



ANTI-BRIBERY AND CORRUPTION POLICY

April 2021

1. POLICY STATEMENT

At Urbis and Cistri we take a zero-tolerance approach to bribery and corruption. We are committed to integrity and ethical business practices and to conducting business in an honest and ethical manner.

Many countries have laws which prohibit the provision of benefits to government officials or officers of private sector companies with the purpose of influencing them in carrying out their duties. We are committed to complying with all applicable laws and standards.

We have adopted the measures outlined in this Policy in order to prevent corrupt or unethical conduct and provide guidance about acceptable forms of entertainment, hospitality, gifts and political donations.

1.1. APPLICATION OF THE POLICY

This Policy must be observed by all:

directors, officers, employees of Urbis and Cistri (**Urbis and Cistri Personnel**); and

distributors and representatives (including agents, consultants and contractors) of Urbis and Cistri (**Business Partners**).

Appropriate action will be taken against any Urbis or Cistri Personnel who breach this Policy. The action may include additional training, and where appropriate, warnings, suspension or termination. Breaches by Business Partners will be dealt with in accordance with the terms of the engagement or appointment.

2. BRIBERY

As Urbis or Cistri Personnel and Business Partners, we do not:

provide, offer or promise, either directly or indirectly, a bribe to a public official or officer of a private sector company with the intention of obtaining or retaining business or a business advantage;

provide, offer or promise, either directly or indirectly, a bribe to any person;

permit, encourage or facilitate any other person to provide a bribe to a public official or officer of a private sector company;

request, receive or agree to receive a bribe;

make a facilitation payment in connection with a government action;

use false or fraudulent documents, including by establishing off-the-book accounts or falsifying accounts or transactions;

intentionally and improperly destroy documents or financial records without the specific prior written consent of Urbis or Cistri.

A **bribe** can be money or anything of value, including but not limited to cash, travel, gifts, entertainment, employment and directed charitable donations which are provided in order to influence a person to improperly exercise their duty. Such benefit may be provided, offered or promised directly or indirectly. A benefit offered to a public official which is permitted by written foreign law applicable to the official will not be prohibited.

A facilitation payment is a payment of a small amount to a person to influence a public official to secure or expedite a routine governmental action to which a company is otherwise lawfully entitled. Examples of such

action include, but are not limited to, obtaining permits or licences, processing governmental papers such as visas and providing mail pickup and delivery.

A **public official** includes:

- any officer or employee of a government or government owned/controlled entity;
- a public international organisation;
- a department or agency of a government or public international organisation;
- any person acting in an official capacity for a government or public international organisation;
- political parties or candidates.

An **officer of a private sector company** includes:

- director;
- manager; or
- employee.

3. GIFTS AND REIMBURSEMENT OF EXPENSES

3.1. ENTERTAINMENT, HOSPITALITY AND GIFTS

We acknowledge that entertainment, hospitality, sponsored travel or accommodation and the giving of modest gifts (together, **Gifts**) can, in appropriate circumstances, be legitimate business activities. The framework in this Policy is not intended to prohibit reasonably and proportionate Gifts. It is designed to prevent Gifts where there is an intention to influence, induce or reward improper performance, in which case the Gift will be considered a bribe.

This Policy applies to any Gifts provided in the course of our activities, including Gifts provided or received by ourselves as Urbis or Cistri Personnel or as Business Partners.

We only provide Gifts to public officials or officers of private sector companies where:

- a. there is no intention to influence the recipient or any other public official or person to improperly exercise their duty;
- b. the Gift is occasional, modest and reasonable, having regard to all of the surrounding circumstances, including the average income and standard of living in the recipient's place of residence;
- c. the Gift is not extravagant and does not create the appearance of impropriety and bribery;
- d. the Gift is not of an explicit or inappropriate nature and does not involve an explicit or inappropriate venue;
- e. if the Gift involves sponsored travel or accommodation:
 - i. there is a documented commercial benefit to Urbis (or Cistri) of sponsoring the travel or accommodation (for example, travel to visit relevant operations);
 - ii. the travel or accommodation is no more than is reasonably necessary to achieve that benefit (for example, travel is limited to relevant decision makers and does not include spouses); and
 - iii. travel or accommodation payments are made by Urbis (or Cistri) directly to recognised travel providers; and
- f. prior written approval is obtained from the relevant National Director or Regional Director if the Gift has a value of more than A\$500 per individual recipient. The prior written approval from the Chief Executive Officer is required for Gifts a National Director or Regional Director wishes to make that exceed the value.

When seeking the written approval required, Urbis or Cistri Personnel will provide the following information:

- the name and role of the recipient;
- a description of the Gift, including dollar value;
- the name and position of the particular Urbis or Cistri Personnel or Business Partner providing the Gift;
- the reason behind the provision of the Gift;
- the date the Gift is to be provided; and

- any other information reasonably required by Urbis or Cistri.

3.2. POLITICAL CONTRIBUTIONS

We do not contribute any funds, assets or anything else belonging to Urbis or Cistri to any political party or organisation. This extends to the granting of contributions to any individual who holds any form of public office, except where such contributions are authorised under this Policy.

4. TRAINING

Induction training on this Policy is provided to all new Urbis and Cistri Personnel and all Urbis and Cistri Personnel will receive training on this Policy on at least a bi-annual basis. Training is mandatory and will be tailored to the situations most relevant to particular personnel.

Where a National Director, Regional Director, the Chief Executive Officer or the Managing Partner determines that further training of particular Urbis or Cistri Personnel or all Urbis or Cistri Personnel is required, such training will be arranged and will be mandatory.

If you are uncertain about the operation of this Policy or its application to a particular situation, your initial point of contact is the Legal Services Manager.

5. REPORTING BREACHES

Suspected breaches of this Policy or any other suspicious or corrupt interactions between public officials and other Urbis or Cistri Personnel or Business Partners are reported to the CEO or Managing Partner. Any reporting of a breach or other suspicious or corrupt interactions will be dealt with in accordance with our Whistleblowing Protection Policy.

Any express or implied requests from public officials or other persons for bribes must also be reported.

In accordance with the Whistle-blower Protection Policy, the person acting in good faith reporting a suspected breach of this Policy or inappropriate conduct will be protected from victimisation or harassment, discrimination, demotion, dismissal or current or future bias as a result of making the report.

A person making a report of a breach or other inappropriate conduct may choose to remain anonymous or request that their name be kept confidential.

6. MONITOR AND REVIEW

The Chief Executive Officer will monitor compliance with this Policy on an ongoing basis and the Policy will be formally reviewed bi-annually to ensure the Policy and procedures set out in the Policy remain effective and appropriate for the business operations of the Urbis group.

7. APPLICABLE LAWS

We comply in full with the laws and regulations of those countries in which we operate including the Australian Criminal Code Act 1995 and we also comply in the UK, with the Bribery Act 2010, and in the US, with the Foreign Corrupt Practices Act 1977.

Anti-bribery and corruption laws may have extra-territorial reach and many jurisdictions in which Urbis and Cistri operate have equivalent or similar laws, all of which our Urbis and Cistri Personnel and Business Partners must comply with.