



Anti-Bribery and Corruption Policy

18 March 2020



Our commitment

Washington H Soul Pattinson and Company Limited (Soul Patts) recognises that bribery and corruption have a negative effect wherever they occur in communities. If left unchecked bribery and corruption threatens democratic and legal processes and can have a detrimental effect on basic human freedoms.

Soul Patts is committed to a culture of zero tolerance to bribery, corruption and facilitation payments across all areas and levels of our business and our commitment to conduct our business activities fairly, lawfully and ethically.

This Policy demonstrates our zero-tolerance stance towards bribery and corruption. It has been designed to comply with the Commonwealth of Australia *Criminal Code Amendment (Bribery of Foreign Public Officials) Act 1999*, Australia's state/territory legislation and international anti-corruption and anti-bribery standards such as the *UK Bribery Act 2010* and the *US Foreign Corrupt Practices Act 1977*.

1. Definitions

Employee includes any Soul Patts employee, Director, Officer, Contractor, Consultant or Representative.

Benefit should be broadly construed and includes but is not limited to monetary gratuities, information, favours, material gifts, educational expenses, travel, entertainment, investment offers, transport services and employment offers.

Soul Patts includes Soul Patts and its wholly owned subsidiaries.

- a. **Government Official** includes: any person engaged in public duty in a government agency; any political party, officer or candidate; an officer or employee of a government owned or government- controlled entity; and any person acting in an official capacity for a government, government agency or government-controlled entity.
- b. **Foreign Public Official** includes: an employee/official of a foreign government; a member of the executive judiciary or magistracy of a foreign country; a person who performs official duties under a foreign law; an officer/member of the legislature of a foreign country; or an employee/official of a public international organisation such as the United Nations.

2. Prohibited Conduct

A Soul Patts Employee must not give or offer to give money or other benefit to any individual, company, Government Official or Foreign Public Official to secure a business advantage or improper benefit or to exert influence on any person to act improperly in the performance of their duties or function.

A Soul Patts Employee must not receive or accept money or other benefit from any individual or company as an inducement to act improperly in the performance of their duties or function, provide a business advantage or provide an improper benefit.

A Soul Patts Employee must not ask another person to offer, promise or give a bribe or benefit.

3. Monitoring

Periodic anti-bribery and corruption risk assessments of Soul Patts's business will be conducted to detect possible misconduct and monitor the effectiveness of the compliance program.



4. Application and Responsibility

Soul Pattinson requires all employees to act in full compliance with all applicable anti-corruption and anti-bribery laws, irrespective of the employee's geographical location or citizenship.

Breaches of anti-corruption laws can have serious consequences for both Soul Pattinson and the employee personally.

Severe civil and criminal penalties can apply in Australia and other jurisdictions. Violation of company policies can result in disciplinary action up to and including termination of employment.

Any employee who suspects or becomes aware of behaviour that is unlawful, improper, unethical or criminal in nature should report the conduct to one of the following:

- Soul Pattinson Whistleblower Protections Officer;
- If the behaviour involves corruption or bribery of a Foreign Public Official, you can choose to report the conduct directly to the Australian Federal Police.

Any questions regarding this policy should be directed to the Soul Pattinson Company Secretary.

5. Review of this policy

The Soul Pattinson Company Secretary will review this policy at least annually to ensure it remains relevant, current and compliant with all applicable laws.

| Version | Approved | Date |
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| 1 | Approved by the Board | 18 March 2020 |