



# Anti-Bribery and Corruption Policy

**Atlas Arteria Limited**  
**Atlas Arteria International Limited**

# Anti-Bribery and Corruption Policy

## 1. Purpose

Atlas Arteria is committed to operating consistently with its STEER values<sup>1</sup>, the standards set out in its Code of Conduct and its Human Rights Commitment Statement; as well as in compliance with the laws of the places in which it does business.

Bribery and corruption can distort markets, corrode good governance and undermine the rule of law; leading to potentially significant impacts on the human rights of people within the communities in which Atlas Arteria operates. Further, bribery and corruption can have a significant, adverse impact on the reputation and integrity of Atlas Arteria.

Atlas Arteria is committed to operating within the laws of each jurisdiction in which it does business and rejects the use of any form of bribery or corrupt practices.

This Anti-Bribery and Corruption Policy (**Policy**) sets out Atlas Arteria's zero-tolerance approach to bribery and corruption.

For the purposes of this Policy **Atlas Arteria** means: Atlas Arteria Limited ACN 141 075 201 (**ATLAX**) and Atlas Arteria International Limited Registration No 43828 (**ATLIX**), their subsidiaries, Warnow Tunnel and the Dulles Greenway. Companies in which Atlas Arteria invests but does not control, including the Chicago Skyway and investments in the APRR Group, are not "Atlas Arteria" for the purposes of this policy.

## 2. Application and Scope

This Policy applies to all **Atlas Arteria Representatives** which are:

- **Atlas Arteria Staff** being: directors and employees; and
- **Associates** being:
  - contractors, external consultants (political or otherwise), intermediaries, agents, representatives, brokers (introducing or otherwise), distributors, sub-contractors, joint venture or consortia partners,

lobbyists, activists who are acting for or on behalf of, or performing services for or on behalf of, Atlas Arteria;

- any other third party representing or acting for or on behalf of, or performing services for or on behalf of, Atlas Arteria; or
- any subsidiary or other entity controlled (including able to be controlled) by Atlas Arteria.

## 3. Policy

### 1. Strict Prohibition on Bribery and Corruption

Atlas Arteria Representatives must not give, offer, promise, accept, support, request, acquiesce in, authorise or allow a bribe, whether directly or indirectly, on behalf of, or for the benefit of, Atlas Arteria. This includes a prohibition on Facilitation Payments, whether made by Atlas Arteria Staff or Associates on Atlas Arteria's behalf or in any way in connection with Atlas Arteria. The actual or attempted use of any form of bribery either directly or indirectly on Atlas Arteria's behalf to advance its business interests or those of its Associates is strictly prohibited.

Atlas Arteria Representatives must not engage in practices or conduct, whether directly or indirectly, which would amount to corruption.

Acts of bribery or corruption involve the undue influence of an individual in the performance of their duty, whether in the public or the private sector.

Where there is a discrepancy between this Policy and local laws which have more restrictive requirements, the more restrictive requirements will apply.

### 2. Indirect Benefits can be Bribes

It is possible that a benefit given or offered to a relative or business partner of an Associate, or channelled through an agent or other intermediary, may be a bribe. This includes offers of business or employment opportunities. Reckless acts or "wilful blindness" to such incidences is likely to be in

<sup>1</sup> Our STEER Values are set out in our Vision and Values statement.

## Anti-Bribery and Corruption Policy

contravention of applicable laws and/or regulations and will amount to a breach of this Policy.

### 3. Facilitation Payments

“**Facilitation Payments**” are payments made directly to a government official or employee for their personal benefit, to expedite or secure the performance of routine government action by a governmental agency (e.g. to facilitate the expedition of applications, approvals, licences etc.).

Atlas Arteria Representatives are strictly prohibited from making Facilitation Payments, regardless of whether the payment is accepted, expected or customary in the jurisdiction in which it is made.

Payments made through official government agency channels which are not for the direct personal benefit of a government official or employee (for example, a priority processing fee for a visa as part of a government agency’s official tariff) are not examples of bribes or Facilitation Payments and are not prohibited for the purposes of this Policy.

If Atlas Arteria Representatives are in any doubt as to whether an amount is properly payable to a government employee or official, they should check that government department’s official website for amounts and payment details, before considering making such payment. If the requirement for the payment is not clearly detailed on that website, do not make or offer to make the payment.

### 4. Other Conduct

Other behaviour which could constitute bribery includes political or charitable contributions or donations, sponsorship, offsetting arrangements and employment arrangements between Atlas Arteria and public officials, where such behaviour seeks to improperly influence an individual or organisation.

### 4. Types of Bribery and Corruption

Atlas Arteria considers that the key risk areas for bribery and corruption in its business are:

- political and commercial corruption;
- dealing with and through Associates; and
- gifts and entertainment.

### 1. Political and Commercial Corruption

**Political corruption** is the dysfunction of a political system or institution in which public or government officials, political officials or employees seek illegitimate personal gain through actions such as bribery, extortion, cronyism, patronage and embezzlement.

Public or government officials include (but are not limited to):

- a public official, whether domestic or foreign;
- a political candidate, political party, or party official;
- a representative of a government-owned or controlled organisation;
- an employee or representative of a public international organisation; or
- any other person(s) performing a function of a public nature.

In contrast, **commercial corruption** occurs when bribes are requested by, or offered to other companies, agencies, institutions or individuals to win a contract or gain some other commercial benefit or advantage.

Throughout Atlas Arteria’s business dealings, opportunities for political and commercial corruption will most likely exist when: dealing with certain Associates; dealing with government officials on concession related matters, providing or receiving gifts or entertainment; or pursuing or facilitating new business, projects or investment opportunities.

### 2. Dealing with and through third parties

Third party providers’ behaviour and actions have the potential to negatively impact Atlas Arteria, both from a reputational and legal liability perspective.

A third party will be an Associate of Atlas Arteria where they are performing services for Atlas Arteria or on its behalf. Whether a third party is considered an Associate is dependent on the circumstances and the nature of the service to be performed. A supplier who is simply acting as the seller of goods to Atlas Arteria is not likely to be an Associate as they are not performing services for or in its behalf, though they will be required to be bound by the Supplier Code of Conduct.

## Anti-Bribery and Corruption Policy

Where Atlas Arteria enters into a written contract involving the supply of services (regardless of whether goods are also supplied) to Atlas Arteria, it should be assumed that the third party is an Associate and that the provisions of this Policy apply.

Associates must not give, offer, promise, accept, request, acquiesce in or authorise or allow a bribe, whether directly or indirectly, in performing their role as a service provider to or for Atlas Arteria.

All Associates must be provided with access to or a copy of this Policy and requested to warrant that they have systems in place designed to ensure that they do not provide or offer any form of bribery or undertake any corrupt practices, in the course of acting as our Associate (either in accordance with this Policy or their own equivalent internal requirements).

Associates who:

- Act as an agent to or otherwise have authority to contract with other parties on Atlas Arteria's behalf; or
- operate in a high-risk jurisdiction; or
- assist with securing new business or maintaining business or licences; or
- are lobbyists,

are "**Higher Risk Associates**". They must meet additional due diligence procedures and requirements including:

- providing evidence of appropriate anti-bribery and corruption policies and procedures of their own; and
- agreeing to the provision of compliance information on request for monitoring purposes and an appropriate level of training.

Higher Risk Associates are also required to undertake sufficient due diligence on their third party providers, agents and associates to ensure that they do not engage in bribery or corruption in the performance of services provided for or on behalf of Atlas Arteria, or, exhibit a pattern of involvement in bribery or corrupt practices and are otherwise of good standing, so as to not risk bringing Atlas Arteria into disrepute by association.

### *Chicago Skyway*

The Chicago Skyway has its own management, governance policies and Board. Atlas Arteria will use its Board representation to seek to ensure that the Chicago Skyway has in place adequate policies, procedures and training, such that the measures it takes to prevent bribery and corruption in its business are no less stringent than those required by this Policy.

### **3. Gifts and Entertainment**

Atlas Arteria Staff must not give or accept gifts or entertainment that are intended to, or may, improperly influence them or others, or may be perceived to be improperly influencing them or others.

Atlas Arteria Staff should refer to the internal Gifts and Entertainment Policy.

Atlas Arteria requires its Associates to have in place and to comply with their own gifts & entertainment policy which imposes standards and principles similar to those set out in this Policy. This does not limit the requirement for them to comply with the other obligations set out in this Policy.

In the event an Associate is unclear as to Atlas Arteria's standards and principles in this regard, they must get approval from their Atlas Arteria Staff contact prior to giving or receiving any gift or entertainment for or on behalf of Atlas Arteria.

### **4. Pursuing and Facilitating New Business**

Atlas Arteria Representatives must not give or offer to give a bribe (including gifts or hospitality), whether directly or indirectly, to influence a decision maker in respect of a new business opportunity or to continue a pre-existing business relationship.

The prospect of securing a new business opportunity (for example via participation in a tender / auction process for an interest in an infrastructure project, a new concession, licence or joint venture relationship), can incentivise people to seek or give benefits, so as to secure that new business opportunity or some other benefit for their employer, principal or themselves. For example, decision makers might be offered or request favourable treatment or opportunities outside of the business for themselves or for their

## Anti-Bribery and Corruption Policy

family, or incentive payments (known as “kick-backs”). Accepting or offering such benefits are prohibited and are likely to be considered a bribe in contravention of this Policy and the law. Offering a bribe to secure business for your employer, even if there is no benefit to yourself, is a contravention of this Policy and is likely to be illegal.

### 5. Political Donations and Fundraising and Charitable Contributions

Atlas Arteria does not make political donations. However, in line with other major publicly listed companies, Atlas Arteria may pay fees to attend events organised by political parties where these events allow for discussion on major policy issues with key opinion leaders and policy makers.

Further, Atlas Arteria businesses outside of Australia have discretion to make modest political donations subject to:

- complying with all relevant laws;
- to the extent possible, such donations being made on an equitable basis across political parties or candidates, as applicable;
- such donations not being made to improperly influence the recipient(s) or others; and
- such donations being properly reported and recorded in the books of the company.

Before any such donation is made by an Atlas Arteria business outside of Australia, it must be approved by the Board of the relevant business.

Atlas Arteria Staff should consult with Atlas Arteria’s Group Director, Legal in respect of any proposed personal political contributions. In some jurisdictions, Atlas Arteria Staff may be required to disclose political contributions made before commencing work with Atlas Arteria.

Atlas Arteria makes donations and contributes funds to the community and not-for-profit organisations as part of its approach to community investment and sustainability. These donations and contributions are made only to organisations that align with Atlas Arteria’s values and pass its due diligence process and other anti-bribery and corruption controls. All donations and contributions made by Atlas Arteria corporate offices are approved by the Boards and any made by its controlled businesses are approved by their Boards.

### 6. Steps Taken by Atlas Arteria to Prevent Bribery and Corruption

Atlas Arteria has implemented a robust framework to deter and prevent bribery and corruption (the **Framework**). The Framework seeks to safeguard Atlas Arteria’s reputation, stakeholders’ confidence in its business and ensures that Atlas Arteria complies with all relevant laws. Each component of Atlas Arteria’s Framework is summarised below.

#### 1. Assessment of Bribery and Corruption Risk

In addition to the day-to-day operational assessments outlined above, Atlas Arteria will assess its overall bribery and corruption risk (and associated controls) at least on an annual basis. This assessment will seek to identify operations or Associates who may be considered higher risk and ensure that the due diligence procedures and requirements applicable to Higher Risk Associates are complied with.

#### 2. Policies and procedures

Atlas Arteria maintains this Policy and a Code of Conduct which prohibit Atlas Arteria Representatives from engaging in conduct (directly or indirectly) that constitutes any form of bribery or corruption.

Atlas Arteria’s Supplier Code of Conduct requires that suppliers comply with this Policy and applicable laws relating to the prevention of bribery, corruption and fraud. Higher Risk Associates must comply with Atlas Arteria’s due diligence procedures and requirements including establishing that they have measures in place to manage bribery and corruption risk.

Atlas Arteria’s Whistleblower Policy establishes a process that promotes the reporting and escalation of actual or suspected misconduct, including bribery and corruption.

#### 3. Conduct Training and Communication

Atlas Arteria Staff and Higher Risk Associates undertake appropriate anti-bribery and corruption training to ensure they understand the particular bribery and corruption risks relevant to the business and the services they are performing on Atlas Arteria’s behalf. Further, Atlas Arteria promotes its Representatives’ awareness of, and compliance with the Framework through the appropriate

## Anti-Bribery and Corruption Policy

dissemination of this Policy and notification of updates to this Policy.

#### 4. Due diligence

Due diligence is performed in respect of all suppliers with an annual spend in excess of \$10,000 in the relevant local currency. In addition, greater due diligence is undertaken on all Higher Risk Associates. Higher Risk Associates are also monitored to detect reports of bribery, corruption and breaches of law.

#### 5. Monitoring and review

Atlas Arteria performs payment monitoring, including monitoring for bribery “red flags” and Atlas Arteria’s compliance function conducts periodic monitoring of gifts and entertainment.

#### 6. Record Keeping and Documentation

It is an offence under Australian law and other international laws to falsify accounting documents. This includes falsification of accounts and financial records such as receipts and invoices. Atlas Arteria Representatives must ensure that record keeping, and documentation is accurate and complete. No accounts may be kept “off-book” and no improper payments can be disguised or concealed as legitimate payments.

### 7. Reporting Bribery and Corruption

Atlas Arteria Representatives must report suspected, attempted or actual instances of bribery, corrupt practices or wrongdoing at the earliest possible opportunity.

Atlas Arteria Representatives may report such matters in accordance with Atlas Arteria’s Whistleblower Policy, including anonymously via the external whistleblower service. However, Atlas Arteria Representatives are encouraged to raise concerns with Atlas Arteria’s Group Director, Legal or CFO.

Atlas Arteria Representatives who make reports of such matters under Atlas Arteria’s Whistleblower Policy will be protected from victimisation in accordance with that policy. Note that this protection does not necessarily extend to exempt a discloser from the ramifications that may arise from their involvement in the action giving rise to a breach of this Policy.

Atlas Arteria’s Code of Conduct, Supplier Code of Conduct and Whistleblowing Policy (available on Atlas Arteria’s website and staff intranet) provide further information on how to make a report, including by anonymous means, as well as the protections afforded to those who make a report of misconduct.

### 8. Breach of this Policy

Breaches of this Policy will be investigated. Failure to comply with the obligations and requirements of this Policy may lead to disciplinary action being taken, up to and including termination of employment or engagement and removal from providing services to Atlas Arteria. Atlas Arteria may also report matters to and co-operate in an investigation by a relevant authority and/or the Police, with the potential to lead to criminal prosecution.

### 9. Oversight

Compliance with this Policy is overseen by Atlas Arteria’s Audit and Risk Committee (ARC). Subject to applicable laws and the Whistleblower Policy, any breach of this Policy is reported to the ARC and, depending on the nature of the issue, reported to Atlas Arteria’s Boards.

### 10. Review

This Policy will be reviewed at least every two years. Any amendments to the Policy will be submitted to the ARC for review. Atlas Arteria’s Boards will approve any amendments to this Policy.

### 11. Related Documents

The following documents should be read in conjunction with this Policy (available on Atlas Arteria’s website and/or intranet):

- Code of Conduct;
- Gifts and Entertainment Policy (internal);
- Human Rights Commitment Statement; Vision and Values Statement;
- Supplier Code of Conduct (as applicable); and
- Whistleblower Policy.

## Anti-Bribery and Corruption Policy

---

### 12. Contacts

For any assistance or guidance in relation to this Policy, please contact Atlas Arteria's CFO or Group Director, Legal.

### 13. Definitions

For the purposes of Atlas Arteria's Framework:

- **"anything of value"** is broadly defined and includes (but not limited to) cash, gifts, hospitality, expenses, reciprocal favours, business or employment opportunities, political or charitable contributions and a range of other direct or indirect benefits.
- A **"bribe"** is anything of value given, offered, promised, accepted, requested or authorising another to do those things, with the intent that: (a) a person who is trusted to or expected to act in good faith or with impartiality, performs that function improperly; or (b) in order to obtain, gain or retain an advantage in the course of business; or (c) as an inducement for action which is illegal or unethical.
- **"bribery"** is the giving, offering, soliciting, or accepting of a bribe.
- **"corruption"** is the misuse of public office or power for private gain or the misuse of privilege or position in a private enterprise for improper gain.
- an **"offsetting arrangement"** is where an additional investment, payment or other industrial, commercial or economic benefit is offered or required as a condition of access to an opportunity or the award of business to or by an entity.