

# Intega Group Limited

## Anti-Bribery and Corruption Policy

DATED 18 JANUARY 2022

### PURPOSE

The purpose of this policy is to provide directors, senior management and all employees with a clear set of guidelines to ensure that Intega conducts its activities in an ethical and appropriate manner, in compliance with the laws and regulations of Australia and each jurisdiction in which it operates, and in accordance with its Statement of Values.

### INTRODUCTION

At Intega, we are committed to conducting our business activities in an ethical, lawful and socially responsible manner, and in accordance with the laws and regulations of the countries in which we operate. Intega's reputation as an ethical business organisation is important to its ongoing success. Engaging in bribery and corrupt conduct is contrary to this commitment and constitutes a serious offence with criminal and civil penalties. It also exposes Intega to significant reputational damage.

Our Anti-Bribery and Corruption Policy (ABC Policy) applies to all of our employees, officers, directors and in certain circumstances, consultants, secondees, contractors, agents and intermediaries representing us. The ABC Policy supports Intega's Code of Conduct and, in particular, Intega's firm commitment to operating an ethical business organisation.

You must:

- not engage in bribery and corrupt conduct or conceal such conduct;
- comply with the laws and regulations which apply to us and our operations;
- comply with the ABC Policy and all the procedures we adopt; and
- report any concern or suspected or potential breach of the ABC Policy immediately.

We will provide education and training to officers and employees in relation to the issue of bribery and corruption and the ABC Policy. The purpose of the education and training will be to assist officers and employees in their understanding of what conduct is prohibited and unlawful and how to recognise and manage instances of bribery or corruption.

The ABC Policy and our Code of Conduct are available in the corporate section of Intega's website.

## Breach

**ANTI-CORRUPTION LAWS MUST NEVER BE BREACHED. VIOLATION IS SERIOUS MISCONDUCT WHICH MAY LEAD TO DISCIPLINARY ACTION UP TO AND INCLUDING DISMISSAL, VERY SERIOUS FINES FOR INTEGA AND INDIVIDUALS, ACTIONS FOR DAMAGES BY THIRD PARTIES AGAINST INTEGA, CRIMINAL PROCEEDINGS AND POSSIBLE IMPRISONMENT.**

All individuals (employees, agency contractors or officers) must contact their line manager and Group Legal, or should they wish to do so anonymously, the Whistleblower Hotline (see the Whistleblower Policy), if:

- they become aware of any breaches or potential breaches of anti-corruption laws or this ABC Policy by any person or business partner; or
- a complaint is received from anyone (with or without evidence) that Intega's conduct, or proposed course of conduct, is, or may be, in breach of anti-corruption or bribery laws.

If a payment has been made as a result of a direct or associated imminent threat to health or safety of any Intega employee, agency contractor or officer, or any accompanying person, the following must occur:

- immediately report the payment to their line manager and Group Legal; and
- document the event accurately and in reasonable detail.

In circumstances where there is an investigation or allegation in relation to:

- a breach of Intega's Code of Conduct, or
- corruption, fraud, bribery or other similar misconduct, involving a director or executive of Intega,

any investigation will be conducted under the supervision of the Intega's Company Secretary & General Counsel, who will recommend a course of action and process to the directors of Intega which ensures independent review and oversight of any internal or external process underway.

## Accountabilities and jurisdiction

ALL INDIVIDUALS (EMPLOYEES, AGENCY CONTRACTORS OR OFFICERS) MUST COMPLY WITH ANTI-CORRUPTION LAWS APPLICABLE IN ALL COUNTRIES WHICH MAY HAVE JURISDICTION OVER INTEGA'S OPERATIONS. IN THE EVENT OF CONFLICT BETWEEN THIS ABC POLICY AND ANTI-CORRUPTION AND BRIBERY LAWS, THE STRICTER OBLIGATION APPLIES. THE ACCOUNTABLE DIVISION PRESIDENT AND HEAD OF GROUP FUNCTION (GF) ARE RESPONSIBLE FOR PROVIDING THE RESOURCES NECESSARY TO CARRY OUT THE REQUIREMENTS OF THIS ABC POLICY.

Co-ordinate with each Division President and Head of Group Function to:

- develop and perform periodic anti-corruption risk assessments;
- identify individuals (employees, agency contractors, officers and business partners) who require anti-corruption training, and agree with Group Legal on frequency and content;
- ensure identified individuals receive anti-corruption training from, or by a person, agreed with Group Legal within two months of joining Intega or moving to a new position where training is required; and
- develop, maintain and enhance additional business-level anti-corruption policies and procedures to support the implementation of this ABC Policy.

Assign the necessary employees, contractors and resources within each Division and Group Function to implement this policy's requirements.

Address corruption-related risks in making decisions, including hiring and deploying employees and contractors, business planning, investments, new country entry, all interactions with government officials (which includes employees of State-owned enterprises), and all activities with business partners. Document all transactions and payments accurately and in reasonable detail and retain records.

Each accountable Division President and Head of Group Function must report annually to Executive Management (CEO and CFO) on compliance with this policy's requirements and on the adequacy of resources to achieve and maintain compliance.

Appropriate due diligence should be conducted prior to engaging or entering into business relationships with third parties such as partners, agents and intermediaries. The purpose of the due diligence is to ensure that the entity or individual that we deal with will behave in a manner consistent with the ABC Policy. We will also obtain from that entity or individual certain assurances of compliance with the ABC Policy and adherence with relevant anti-bribery and corruption laws.

General Counsel must report annually to Executive Management (CEO and CFO) on compliance with this policy's requirements.

## Prohibited activity

DO NOT AUTHORISE, OFFER, GIVE OR PROMISE ANYTHING OF VALUE DIRECTLY OR INDIRECTLY (VIA A BUSINESS PARTNER) TO A GOVERNMENT OFFICIAL TO INFLUENCE OFFICIAL ACTION OR TO ANYONE TO INDUCE THEM TO PERFORM THEIR WORK DUTIES DISLOYALLY OR OTHERWISE IMPROPERLY, INCLUDING WITHOUT LIMITATION, THE MATTERS REFERRED TO BELOW.

Do not authorise, undertake or participate in the following:

- schemes to give any improper benefit, kick-back or secret commission to anyone;
- offering or giving Facilitation Payments (typically small, unofficial payments made to secure or expedite a routine government action by a government official), even if it is customary to make such payments;
- per diem, cash or cash equivalent payments of any kind to a government official, unless prior authorisation is received as required;
- contributions, on behalf of Intega, to any political party, politician, elected official or candidate for public office;
- use of a business partner to do something that Intega is prohibited from doing directly; and
- providing anything of value to a business partner when there is any meaningful risk that the business partner will engage in prohibited conduct on Intega's behalf.

Gifts or hospitality given with the intention, effect or appearance of improperly obtaining or retaining business or securing an improper advantage are prohibited.

## Gifts, meals, entertainment, travel, commercial sponsorship, cash and cash equivalents, per diems or anything else of value

PRECAUTIONS MUST BE TAKEN WHEN OFFERING, PROMISING OR GIVING ANYTHING OF VALUE DIRECTLY OR INDIRECTLY TO ANYONE, TO ENSURE THAT APPLICABLE ANTI-CORRUPTION LAWS AND THIS ABC POLICY ARE NOT VIOLATED AND TO PROTECT AGAINST ALLEGATIONS OF IMPROPER BEHAVIOUR. EVEN IF THAT IS NOT THE INTENT, THE VALUE MUST BE MODERATE AND APPROPRIATE TO THE CIRCUMSTANCES, WITH SPECIAL CARE AND SCRUTINY WHERE THE CONTEMPLATED RECIPIENT IS A GOVERNMENT OFFICIAL.

Ensure that anything of value that is offered or given meets the following criteria:

- is not offered, promised or given to influence or reward action taken by a government official or to induce anyone to perform work duties disloyally or otherwise improperly or reward that person for doing so, taking into consideration any other things of value given to the recipient in the previous six months;
- is of an appropriate value and nature considering local custom, the position of the recipient and the circumstances, and would not cause embarrassment to Intega; and
- serves only legitimate business purposes.

Each Division, along with Intega Group Head Office, is to maintain a gifts and entertainment register to record gifts, hospitality, donations and entertainment of all items > \$50 (given and received to external persons/entities) with the following details:

- Name of recipient;
- Name of organisation;
- Spouse (if also invited);
- Given / Received;
- Description of gift, hospitality or entertainment;
- Date;

- Estimated value; and
- Accepted / Declined.

Consult Legal if there is any risk that the frequency or value to be provided (alone or when combined) to the same person(s) could be viewed as anything other than moderate and appropriate, when measured against local norms.

Obtain pre-approval as required by your Division and maintain a business register with records of all authorisations, for:

- offering or giving a per diem, cash or cash equivalent payment to a government official;
- offering or giving a gift with a value > \$50;
- offering or giving a meal or entertainment > \$125 for a government official or > \$250 for a private individual;
- offering or providing travel or accommodation (excluding private sector suppliers under approved purchase orders or contracts);
- commercial sponsorship; and
- offering or giving any other thing of value to a government official.

Notify Legal if actual expenditures exceed the authorised amounts by 10 per cent or more.

Notify Legal if actual expenditures exceed the pre-approval threshold or if no pre-approval was sought (on the basis the expenditure was not expected to exceed the threshold or the event was unplanned and it was not possible to obtain pre-approval).

Do not use personal funds or split or divide up payments to evade compliance.

## Managing business partners

**DO NOT ENGAGE OR DO BUSINESS WITH A BUSINESS PARTNER IF THERE IS ANY MEANINGFUL RISK THAT THE BUSINESS PARTNER WILL VIOLATE ANTI-CORRUPTION LAWS OR THE PROHIBITIONS IN THIS ABC POLICY WHEN ACTING ON BEHALF OF INTEGA.**

Take reasonable steps to ensure business partners act appropriately:

- conduct periodic, risk-based due diligence on the business partner;
- include standard anti-corruption provisions in contracts and consult with Legal if deviations are proposed; and
- if instructed by Legal, explain Intega's expectations about anti-corruption compliance to the business partner and keep a record of this.

Maintain all records related to the due diligence and engagement with business partners.

## Reviews and changes to the ABC Policy

The Company Secretary & General Counsel, will review the ABC Policy periodically to ensure that it is operating effectively and whether any changes are required.

Collectively the Directors may change this from time to time by resolution or agreement. If you have any questions regarding any aspect of the ABC Policy, please contact the Company Secretary.