



Why do we have this policy?

Goodman has a Dealing with Public Officials Policy to demonstrate its commitment 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; and
- + 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); and
- + 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).

Who does the policy apply to?

The policy applies to all directors, officers, employees, contractors, secondees and suppliers (where under relevant contractual obligation) of Goodman and its related bodies corporate (collectively called "Employees").

What does this policy cover?

This policy sets out the common principles and minimum standards for preventing bribery and corruption of public officials globally. . This policy covers the following:

- + **Prohibition:** general prohibitions against bribing a foreign public official by which Employees must abide;
- + **Dealing with public officials:** the procedures for dealing with public officials, including guidelines for reasonable and proportionate gift giving; and
- + **Detecting & Reporting:** how bribery and corruption of public officials can be detected and reported.

Dealing with Public Officials Policy

Content Owner: Group Legal

Effective Date: 12 August 2015

Key Contact: General Counsel /Compliance Manager



How do we apply this policy?

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.

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

Prohibitions

- + An Employee 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 Goodman 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 significant criminal and civil penalties. These penalties could include substantial fines and, in the case of the individual, imprisonment. In addition, the Employee will be subject to internal disciplinary action, including possible dismissal.
- + An Employee 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 Employees or their agents/intermediaries to public officials in any jurisdiction. Facilitation payments are payments made to low-level government officials or employees in some countries to expedite or secure the performance of routine governmental action by a government official or employee (e.g. to facilitate the expedition of applications for visas, minor licences etc.). Such facilitation payments are prohibited by Goodman, regardless of whether they are deemed legal under the jurisdiction in which they occur.

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 overseas. 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 overseas 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 an Employee 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 in place to identify Employees who have dealings with public officials. These procedures should include appropriate training to ensure Employees understand the special circumstances which apply to dealing with public officials.

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- + Public officials often have their own Code of Conduct relating to acceptance of hospitality and gifts. These guidelines generally provide that acceptance of gifts or hospitality will be inappropriate in a range of circumstances, including where the provider of the gift or hospitality is involved in a tender process or is the subject of a decision within the discretionary power or substantial influence of the government employee concerned. However, outside such circumstances, the guidelines do permit some acceptance of hospitality in circumstances where that hospitality may genuinely assist the agency to develop and maintain constructive relationships with stakeholders.
- + This policy does not prohibit reasonable expenditures in respect of gifts and entertainment for public officials 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; and
 - + are lawful in the country in which made.
- + It is not possible to be prescriptive as to the types of expenditure which may be acceptable. Much will depend on the particular circumstances surrounding the proposed expenditure and its value. It is a matter which must be approached conservatively and with common sense by each Employee. General prohibitions and guiding principles are detailed in the [Gifts Policy](#). If an Employee is in any doubt as to the appropriateness of a proposed expenditure, then the regional General Counsel should be consulted.
- + Any expenditure should continue to be included on expense reports, approved under standard Goodman procedures.

Detecting and reporting

- + Goodman recognises the value and importance of Employees reporting identified or suspected instances of bribery of public officials and other corrupt practices and strongly supports such disclosures and reports.
- + Employees should remain alert to any instances of other Employees, business units, Group subsidiaries, 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 to your appropriate manager, HR Manager, Group Risk or General Counsel.
- + Goodman will take all reasonable steps to provide protection to Employees who make such reports from any victimisation or detrimental action in reprisal for the making of a report pursuant to the [Employee reporting and protection policy](#).
- + Group Risk will from time to time review adherence to this policy and report any discrepancies to the Board or relevant Audit or Compliance Committee.



Governance

Goodman is committed to complying with the laws and practices in relation bribery and is guided by applicable anti-bribery legislation. For this purpose, this policy should be read in conjunction with the following policies:

- + [Code of conduct](#): this policy aims to establish a high standard of conduct and to communicate this to Employees;
- + [Conflicts of interest](#): this policy deals with general obligations regarding the management of actual and/or perceived conflicts of interest,
- + [Gifts](#): this policy outlines the general prohibitions and guiding principles that should be considered when giving or receiving gifts and the concept of reasonable and proportionate gift giving and receiving;
- + [Employee reporting and protection policy](#): this policy encourages the reporting of improper conduct by protecting those employees who raise concerns about unacceptable behaviour; and
- + [Political Donations Policy](#): this policy outlines the general rule against giving political donations however allows for the reasonable and proportionate gift giving to public officials and attendance at functions that have a political objective where prior approval has been obtained.

This policy was adopted by the Boards with effect from 12 August 2015 and will be regularly reviewed.

Goodman takes any breach of this policy seriously. Breaches of this policy are also a breach of conditions of employment and may lead to disciplinary action, including dismissal or termination of engagement and referral to regulatory authorities.

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