



Dealing with public officials policy

Why do we have this policy?

Goodman is committed to conducting its business in accordance with applicable laws and regulations and in a way which will maintain and enhance its reputation in the market. One aspect of this commitment is that Goodman always behaves in a professional, honest and responsible manner and avoids any conduct which may be considered to be corrupt or contrary to good corporate ethics. Goodman strictly prohibits any activity that seeks to bribe, corrupt or otherwise improperly influence a public official or third party in any country, or to act (or omit to act) in a way that differs from that official's proper duties, obligations and standards of conduct.

Definitions:

Bribery of a public official involves giving or offering a benefit (monetary or otherwise) to a person where the benefit:

- + Is not legitimately due
- + Where it is given or offered with the intention of influencing a public official in the exercise of his or her duties.

A **Public Official** includes:

- + An employee, official or contractor of a government body or state-owned enterprise

- + A person performing the duties of an officer or position created under a law of a foreign country or by the custom or convention of a country
- + A person in the service of a government body including a member of the military or the police force
- + A politician, judge or member of the legislature of a country
- + An employee, contractor or person otherwise in the service of a public international organisation (such as the United Nations)
- + An individual who is or who holds himself or herself out to be an authorised intermediary of a public official (as defined against the points above).
- + You must not provide a benefit to a third party where it is expected or likely that some or all of that benefit will be provided or offered to another person in order to influence a public official. Particular care needs to be taken with, for example, arrangements with consultants or agents who assist in securing business, or who arrange introductions to key government decision-makers, in any country according to local custom in that country.
- + Goodman also prohibits facilitation payments being made by team members or agents/intermediaries to public officials in any country. A facilitation payment may constitute a bribe and is made with the intention of expediting an administrative process. Such facilitation payments are prohibited by Goodman, regardless of whether they are deemed legal under the jurisdiction in which they occur.

Who does the policy apply to?

The policy applies to all directors, team members (whether permanent, temporary, contractors or secondees). It may also be extended to suppliers with whom we are working with under contractual obligations.

What does this policy cover?

This policy sets out the common principles and minimum standards for preventing bribery and corruption of public officials and third parties. Goodman has developed this policy and the associated procedures in line with applicable laws which specifically prohibit bribery of public officials and third parties. Goodman seeks to engage third parties and agents who may act on its behalf only if and when they are willing to commit to the same principles of non-bribery as set out in this policy. Where appropriate, contractual undertakings are obtained from such third parties and agents.

How do we apply this policy?

The following procedures have been developed to address the risk of bribery, including detection and reporting mechanisms.

Prohibitions

- + You must not seek to bribe, corrupt or otherwise improperly influence a public official or third party in any country. Such actions are incompatible with the Code of Conduct. This conduct is also illegal under the laws of many jurisdictions where we operate. Committing bribery may expose Goodman and the individual to criminal penalties. These penalties could include substantial fines and, in the case of an individual, imprisonment. Team members may also be subject to internal disciplinary action, including possible dismissal.

Key points about the prohibitions

- + Anti-bribery legislation in a number of jurisdictions is expressed to have extra-territorial reach whereby a person may be prosecuted in a country even where the relevant activity occurred entirely in another country. Further, in considering whether a benefit offered or given to a public official is legitimate it is not relevant that the benefit is customary or officially tolerated in the relevant country.
- + Liability for bribery may arise despite the benefit being given or offered to a person other than directly to the public official e.g. to a relative or business partner of a public official.
- + Liability for bribery may also arise where an illegitimate benefit is channelled through an agent or other intermediary or where Goodman or a team member is reckless or 'wilfully blind' as to the likely use of monies or other benefits provided to such third parties.

Dealing with public officials

- + Each region should have appropriate procedures for dealing with public officials. These procedures should include appropriate training so that team members understand the special circumstances which apply to dealing with public officials.
- + Team members should follow the general prohibitions and guiding principles as detailed in the Gifts and Entertainment Policy.
- + The offering of entertainment or gifts to public officials will be inappropriate in a range of circumstances, including where the public official is exercising their discretionary power such as in a tender process.

- + Reasonable expenditures in respect of gifts and entertainment for public officials are acceptable where those expenditures:
 - are aimed at nothing more than general relationship building
 - could not be perceived as an attempt to gain influence in respect of any particular matter
 - comply with all relevant governmental codes
 - are lawful in the country in which made.
- + If a team member is in any doubt as to the appropriateness of a proposed expenditure, then the Group Head of Legal & Company Secretary or Chief Risk Officer should be consulted.
- + Any expenditure should continue to be approved under standard Goodman procedures.

Detecting and reporting

- + Goodman recognises the value and importance of team members reporting identified or suspected instances of bribery of public officials and other corrupt practices and strongly supports such disclosures and reports.
- + Team members should remain alert to any instances of other team members, joint venture partners, project partners or advisers attempting to, or succeeding in, bribing or otherwise corrupting a public official or otherwise not meeting the standards of behaviour required under this policy.
- + Reports concerning possible instances of the bribery of public officials or other examples of corrupt practices should be made in accordance with the Ethical Concerns Policy to your direct manager, Regional or Group CEO or regional or Group Legal, Risk or HR Executive.

- + Goodman will take all reasonable steps to provide protection to team members who make such reports from any victimisation or detrimental action in reprisal for the making of a report pursuant to the Ethical Concerns Policy.
- + Group Risk will from time to time review adherence to this policy and report any discrepancies to the Risk and Compliance Committee.

Goodman takes bribery and corruption seriously and action will be taken where there is a breach of this policy. Any contravention of this policy will also be reported to the Risk and Compliance Committee and Board.

Governance

Goodman is committed to complying with the laws and practices in relation bribery and corruption and is guided by applicable anti-bribery legislation. This policy should be read in conjunction with Goodman's other core policies including the Code of Conduct. This policy is available on the Goodman website and Intranet, the 'Greenroom'. This policy is covered as part of training for team members.

This policy has been approved by the Risk and Compliance Committee and is effective from February 2019. Goodman will review this policy including its effectiveness every two years or earlier in response to any significant regulatory developments.

