



Kingsgate
Consolidated Limited

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Purpose

Kingsgate Consolidated Limited (“**Kingsgate**”) is committed to conducting its business and activities with integrity, acting professionally and fairly in all business dealings and relationships wherever Kingsgate operates, and in compliance with all applicable anti-bribery and corruption laws (“**ABC Laws**”).

To achieve this objective, Kingsgate prohibits:

- ✘ any activity that seeks to bribe or otherwise improperly influence a “Public Official” to act (or omit to act) in a way that differs from that official’s proper duties, obligations and standards of conduct;
- ✘ any activity that seeks to bribe or otherwise improperly influence any other individual or company 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;
- ✘ any activity that seeks to obtain any personal benefit, or any benefit for Another person in carrying out functions or duties on behalf of or for the benefit of Kingsgate; and
- ✘ engagement in corrupt business practices.

This Policy outlines Kingsgate’s commitment to complying with applicable ABC Laws and ensuring that all business is conducted ethically and in accordance with its values.

Scope

This Policy applies to all directors, officers, employees, consultants, contractors, agents and suppliers (and employees of contractors and suppliers), or a person that otherwise performs services on behalf, of Kingsgate or any of its controlled entities (“**Company Representatives**”).

The scope of this Policy is intended to apply to Kingsgate and any of its controlled entities. For the purpose of this Policy, the reference to “Kingsgate” or “Company” means Kingsgate Consolidated Limited and/or any of its controlled entities.



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Key Policy Guidelines

Kingsgate prohibits Bribery and Corruption.

Bribery: Company Representatives must not offer, promise, give, request, authorise or receive of anything of value (whether a financial or other advantage) directly or indirectly to another person(s) with the intention of influencing or rewarding improper performance.

‘Another person’ can include, but is not limited to a Public Official, third party, supplier, customer, etc.

Improper Gifts, Hospitality, Employment and Personal Favours: Kingsgate prohibits the giving or receiving, either directly or indirectly, of improper gifts, meals and entertainment, payment of travel expenses, offers of employment or personal favours in circumstances which could be considered to give rise to undue influence. This Policy does not prohibit normal and appropriate gifts and hospitality (given and received) to or from third parties. Company Representatives must approach this issue carefully and conservatively.

Conflict of Interest: Company Representatives must avoid personal, financial or other interests which may conflict with their duties and responsibilities to the Company. Any interest which may constitute a conflict of interest must be promptly disclosed to the employee’s direct supervisor or an appropriate senior manager. Company Representatives shall refer to the Company’s Conflict of Interest Policy for more detailed guidance.

Facilitation Payment: Kingsgate is generally opposed to making Facilitation Payments. To the extent that Facilitation Payments to the public officials in foreign jurisdictions are legally permitted, Company Representatives may engage in such conduct, provided:

- (i) the value of the benefit or Facilitation Payment to the foreign public official is of minor value;
- (ii) provision of the benefit or Facilitation Payment is for the sole or dominant purpose of expediting or securing the performance of a ‘routine government action’ of a minor nature that is ordinarily performed by the official; and
- (iii) the Company Representative makes and retains record of the conduct, and submits copy of the record to the relevant Compliance department of the jurisdiction. The record shall



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be in the form provided and shall be kept for a minimum of 7 years.

If in doubt, Company Representatives must seek guidance with members of the Legal and Compliance team.

Examples

The following are examples of conduct that must not be engaged in. This is not an exhaustive list:

- Do not give offer or promise anything of value or award business to a public official, either directly or through Another person.
- Do not deal with a supplier whom you believe may engage in Corruption on behalf of Kingsgate.
- Do not deal with Another person who does not fully disclose their identity.
- Do not hide activity that would require pre-approval.
- Do not yourself accept a benefit from any supplier or Another person that has or is seeking to establish a business relationship with Kingsgate.

The following are examples of Facilitation Payments. This is not an exhaustive list:

- Processing government papers such as a visa or work permit.
- Loading or unloading cargo.
- Protecting perishable products, or commodities, from deterioration.

Compliance

Compliance with the Policy is a condition of the Company Representative's employment contract or supplier agreement with the Company. Breaches are a serious matter and may result in disciplinary action, including dismissal or contract termination. Non-compliance with this Policy and applicable laws could also result in criminal consequences and penalties for both the individual or company involved and Kingsgate. Any material breaches of the Policy will be reported to the Board.

Reporting a Concern or Complaint

Kingsgate encourages an open and supportive environment, where Company Representatives can raise matters related to this Policy in an appropriate and, if required, anonymous manner. Reports concerning suspected, intended or actual instances of bribery or other improper



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practices can be made anonymously to the Managing Director and /or the Country Manager (or the equivalent) by email or telephone. Individuals may also refer to Kingsgate’s Whistleblowing Policy in making a report.

Any supervisor or manager who receives a report of an alleged violation, concern or complaint must immediately forward the report to the Managing Director and/or Country Manager.

Zero tolerance for retaliation

Kingsgate is strongly committed to maintaining an environment in which individuals feel free to voice concerns or report suspected misconduct.

A submission regarding an incident may be made by an officer or employee without fear of dismissal, disciplinary action or retaliation of any kind. Kingsgate will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith.

If you believe that you have suffered any such treatment, you should utilise the Company grievance reporting process.

Authorised on behalf of the Board of Directors of Kingsgate Consolidated Limited.

Glossary

The following terms have the following meaning assigned to them:

Term	Meaning
<i>‘Bribery’</i>	<p>The offer, promise, giving, requesting, authorising or receiving of anything of value (whether a financial or other advantage) directly or indirectly to another person(s) with the intention of influencing or rewarding improper performance.</p> <p><i>‘Another person’</i> can include, but is not limited to a Public Official, third party, supplier, customer, etc.</p> <p>Bribery can include either <i>‘active bribery’</i>, in which a person offers or gives something of value to influence performance or obtain an unfair advantage, or <i>‘passive bribery’</i>, in which a person receives, attempts to receive, or requests something of value in exchange for improper</p>



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performance.

'Company Representative(s)'

All directors, officers, employees, consultants, contractors, agents and suppliers (and employees of contractors and suppliers) or a person that otherwise performs services on behalf, of Kingsgate Consolidated Limited or any of its controlled entities.

'Corruption'

An act or omission for an improper or unlawful purpose, which involves the abuse of a position of trust or power.

'Facilitation Payment'

A payment of minor value paid to a Public Official via unofficial channels to expedite or secure the performance of a 'routine government action' of a minor nature.

'Routine government action' is an action of a foreign public official that is ordinarily and commonly performed by the official such as granting a permit, licence or other official document that qualifies a person to do business in a foreign country or in a part of a foreign country, but does not involve a decision or encouraging a decision about whether to award new business.

'Public Official'

Includes:

- a politician, public servant or other public official;
- a political candidate, party or party official;
- a community leader or other person in a position of public trust; or
- any private sector employee in order to obtain, retain or direct business or to secure any other improper advantage in the conduct of business.
- A close relative or friend of any such person.

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Approved By: Board of Directors of Kingsgate Consolidated Limited

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