanaway or its business.

Subject to this overarching principal, Cleanaway Personnel may offer or accept gifts or hospitality where:

- It is provided for the purpose of building or maintaining business relationships;
- it is appropriate and consistent with reasonable business practice;
- It complies with all applicable laws, rules and regulations;
- It is provided in an open and transparent manner;
- It does not include cash or cash equivalents or loans and

- The gift or hospitality is appropriate in all of the circumstances.

If the value of gifts or hospitality received exceeds \$500, this must be disclosed and recorded in the online gift register.

If the value of gifts or hospitality received exceeds \$1000 or more, in addition to disclosing the gifts or hospitality, approval must be obtained and recorded in the online gift register.

If a series of gifts or hospitality received from the same business partner within a period of 3 months exceeds the monetary limits referred to above, the value of the gift or hospitality will be aggregated and must be disclosed (and if required approved) and recorded in the online gift register.

Where receiving a gift or hospitality is required to be recorded and where applicable, required to be approved, the recording of the gift or hospitality or the request for approval must be submitted within 5 business days of receiving the gift or hospitality.

This policy should be read in conjunction with the Delegated Authority Policy. Where in doubt Cleanaway Personnel should consult with their manager or the Company Secretary.

## **5. Donations and sponsorships**

Political, charitable or community donations and sponsorships can sometimes be used as a front for payments of illegal bribes, for example where a charitable organisation is controlled by a person who is in a position to influence a decision affecting Cleanaway or its business.

Donations or sponsorships also have the potential to give rise to an actual or perceived conflict between the interests of Cleanaway Personnel and the interests of Cleanaway.

All proposed donations and sponsorships on behalf of Cleanaway must be approved in accordance with the procedure set out in the Delegated Authority Policy before the donation or sponsorship is made.

## **6. Maintaining business records**

In accordance with the Cleanaway Code of Conduct, Cleanaway Personnel have a responsibility to act in accordance with relevant accounting policies and disclosure requirements and ensure that financial records are updated and maintained in an accurate and timely manner. Any known inaccuracies must be immediately reported and Cleanaway Personnel must not enter into any unrecorded or “off the books” transactions or create false, misleading or artificial records to conceal improper payments or activities associated with bribery or corruption.

## **7. Access**

This Policy will be available for viewing by employees of Cleanaway on the Cleanaway Portal and by any other person on Cleanaway’s website. The Policy must also be circulated by the Company Secretary to Directors and all Cleanaway Group employees as soon as possible after its review.

## **8. Non-compliance**

Bribery and related improper conduct addressed in this Policy are serious offences under Australian and international laws.

If any Cleanaway Group company is found to have engaged in bribery or any related improper conduct addressed by this Policy, it could be liable for significant fines and result in a loss of business opportunities and reputational harm.

Individuals engaging in bribery or related improper conduct may be subject to serious criminal or civil liabilities, including significant penalties and imprisonment.

Any failure by Cleanaway Personnel to comply with this Policy will be regarded as serious misconduct and may result in disciplinary action, including termination of employment where appropriate and referral to relevant authorities.

## 9. Reporting

Cleanaway will assess and investigate all allegations of bribery and corruption prohibited by this Policy. If any allegation is substantiated, Cleanaway will take appropriate action including reporting any breaches to regulatory authorities in accordance with its legal obligations.

Should any Cleanaway Personnel reasonably believe or suspect that a breach of this Policy has occurred, or is likely to occur, they should immediately report this to their manager or the Company Secretary or make a report under the Cleanaway Whistleblower service. Reports via the Cleanaway Whistleblower service are secure and can be made on an anonymous basis. For further details on how this service can be utilised please refer to the Cleanaway Whistleblower Policy.

## 10. Seeking assistance

If you have any question or require further guidance in relation to the application of this Policy, please contact the Company Secretary.

## 11. Review of policy

This Policy will be reviewed by the Audit and Risk Committee periodically or as otherwise required and recommended changes (if any) submitted to the Board for approval.

**This Policy was approved by the Board on 18 February 2020.**

### Version control table

Document description	Anti-Bribery and Corruption Policy
Document owner	Company Secretary
Document approved by	Board of Directors
Version number	5
Last review	18 February 2020