

## Introduction and Scope

Honesty, integrity and fairness are integral to the way CleanCo operates its business. Conduct associated with bribery and corruption is inconsistent with these values. CleanCo's policy prohibits our employees or representatives from engaging in activity that constitutes bribery or corruption. Anti-corruption Legislation applies to CleanCo, as well as employees or representatives working for or on behalf of CleanCo. This policy applies to all CleanCo employees or representatives, including senior managers, officers, directors and any third parties referred to as "External Parties" (**You** or **Your**). The policy should be read in conjunction with the CleanCo *Code of Conduct*, *Gifts and Benefits Policy* and *Conflicts of Interest Policy*.

## Purpose

As a Government-owned corporation CleanCo has an obligation to observe the highest ethical standards and to act in the interest of our stakeholders. Without this, our organisational reputation could be compromised and public trust and confidence in us, lost. The purpose of this policy is to:

- Set out the responsibilities of CleanCo and its employees and representatives in observing and upholding the prohibition on bribery and related improper conduct;
- Ensure that the Board and Management promote a culture of disclosure and protection of the disclosers;
- Provide information, guidance and regular training on how to recognise and deal with instances of bribery and corruption.

## What is Bribery and Corruption?

**Bribery** is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards, Kickbacks, reciprocal favours and or other advantages such as donations. **Corruption** is the abuse of entrusted power for private gain. This includes misuse use of office or influence.

## Prohibition on Bribery

CleanCo employees and representatives must not give, offer, promise, accept or request a bribe or cause a bribe to be given, offered, promised or accepted by another person. Under no circumstances will CleanCo approve of any offers, or make, request or receive an irregular payment or other item of value, to win or influence a business decision in CleanCo's favour. Such actions are in breach of this policy and illegal. Bribery can take many forms. It is important for employees and representatives to understand where risks may arise and what is expected of them.

## Gifts, entertainment and hospitality

While accepting or offering gifts, entertainment or hospitality of moderate value is customary and in accordance with local business practice, in some circumstances this could give rise to undue influence, which is prohibited. The *Gifts and Benefits Policy* sets out the financial limits for gifts, entertainment or hospitality that may be accepted or offered and the threshold above which this must be recorded in the *Reportable Gifts and Benefits Register*.

### Facilitation payments, secret commissions and money laundering

The following payments are prohibited:

- **Facilitation payments** - payments made to secure or expedite a routine government action by a government official or employee;
- **Secret commissions** – arising where a person or entity (such as an employee or representative) offers or gives a commission to an agent or representative of another person (such as a CleanCo customer) which is not disclosed by that agent or representative to their principal and made as an inducement to influence the conduct of the principal's business; and
- **Money laundering** - 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.

### Political and charitable donations

Political donations cannot be made by CleanCo employees or representatives on behalf of CleanCo. CleanCo may make charitable donations that are legal and ethical under local laws and practices. You must ensure that the charity or cause is legitimate. No charitable donation other than community involvement activities may be offered or made without the CEO's prior approval. Standing authorities may be put in place for General Managers to make donations to specified levels that are consistent with delegated authorities, are reviewed annually and made available to CleanCo's auditor.

### Joint ventures and acquisitions

When applicable You must undertake anti-bribery due diligence prior to any acquisition of a new company or business or entry into a proposed joint venture partnership. You must retain detailed written records of those investigations. Where CleanCo has an existing interest in a joint venture, or is considering acquiring such an interest, it must also comply with the following procedures:

- (a) Where CleanCo controls a joint venture, the joint venture must comply with this policy;
- (b) Where CleanCo does not control a joint venture, CleanCo will assist the joint venture entity to avoid improper conduct; and
- (c) Any CleanCo employees and representatives engaged with a joint venture partner should report any improper conduct detected as appropriate.

### Roles and Responsibilities

It is Your responsibility to observe and comply with this policy in the performance of Your Official Duties. If You have any suspicions, concerns or queries regarding a payment made by or on behalf of CleanCo You should report this in accordance with the requirements of this policy. You should properly prepare and maintain all accounts, invoices and other documents and records relating to dealings with External Parties (including due diligence reports). You must include all expenditure by employees and representatives, including on gifts, entertainment and hospitality in expense reports and ensure this is approved in accordance with CleanCo's policies and procedures. Certain roles will have additional responsibility under this policy, including communicating and reporting as outlined below:

- The **CleanCo Board** is accountable for ensuring an appropriate framework exists governing the prevention and management of bribery and corruption by robust internal leadership.

## CleanCo Anti-bribery and Corruption Policy

- The **Chief Executive Officer (CEO)** is accountable for implementing and administering the prevention and management of bribery and corruption by CleanCo and delegates this responsibility to the Company Secretary.
- The **Company Secretary** is the person that is responsible for:
  - Implementing and reviewing this policy;
  - Employee training and awareness initiatives;
  - Implementing control systems to prevent, detect and effectively manage incidents;
  - Encouraging the reporting of suspected wrongdoing;
  - Ensuring appropriate action is taken for proven incidents of bribery and corruption; and
  - Maintaining official files and records reporting suspected conduct to appropriate authorities.

## Reporting and Investigation

You must report suspected or actual instances of bribery or other improper conduct in accordance with this policy and the *Code of Conduct*. If You are unsure whether a particular act constitutes Bribery You should ask Your line manager, Company Secretary or the CEO. Reports may be made to the Company Secretary via the following methods:

Phone: 07 3328 3708  
Email: companysecretary@cleancoqld.com.au  
Mail: Reportable Conduct  
C/- Company Secretary  
PO Box 952  
Brisbane QLD 4000

All reports will be handled in accordance with the *Whistleblower Protection Policy* and *Public Interest Disclosure Procedure*. Once reported, breaches will be thoroughly investigated by the appropriate officers.

## Compliance

Failure to report suspected or actual instances of bribery or other improper conduct are treated as a breach of the *Code of Conduct*. We take any failure to comply with this policy very seriously. In certain circumstances, a breach of this policy could be referred to an appropriate authority for investigation. A number of consequences could flow from a breach, up to and including termination of employment or contract and prosecution. Reports for the Audit Committee will be produced semi-annually and otherwise reported as part of the next Compliance report that follows a breach notification under this policy.

## General

This policy summarises the standards and expectations in relation to bribery and corruption prevention and management at CleanCo. This policy is not a term of any contract, including any contract of employment and does not impose any contractual duties, implied or otherwise, on CleanCo. The policy may be varied by CleanCo from time to time and will be reviewed by the Board on an annual basis. Training on this policy will be provided to staff and updates to this policy and guides will be made accessible to staff through CleanCo's intranet.

## References

This policy is to be read in conjunction with the following CleanCo policies and procedure:

- Gifts and Benefits Policy
- Code of Conduct
- Conflict of Interest Policy
- Public Interest Disclosure Procedure
- Whistleblower Protection Policy

## Definitions

The following definitions apply to this policy:

Anti-corruption Legislation	Refers to applicable state and federal Criminal Codes and the Corporations Act (Cth), the Crime and Corruption Act (Qld) and can include other legislation in other jurisdictions where CleanCo conducts business such as the US Foreign Corrupt Practices Act 1977 and the Bribery Act 2010 (UK).
CleanCo	CleanCo Queensland Limited
Corporations Act	Corporations Act 2001 (Cth)
External Parties	Refers to any individual or organisation with whom CleanCo employees and representatives, come into contact during the course of their employment or business relationships with CleanCo, and includes actual and potential clients, customers, suppliers, joint venture partners, contractors, agents, intermediaries, consultants, distributors, business contacts, advisers and government and public bodies.
Official Duties	Refers to the day to day activities performed by CleanCo officers and employees as part of their role accountabilities.

### Document governance

<b>Title:</b>	Anti-bribery and Corruption Policy
<b>Approved by:</b>	CleanCo Queensland Board
<b>Periodicity of review:</b>	Biennial
<b>Approved:</b>	24 November 2022

### Version control

Version	Date	Description	Approved By
1	June 2019	Initial document	Board
2	August 2020	Minor amendments to ensure policy reflects CleanCo Values	Board
3	November 2022	Minor procedural amendments following biennial review	Board