

## Policy C12

# Anti-Bribery and Corruption Policy

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All CPT employees and contractors can access this policy via CPT's SharePoint site which can be accessed via <https://cptglobal.sharepoint.com>, under [Resources > Policies](#).

### Objective of Policy

CPT is committed to operating in accordance with all applicable laws and regulations and in accordance with the highest standards of ethical behaviour at all times.

As part of this commitment, CPT prohibits any activity that seeks to bribe or otherwise improperly influence a public official, or any other individual or entity in the public or private sector, to act (or omit to act) in a way that differs from the proper performance of their role or function. This policy:

- sets out the responsibilities of CPT and its staff in complying with the prohibition on bribery and related improper conduct; and
- provides guidance on recognising and addressing instances of bribery and related improper conduct.

### Application of Policy

This policy applies to CPT Board members and to all employees, contractors, agents and others that are effectively controlled by CPT ("staff") throughout CPT Global Limited and each of its subsidiary companies ("CPT"), in Australia and in all other countries where CPT operates.

### Scope of Policy

This policy prohibits bribery and the making of other unlawful or improper payments that seek to improperly influence any individual or entity in the performance of their role or function. This includes:

1. **Bribery:** Encouraging, offering or accepting benefits to influence any individual's actions, whether in the public or private sector.
2. **Facilitation Payments:** Small unofficial payments to expedite routine government actions.
3. **Secret Commissions:** Receiving, soliciting or paying undisclosed commissions.
4. **Money Laundering:** Concealing illegal income and making it appear legitimate.
5. **Improper Gifts and Entertainment:** Giving or receiving gifts that could influence decisions.
6. **Donations:** Making donations to political parties, prohibited entities or organisations with conflicts of interest.
7. **Third Parties Conduct:** Ensuring third parties do not engage in bribery or improper conduct.
8. **Misleading record-keeping:** False, misleading, incomplete or inadequate accounting or record-keeping.

### Responsibilities

- **All Staff:** Must understand and comply with this policy and follow the reporting requirements outlined in this policy.
- **Chief of Staff:** Oversees administration of policy, including promoting awareness and compliance.



## Legal Compliance

Laws prohibiting bribery and other improper payments, as stipulated in this policy, apply in all countries where CPT operates.

Relevant laws include:

- Foreign Corrupt Practices Act (US)
- Bribery Act 2010 (UK)
- Commonwealth Criminal Code (Australia).

These laws have extraterritorial reach meaning CPT and/or its staff may be found liable in the country where the offending conduct occurs or in their home jurisdiction.

For example, under Australian law, an Australian citizen, resident or company may be prosecuted in Australia where the relevant activity occurred entirely overseas. Conversely, where the activity occurred in Australia, a non-Australian citizen, resident, or company may be liable under Australian law.

These laws apply to CPT as well as individuals working for and on behalf of the company.

For the purposes of this policy, “public official” is defined in Appendix 1.

## Prohibitions

### 1. Bribery

CPT prohibits the giving, offering, promising, authorising, accepting or requesting of a bribe. Bribery involves giving, offering or promising a benefit (monetary or otherwise) to a person where the benefit:

- is not legitimately due;
- is given or offered with the intention of influencing a public official or person within the public or private sector in the exercise of their duties or functions; and
- is given or offered with the intention of obtaining or retaining business or a business advantage for [Company] that is not legitimately due.

Bribery can also involve offering or providing the benefit *indirectly* to the person sought to be influenced, for instance:

- by procuring an agent or other intermediary to provide or offer the illegitimate benefit to the person sought to be influenced; or
- by giving the illegitimate benefit to a relative or business associate to the person sought to be influenced, or to a political party or charitable organisation with which the person is associated.

Whether the person sought to be influenced works in the public or private sector is irrelevant.

It is also irrelevant whether the bribe is accepted or paid. Merely offering the bribe is a contravention of this policy and relevant law is sufficient for a breach to be committed. Further, a business advantage does not need to be obtained or retained for a breach to be committed.

### 2. Facilitation Payments

CPT prohibits the making of facilitation payments by CPT staff.

Facilitation payments are typically minor unofficial payments to public officials either directly or indirectly to expedite or secure the performance of routine government action (for example, to facilitate the expedition of applications for visas or licences).

If asked by a public official for a facilitation payment to be made for the provision of a routine government service, staff must refuse and inform their manager or the Chief of Staff of the request or demand.

### **3. Secret Commissions**

CPT prohibits the paying or receiving of secret commissions to any person or entity. It is also an offence in Australia and most countries where CPT operates to pay a secret commission.

Secret commissions arise where a person who is the employee, agent or representative of another person or entity, takes or solicits a commission from a third party without disclosing that commission to their principal.

The secret commission is given as an inducement to the employee, agent or representative to use their position to influence the conduct of their principal's business. This would include, for instance, making a payment to a client of CPT where that client does not disclose the payment to their organisation and, in return, the client facilitates favourable commercial terms for CPT.

### **4. Money Laundering**

CPT prohibits any form of money laundering in connection with its business activities.

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. Use by CPT of proceeds of illegal activity can give rise to liability for CPT and/or any staff involved in that conduct.

If you suspect that any transaction might involve the payment or receipt of proceeds of any unlawful activity you should contact the Chief of Staff immediately.

### **5. Improper Gifts and Entertainment**

CPT prohibits the giving or receiving of gifts or entertainment in circumstances which could be considered to give rise to undue influence.

Gifts and entertainment should only be provided or accepted in accordance with this policy.

This policy does not prohibit the giving or receiving of minor gifts, meals and entertainment to or from public officials or any private person or entity, provided that those expenditures:

- are given in the name of CPT and not an individual employee;
- are solely aimed at creating a general relationship and understanding;
- are not intended, and could not be construed as, an attempt to influence the performance of the recipient's role or function;
- are given in an open and transparent manner;
- comply with a relevant law, regulation, rule, or code (if any);
- do not include cash, loans or cash equivalents; and
- are accurately and transparently recorded in CPT's books and records.

Practices regarding corporate gifts and entertainment may vary between countries where CPT operates and what may be appropriate in one place may not be in another. Staff should approach this issue carefully and conservatively. For example, gifts or entertainment should not be provided while the relevant parties participate in a tender process or contractual negotiations.

Further, if gifts or entertainment are frequently given to or received from the same person or entity and/or create an ongoing expectation for such gifts or entertainment, they are unlikely to comply with this policy.

If you are in any doubt as to the appropriateness of any gift or entertainment, you should consult your Manager and/or the Chief of Staff before it is given or accepted.

## **6. Donations**

CPT does not permit political donations or donations to organisations with conflicts of interest or unlawful and/or unethical agendas.

CPT does occasionally support community and staff fundraising initiatives.

Charitable donations require CEO approval, based on recommendations from the Chief of Staff after consideration and agreement by the Executive Team.

## **7. Third Parties Conduct**

For the purposes of this policy, 'third parties' includes agents, intermediaries, suppliers, partners in teaming, alliances and similar arrangements, actual and potential clients, external consultants and advisers and government entities. In certain circumstances, CPT may be liable under anti-bribery or other laws for the improper conduct of these third parties.

CPT prohibits the provision of a benefit to a third party where it is expected or likely that some or all that benefit will be provided or offered to another person to obtain business or a business advantage for CPT that is not legitimately due.

Where CPT proposes to engage a third party to represent it or act on its behalf, appropriate controls are important to ensure that the actions of the third party will not adversely affect CPT. Third parties that pose particular risk to CPT of breaching anti-bribery laws include those:

- operating in developing or emerging economies (which includes many Asian or African countries); or
- involved in negotiating any business arrangements or transactions in any country including bidding for tenders, negotiating supply contracts, arranging introductions to potential business clients or key government decision-makers, arranging leases or licenses or providing transportation or customs clearance services.

Where CPT is proposing to engage a third party, the Chief of Staff must be informed so the extent to which the following controls should apply can be determined.

CPT must ensure third parties do not engage in bribery or improper conduct. This includes:

- 1.1 **Due Diligence:** Assessing third parties before engagement and recommending an option to the executive team prior to engaging. A written due diligence report about the third party and the third party's work must be completed and approved by the Chief of Staff. If any concerns are identified in the written report, they must be immediately raised with the CEO who will then determine if it is appropriate for the third party to be engaged, or if further

investigations or discussions with the third party are required prior to entering any arrangement.

- **Contractual Terms:** Standard terms incorporate anti-bribery clauses and the issues addressed by this policy. Such agreements must be authorised by CPT's Manager, Legal before execution.
- **Oversight:** Monitoring third parties to ensure compliance. The CPT Manager responsible for the work of a third party must maintain oversight of the third party including (where appropriate) receiving progress reports and reviewing invoices and other documentation to confirm that legitimate work is undertaken, and no improper payments are made.

## 8. Misleading Financial Accounts

The Chief Financial Officer is responsible for maintaining accurate financial records and monitoring systems to detect and address corrupt activities, in accordance with all legislation, rules and standards. The Chief Financial Officer will also ensure transparency and accountability in all transactions and will not establish any undisclosed or unrecorded fund or account for any purpose. False, misleading or incomplete record keeping is a criminal and civil offence in many countries in which CPT operates.

## Monitoring

CPT will maintain **monitoring and control** systems to ensure any corrupt behaviour or unauthorised payments will be identified and reported with the necessary disciplinary actions taken. Specifically, CPT will:

- Ensure its policies and procedures consider the potential for bribery and corrupt conduct including (where appropriate) preventative measures relevant to suppliers, partners and other third parties;
- Segregate duties to prevent an individual from exercising end-to-end control over processes where bribery or corruption could occur;
- Setting and enforcing delegations and approvals;
- Implement management oversight that imposes joint or shared decision-making for higher risk processes or activities;
- Establish accountability mechanisms that require decision-makers to explain the reasons for actions (for example review processes);
- Have information security controls that prevent both physical and virtual access to business and personal information which the company owns or controls together with the maintenance of audit logs within information systems; and
- Train or otherwise raise awareness in staff about this policy, what constitutes bribery and/or corrupt behaviour and what to do should they suspect a breach of this policy.

CPT will maintain appropriate audit transaction reporting and systems controls to identify suspicious or inappropriate activity and will report annually.

## Consequences of Non-Compliance

Breaches may result in:

- **For CPT:** Substantial fines, exclusion from tendering for contracts, and reputational damage.
- **For Individuals:** Fines, imprisonment, and dismissal.



Failure to adhere to this policy is considered serious misconduct. Lack of knowledge or ignorance will not avoid the consequences of any breach of policy.

### Reporting Bribery or Other Improper Payments

It is the responsibility of all staff to remain alert to any instances or attempted instances, of bribery or other improper conduct. Report any suspected bribery or improper conduct to:

- Your Manager;
- Chief of Staff; or
- Manager, Legal.

A breach of these prohibitions may also be reported under **CPT’s Policy C8 – Whistleblower Protection** policy however, it is important that anyone considering a whistleblower disclosure:

- Carefully reads **CPT’s Policy C8 – Whistleblower Protection**; and
- Considers seeking external legal advice to (a) ensure they are properly informed of all the legal requirements in making the disclosure; and (b) take the necessary steps to ensure they will be protected by law once the disclosure is made.

CPT will take all available steps to provide protection from detrimental treatment to any staff member who reports bribery or improper conduct under this policy or who refuses to take part in such conduct. Detrimental treatment includes dismissal, disciplinary action, alteration of duties and victimisation.

### Training, Monitoring and Review

CPT mandates anti-bribery training for all new staff upon their commencement and provides periodic refresher courses to ensure ongoing awareness and compliance.

The Chief of Staff is responsible for implementing and regularly reviewing this policy.

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#### Document Version Control

- File Name:** Policy C12- CPT Global - Anti-Bribery and Corruption v1.0  
**Policy Owner:** Chief of Staff  
**Policy Approver:** Board

#### Version History

Version	Edited By	Date Approved
0.2	Doug Merrett	June 2024
0.3	Anna Parisis	September 2024
1.0	Anna Parisis	September 2024

## Appendix 1

For the purposes of this Policy, a 'public official' includes:

- an employee, official or contractor of a government body or a wholly or partially state-owned enterprise;
- a person performing the duties of an office or position created under a law of a foreign country or by the custom or convention of a country;
- a person in the service of a governmental body including a member of the military or the police force;
- a politician, judge, or member of the legislature of a state, province or country;
- an employee, contractor or person otherwise in the service of a public international organisation (such as the United Nations);
- an individual who is or who holds himself or herself out to be an authorised intermediary of a Public Official;
- a political party, party official or candidate for public office;
- a commercial entity, or the directors, officers or employees of a commercial entity, in which a government body has a significant ownership interest or over which it otherwise exerts control (i.e. a foreign public enterprise).