



# Global Anti-Bribery and Anti-Corruption Policy

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**Reliance Worldwide Corporation Limited**  
**ACN 610 855 877**

Adopted by the Board on 26 June 2020

# Global Anti-Bribery and Anti-Corruption Policy

## 1. Purpose

Reliance Worldwide Corporation Limited ("RWC" or "the Company") is committed to conducting business in accordance with the highest ethical standards and in full compliance with the letter and spirit of all applicable laws, rules, and regulations, including the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act ("Bribery Act"), Division 70 of Australia's Criminal Code Act ("Division 70"), as well as the local anti-bribery and anti-corruption laws of those countries in which the Company conducts business.

This document describes the Company's long-standing global policy prohibiting all acts of bribery and corruption. Although this policy is based on relevant anti-corruption laws, it is designed to promote conduct that meets the highest ethical standards and may prohibit more conduct than any specific law or regulation.

If you have any questions whatsoever about whether a particular situation is subject to this policy, you must consult with one of the members of the Global Ethics and Compliance Committee or the Company's Legal Department. The Global Ethics and Compliance Committee is responsible for implementing and enforcing this policy.

## 2. Scope

This policy covers all directors, officers, employees (whether full or part-time, fixed-term or at-will), consultants, contractors, seconded staff, agents, representatives, joint venture partners, and other parties acting on behalf of the Company (referred to throughout this document as a "Covered Person").

## 3. General Prohibition on Bribery and Corruption

Covered Persons may not directly or indirectly make, promise, approve, authorize or offer to give to anyone – or accept or solicit from anyone – anything of value to improperly induce the recipient to take (or to refrain from taking) action that would bestow a commercial benefit or advantage on RWC, its affiliates, or any other party. It does not matter if such a bribe is not ultimately accepted or paid. The mere offering of a bribe is a contravention of this Policy.

Giving things of value to family members, close associates, or favored organizations of business partners, potential business partners, or public officials should follow the same limitations set forth for gifts, entertainment, and hospitality generally, as such actions may be interpreted as attempts to circumvent these rules.

A person becoming aware of these improper behaviors should report details to the RWC Legal Department, the Global Ethics and Compliance Committee, or the Ethics & Compliance Hotline or Website as soon as possible.

## 4. Public Officials

While it is the policy of RWC to prohibit bribery of any kind (in both the private and public sectors), interactions with Public Officials (defined below) must be monitored especially closely due to the increased risk for violations of applicable anti-corruption laws. The FCPA, the Bribery Act, Division 70, and other laws strictly prohibit a Covered Person from corruptly giving **anything of value** to a Public Official to obtain an improper advantage in connection with the Company's business. Simply put, this policy prohibits paying **bribes**, which include any corrupt payment or giving anything of value intended to improperly influence a government decision-maker. Do not assume that you know the meaning of the word "corrupt," especially as it may be interpreted by enforcement authorities.

### What is "Anything of Value"?

"Anything of value" is broadly defined. The following list provides examples only, and is not a complete list. "Anything" of value refers to both tangible and intangible items, and can include:

- Campaign Contributions
- Charitable Donations
- Cash or Cash Equivalents (e.g., shopping or gift cards)
- Credit
- Debt Forgiveness
- Gifts
- Meals and Entertainment
- Tickets to Sporting Events or Concerts
- Travel Expenses
- Contracts or Other Business Arrangements
- Jobs or Internships for Government Officials' Relatives
- Zero-cost items or other benefits that appear to have no cost to the Company

### Who Qualifies as a Public Official?

The term "Public Official" is also broadly defined and includes:

- An officer, employee, consultant, or any other person acting on behalf of a government or any of its departments, agencies, or instrumentalities (such as a state-owned or state-controlled enterprise, including state owned or controlled energy companies);
- An officer, employee, consultant, or any other person acting on behalf of a public international organization (such as the World Bank, the International Finance Corporation, the International Monetary Fund, and the Inter-American Development Bank);
- An officer, employee, consultant, or any other person acting on behalf of a political party; or
- A candidate for political office or any employee or person acting on behalf of such candidate.
- Though they are not themselves Public Officials, interactions with family members of, and others closely associated with, Public Officials are subject to the same restrictions as interactions with Public Officials.

## Prohibited Conduct

This policy prohibits Covered Persons from engaging in any of the following conduct:

- You must not offer or give anything of value to a Public Official with the intention or appearance of improperly seeking to influence his or her decisions.
- You must not offer or give anything of value to a third party if you suspect that the thing of value may be passed to a Government Official to improperly influence his or her decisions.
- You must not allow—and must take good faith steps to prevent—any of the Company's business partners or other third parties to make a payment that the Company itself cannot make.
- You must not mischaracterize payments in the company's books and records in order to conceal their nature.
- You must not retaliate against any Covered Person who raises questions or concerns about matters that could relate to this policy.

Violators of the FCPA, the Bribery Act, Division 70, and other global anti-bribery and anti-corruption laws are subject to criminal and civil penalties — including imprisonment.

Additionally, the Company and Covered Persons may be held liable for ignoring or failing to investigate warning signs that a third party may be making improper payments. If you suspect that a third party is making (or will make) such payments, you must report your suspicions to the Legal Department, the Global Ethics and Compliance Committee, or the Ethics & Compliance Hotline or Website.

Many countries, including the United States, the United Kingdom, and Australia, among others, have laws against the bribery of Public Officials in countries other than their own. Therefore, it is important to remember that any such bribe would create problems for you and RWC in more than one legal jurisdiction. Thus, all interactions with Public Officials should adhere scrupulously to this Policy in order to avoid any appearance of impropriety on behalf of RWC.

## Facilitating Payments

Covered Persons are not permitted to directly or indirectly make or offer facilitation payments. A "facilitation payment" is a nominal payment to a Public Official to secure or expedite the performance of a routine, non-discretionary governmental action. Examples of facilitation payments include payments to expedite the processing of licenses, permits or visas for which all paperwork is in order. If a Covered Person receives or becomes aware of a request or demand for a facilitation payment or bribe in connection with work for RWC, the Covered Person must report such request or demand promptly to the Global Ethics and Compliance Committee or the Legal Department before taking any further action. Legitimate and legal service fees paid to a governmental agency offered to the public pursuant to a schedule (e.g., expedited service fees) are not facilitation payments.

## 5. Gifts, Meals, Travel, and Entertainment

In many countries, gifts, meals, travel, and entertainment play an important role in business protocols and customs. However, when provided inappropriately, gifts, hospitality, and entertainment may violate one or more laws. Therefore, the laws and RWC policies must be followed.

All gifts, meals, travel, and entertainment must be:

- Transparent and documented
- Occasional
- Not cash or a cash equivalent
- Never given or accepted if any improper action is expected in return
- Consistent with RWC's *Gifts and Entertainment Policy*

If the recipient of a gift, meal, travel, or entertainment is a Public Official, you must obtain prior written approval of your supervisor and the Legal Department. All gifts, meals, travel, and entertainment provided to or on behalf of a Public Official must be disclosed in writing to the Ethics and Compliance Committee and fully documented on your expense reports. The disclosure must include the names of the recipients and all attendees, the value conferred, and the business purpose of the expenditures.

## 6. Charitable Donations and Political Contributions

Contributions to political candidates or political parties, as well as donations to charitable organizations in which Public Officials possess a role (such as director or trustee) raise potential issues under the anti-corruption laws. Accordingly, no political contributions or charitable donation may be offered or made on behalf of RWC unless pre-approved in writing by the Global CEO and CFO, and if region-specific, also by the regional CEO and CFO.

Such donations will only be approved after investigation of the proposed recipient entity in a manner similar to that used to investigate prospective business relationships. While the Company believes in contributing to the communities in which it conducts business, the Company will conduct or investigate to ascertain whether the charity or civic organization is bona fide. All approved donations must be properly recorded in the Company's books and records.

To the extent permitted by applicable law, Covered Persons may participate in political and charitable activities with their own money and on their own time. Such activities must be undertaken in a way that makes clear to an outside observer that they are unrelated to any business of RWC.

## 7. Identifying "Red Flags" and High Risk Transactions

It is important to realize that one of the primary purposes behind the FCPA, Bribery Act, and Division 70 is to compel companies to conduct their business in foreign countries by the same standards as apply in the U.S., U.K., and Australia. It is no defense to say that providing a thing of value is customary, or that it is how it has always been done. And, it is certainly not a defense to say that providing a thing of value is necessary to get the business. If that is the choice, then the business must be foregone.

The Company's best guardians against corruption are you, our valued employees. We ask that you be sensitive to potential high-risk conduct and corruption "red flags." We encourage you to report any concerns you may have.

When dealing with third parties, especially Public Officials or anyone with a connection to a Public Official, the use of cash or cash equivalents is a clear red flag. The Company will only pay reimbursements for goods, services, or other expenditures incurred for a legitimate purpose and that are supported by third-party invoices or receipts.

The following are examples of high-risk circumstances. The presence of one or more of the following should act as a red flag of improper behavior and you should contact the Ethics and Compliance Committee or the Legal Department immediately:

- The requested payment circumvents authorized internal controls or practices.
- The person receiving the payment refuses to provide adequate supporting documentation or a receipt or attempts to provide inadequate supporting documentation.
- Background information on the person receiving the payment indicates allegations of improper business practices, a reputation for giving and/or receiving bribes, and/or a family or other relationship that could improperly influence the decision of a Public Official.
- A Public Official recommends a specific representative or company with whom the Company should conduct business.
- The recipient of the payment requests that the Company direct payment to a country, person, or entity not related to the transaction.
- The requested payment is disproportionate (i.e., exceeds fair market value) to the services to be provided.

## 8. Third Parties

The FCPA prohibits both direct and indirect payments to foreign officials. Thus, the Company can face FCPA liability based on improper payments made by its agents, contractors, consultants, representatives, or other business partners (generally referred herein as "representatives" or "representative"). It is the Company's policy to conduct its business only by legal and ethical means, and this practice must extend to the activities of all of the Company's representatives.

Before entering into any contractual arrangement with an entity controlled by or connected to a Government Official, you must thoroughly vet the issue through with the Legal Department.

Additionally, prior to the Company retaining any representative, an appropriate due diligence review shall be conducted to research and document in writing the reputation, background, and past performance of the prospective representative. Such background investigations may include interviews with principals of the other party and consultation with the U.S. Embassy and other government officials regarding the background of the other party and its principals.

The Company shall only retain a representative using a written agreement that contains appropriate FCPA-related provisions, including, but not limited to, the following provisions as appropriate in the context of each particular transaction:

- the representative's acknowledgment that it, he, or she understands the provisions of this Policy and agrees to comply with its terms and with any other applicable laws;
- the representative's acknowledgment that the contents of the agreement may be disclosed by the Company to third parties including government agencies;
- the representative's representation and warranty that neither it, nor any of its owners, directors, officers, principals, or key employees are Public Officials, and that it will promptly inform the Company of any changes in that regard;
- payments by the Company will be made by check made out in the representative's name or by wire transfer to a bank account that is registered in the name of the representative and located in the country in which the services are to be performed;

- automatic termination without compensation in the event the representative has made, attempted to make, makes, attempts to make, or proposes to make, an improper payment in violation of this Policy;
- annual certifications by the representative of its compliance with applicable law and this Policy (the first certification shall occur upon execution of such written agreement); and
- the Company shall have the right to audit the representative's compliance with the agreement and this Policy.

## 9. Books and Records

All of the Company's books, records, accounts, and financial statements must be maintained in reasonable detail, must be timely, must fairly, accurately, and completely reflect the Company's transactions, and must be maintained in accordance with the Company's system of internal controls. You must never submit false or misleading records (*e.g.*, misstating the number of guests at a business dinner in an employee expense report or attaching a fictitious receipt to support an expense report). If you learn of any false or misleading entries, or unrecorded payments, you should report them immediately to the Global Ethics and Compliance Committee or the Legal Department.

Accurate recordkeeping practices in the anti-bribery and anti-corruption context include tracking the following information:

- The item or other thing of value
- Who received the thing of value
- When the thing of value was given
- How much the thing of value is worth
- The business purpose of giving the thing of value
- A receipt or other supporting documentation

## 10. Responsibilities in Support of This Policy

Compliance with this Policy is mandatory. Participation in, and adherence to, the principles and requirements set out in this Policy will be elements of each Employee's annual evaluation and will affect decisions concerning compensation, promotion, and retention.

Violations of this policy will result in corrective action and can lead to disciplinary and other actions, including termination of employment. Violations can also result in severe penalties imposed by applicable governmental authorities against both the Company and individuals violating such policies. For example, individuals may be subject to five years of imprisonment and a \$250,000 fine for each violation of the anti-bribery provisions of the FCPA and 20 years imprisonment and a \$5 million fine for each willful violation of the recordkeeping provisions of the FCPA.

In addition, to ensure that we maintain our reputation for integrity and fairness, RWC Senior Leadership and other RWC employees must ensure that this Policy is clearly understood and followed by others acting on behalf of RWC, including third party representatives.

RWC personnel and representatives will be required to annually acknowledge and return a Compliance Certification. The Compliance Certification should be completed and delivered to the Legal Department each calendar year in accordance with the schedule determined by RWC.

## 11. Reporting Possible Violations

All individuals subject to this policy must promptly report any violation or suspected violation to the Global Ethics and Compliance Committee, the Legal Department, or anonymously through the Company's Ethics & Compliance Hotline or Website. The Company will conduct a reasonable inquiry into all reports made and will not tolerate any kind of retaliation for reports or complaints made in good faith. To the contrary, the Company protects all reporters, and employees are required to cooperate in internal investigations. In addition, the Global Ethics and Compliance Committee and Legal Department are available to answer your questions about compliance issues.

You may access the confidential and anonymous Ethics & Compliance Hotline numbers by country at <https://www.integritycounts.ca/call-the-hotline> and the Ethics & Compliance Website for online reports at <https://www.integritycounts.ca/org/rwc>.