

# Anti-Bribery and Corruption Policy

Policy Owner: (RMG Financial Crime Risk)

**Document classification:** Macquarie-wide policy (General)

**Version:** 5.0

**Last Annual Review:** 15 August 2024

**Last Updated:** 15 August 2024

**Approver:** Policy Owner

**Rationale:** Macquarie's involvement in activities which are prohibited by Bribery and Corruption laws could lead to serious criminal and civil penalties for Macquarie and our Staff. It may also have substantial reputational consequences, and impact our relationships with customers, counterparties, and the communities and markets in which we operate.

**Policy Statement:** Macquarie takes a zero-tolerance approach to any form of Bribery or Corruption, whether actual or attempted, direct or indirect or involving Public Officials or private persons. This Policy outlines the expectations and key elements of Macquarie's anti-bribery and corruption framework and program of activities to prevent, detect and deter Bribery and Corruption. This Policy must be read in conjunction with the Subordinate Policy Documents set out at s 3.7 of this policy.

**Application:** This Policy is applicable to all directors, officers and employees of Macquarie Group Limited or its related entities (Macquarie), including all employees of Macquarie Bank Limited or its subsidiaries ("Staff") (which does not include Operationally Segregated Subsidiaries ("OSS")), and where indicated, Associated Persons.

# 1. General

## 1.1 Context

Macquarie acknowledges that Bribery and Corruption (B&C) can have a significant, adverse impact on Macquarie and its reputation, customers, counterparties, and shareholders as well as the markets and communities in which Macquarie operates.

Macquarie faces a range of Bribery and Corruption risks that can arise from the geographic areas in which we operate or have dealings, and the nature of our business (for example, through engagement with Public Officials and in our procurement activities).

Bribery and Corruption risks are identified in several ways including through the conduct of regular risk assessments, onboarding, and due diligence procedures. Staff are also required to identify and escalate Bribery and Corruption risks arising during their roles, in accordance with this Policy.

Our reputation as a company is built on our values, including our commitment to conducting business in accordance with our long-held principles of Opportunity, Accountability and Integrity. Bribery and Corruption are incompatible with the Code of Conduct, What We Stand For and the probity and integrity expected of everyone at Macquarie.

Macquarie seeks to prevent the actual or attempted use of any form of Bribery or Corruption, including through Facilitation Payments, by maintaining Macquarie's Anti-Bribery and Corruption Framework (AB&C Framework) and program of activities (AB&C Program) with appropriate and adequate anti-bribery and corruption systems, controls and procedures.

### 1.1.1 Key Concepts

**Bribery** means providing, offering or accepting (or causing to be provided, offered or accepted) a benefit (i.e., Anything of Value) to any person, including a Public Official, in order to improperly influence an act or decision so as to gain a business or personal benefit or advantage.

Examples of Bribery include Trading in Influence, Secret Commissions, creating or using a false document for corrupt purposes and engaging in intimidation for corruption purposes.

A bribe can be provided directly or indirectly (for example, through a Third Party) and it is irrelevant whether the bribe is successful in improperly influencing the other person or in securing the business or personal advantage – what matters is the intention of the person engaging in the Bribery.

**Corruption** means the abuse of a position of employment, authority or trust to gain a business or personal benefit or advantage. It can also include making improper requests of Public Officials whereby the Public Official is asked to breach or contravene an applicable law or exceed their scope of authority.

## 1.2 Scope of this policy

This policy covers all circumstances, activities or situations which could give rise to any actual or attempted use of any form of Bribery or Corruption whether direct or indirect and whether involving Public Officials or private persons. This policy outlines how Macquarie mitigates B&C risk, which includes:

- Setting out the general obligations and responsibilities of Macquarie Staff and where appropriate Associated Persons relative to the detection, prevention and reporting of B&C and the monitoring and mitigation of B&C risk;
- Requiring Macquarie Staff and Associated Persons to comply with all applicable anti-bribery and corruption laws and regulations;
- Requiring that all instances of actual or suspected B&C are appropriately identified, reported, assessed and managed;
- Requiring that proper records are maintained, and transactions are recorded accurately and transparently within the books and records of Macquarie;
- Ensuring that Macquarie has established adequate procedures to prevent bribery in accordance with regulatory expectations; and
- Raising awareness of the key principles/elements of the Macquarie AB&C Framework and AB&C Program.

## 2. Policy requirements

### 2.1 Key Obligations

Macquarie takes a zero-tolerance approach to any actual or attempted use of any form of Bribery or Corruption whether direct or indirect and whether involving Public Officials or private persons.

All Staff have a part to play in minimising the risk of Bribery and Corruption.

Staff must:

- comply with all applicable anti-bribery and corruption (AB&C) laws and regulations in the jurisdictions in which they work
- understand and comply with this policy and related procedures/guidance
- not engage in Bribery and Corruption of any kind
- be alert to possible Bribery and Corruption in their business dealings; recklessness or turning a blind eye to such incidences is likely to be in breach of relevant laws or regulations and amount to a breach of this policy
- promptly report any suspected or actual incidents of Bribery or Corruption in accordance with this policy (see section 2.4. Speak Up – Reporting Bribery and Corruption)
- promptly report any requests for bribes, including Facilitation Payments and Secret Commissions (see section 2.4. Speak Up – Reporting Bribery and Corruption)
- not use Anything of Value, including gifts, entertainment, hospitality, political or charitable donations or sponsorships to induce an improper advantage, obtain or retain business for the Bank, influence a Public Official, or improperly influence a current or prospective customer, or other third party
- ensure accurate and transparent records of gifts, entertainment, hospitality, donations and sponsorships are maintained
- not use employment opportunities as an inducement to act improperly to obtain or retain business or a business advantage, or to influence a Public Official for such purpose
- ensure B&C risk is part of the due diligence assessment relative to Associated Persons, Mergers, Acquisitions, Joint Ventures, and Proprietary Equity Investments

### 2.2 Prohibition of Bribery and Corruption

Staff and Associated Persons are prohibited from offering, promising, transferring or accepting Anything of Value, including gifts, entertainment, hospitality, political or charitable donations or sponsorships with the intention of inducing anyone, including Public Officials, to act improperly in obtaining or retaining business or a business or personal advantage.

#### 2.2.1 Facilitation Payments

Facilitation Payments or “grease payments” are prohibited by Macquarie and must not be paid, even if they are legal or common practice in a particular jurisdiction.

Facilitation Payments are unofficial payments made to a Public Official to speed up or secure the performance of a routine government action or service (e.g., the granting of a licence or processing an application).

Staff must refuse any request for a Facilitation Payment and Staff must report any requests to Macquarie as soon as possible (see section 2.4 Speak Up – Reporting Bribery and Corruption).

A payment that would otherwise be prohibited under this policy may be allowed where there is an imminent physical threat to personal safety. Staff must immediately report any such payments to Global Security.

For more information on Facilitation Payments, please see Prohibition of Facilitation Payments Guidance.

#### 2.2.2 Third Parties

Macquarie strictly prohibits Bribery and Corruption by or through Third Parties.

When entering or managing relationships with Third Parties, appropriate procedures must be undertaken to identify and manage the Bribery and Corruption risk, including:

- risk assessments as required by Macquarie's policies and procedures;
- risk-based due diligence and periodic monitoring as required by Macquarie's policies and procedures; and
- use of anti-bribery and corruption clauses in contracts and agreements when appropriate.

Macquarie in some circumstances may be liable for acts of Third Parties. Staff must be vigilant to the risk of Bribery and Corruption undertaken by Third Parties and report such conduct as soon as possible (see section 2.4 Speak Up – Reporting Bribery and Corruption).

Macquarie also requires that effective due diligence is conducted prior to any mergers or acquisitions activity, and that post-acquisition integration consistent with the AB&C Program is conducted.

### **2.2.3 Gifts and/or Entertainment (G&E)**

Macquarie's Gifts and Entertainment Policy prohibits Staff from giving or accepting G&E that are intended to, or may, improperly influence them or others, or may be perceived to be improperly influencing others.

Additionally, the giving or receiving of G&E must not give rise to any actual or perceived conflict of interest or be likely to cause any actual or potential reputational damage to Macquarie.

Staff must refer to the Gifts and Entertainment Policy to ensure that the giving or receiving of G&E is in compliance with that policy. This includes ensuring that the monetary thresholds for the value of G&E, including any restrictions and limits concerning G&E to Public Officials, set out in the Gifts and Entertainment Policy are complied with.

G&E involving Public Officials presents higher B&C risk, and accordingly, particular care must be taken to ensure that such G&E are lawful in the relevant country, that they are modest, appropriate, and avoid any appearance of improper influence.

Staff must obtain the appropriate approvals set out in the Gifts and Entertainment Policy. If Staff are uncertain whether a G&E is appropriate, you should consult your usual Compliance contact for guidance.

### **2.2.4 Political Contributions**

The giving of political contributions is permissible where the contribution is made in good faith (i.e., in support of a democratic process), does not impact Macquarie's ability to conduct business with, or provide services to, a particular government entity and complies with applicable laws and regulations.

When making political contributions, Staff must:

- comply with the requirements of the Political Contributions Policy (including limits and disclosure requirements) and this Policy; and
- comply with the requirements of all laws and regulations governing political donations in the relevant jurisdiction (including limits and disclosure requirements).

### **2.2.5 Charitable Donations**

Macquarie supports several different charitable causes including staff and business donation matching, volunteering, board service grants and strategic grants. Macquarie's commitment to the community extends to supporting its staff in their philanthropic endeavours.

All Staff must take reasonable steps to avoid giving or accepting donations that are intended to, or may, improperly influence them or others, or may be perceived to be improperly influencing others.

For all charitable donations, Staff and Macquarie businesses must comply with the requirements of the Non-Profit Support Policy (including limits and disclosure requirements) and this Policy.

### **2.2.6 Sponsorships**

Macquarie provides sponsorships to achieve specific business and brand objectives.

Sponsorships must not be used as bribes, e.g., for the purpose of improper inducements or to influence Public Officials or other individuals.

For all sponsorships, Staff must comply with the Sponsorship Policy and this Policy.

## 2.3 Identifying, Mitigating and Managing Bribery and Corruption Risk

### 2.3.1 Risk and Control Self-Assessment

The Risk and Control Self-Assessment (RCSA) refers to the assessment of financial crime risks across Macquarie's Operating Groups and Central Service Groups. The RCSA must consider the nature of its customer base, products and services, countries in which it operates, and distribution and delivery channels.

The RCSA is conducted and reviewed regularly and identifies and measures the inherent financial crime risk of each business, the effectiveness of the applicable controls to mitigate identified risks and derive the residual risk to which the business is exposed. The process is facilitated jointly by FCR, the business and other relevant stakeholders, as appropriate.

### 2.3.2 Procurement

In many of the countries in which Macquarie does business and operates, across both developed and developing countries, Bribery and Corruption issues arise in relation to procurement.

Common areas of procurement risk include:

- gifts and hospitality being provided by tendering entities, with bribes or kickbacks being provided or promised in order to win contracts;
- obtaining commercially sensitive information (such as tender specifications); or
- influencing tender specifications or procurement processes.

Staff must follow the Supplier Governance Policy and this Policy in order to assist Macquarie to manage Bribery and Corruption risks arising from or in connection with the procurement process.

### 2.3.3 Record Retention

Keeping adequate financial records is an important anti-bribery and corruption control.

All Staff must:

- comply with Macquarie Records and Information Management Policy and related Records Retention Schedule
- maintain accurate, transparent, complete and accessible records of all transactions, payments and expenses
- not keep any 'off-book' or falsify any book, record or account or any related documentation to facilitate or conceal Bribery or Corruption.

### 2.3.4 Staff Training and Awareness

Anti-bribery and corruption training and awareness (including communication of expectations) is a key component of Macquarie's AB&C Program. Training programs are risk-based.

All Staff are required to complete anti-bribery and corruption training, on a periodic basis, with participation documented.

## 2.4 Speak Up – Reporting Bribery and Corruption

Staff must promptly report suspected, attempted or actual incidents of Bribery, Corruption, or breaches of this Policy (each an FCR Reportable Matter) to the regional Financial Crime Risk team. This is essential, as in certain jurisdictions it can be an offence for Macquarie, Staff or Associated Persons if they fail to report suspected incidents of Bribery or Corruption involving Public Officials to the authorities.

Alternatively, Staff can report FCR Reportable Matters to:

- the Integrity Office ([integrityoffice@macquarie.com](mailto:integrityoffice@macquarie.com)), which is an internally independent function that enables Staff (and certain other external parties) to raise concerns safely and confidentially
- the Macquarie Staff Hotline, if they wish to remain anonymous.

Macquarie is committed to protecting from detriment those who raise concerns in accordance with the [Whistleblower Policy](#). These protections apply to All Staff and to certain external parties as defined in the [Whistleblower Policy](#).

Subject to the requirements of this Policy and the [Whistleblower Policy](#), Staff must also consider the requirement to escalate and report incidents in accordance with the Incidents and Issues Policy and whether an incident may also constitute activity captured by the Anti-Money Laundering and Counter-Terrorism Financing Policy, the Conflicts of Interest Policy or the Fraud Policy. If so, Staff must refer to the requirements of those (or other) policies and may need to separately report or otherwise take action in accordance with those policies.

## 3. Supporting mechanisms

### 3.1 Policy contact

Please direct any questions about this Policy to the Policy Owner.

### 3.2 Exceptions

Exceptions to this Policy must be approved by its Owner.

### 3.3 Policy breaches

Suspected or actual (including material or repeated) breaches of this Policy must be managed in accordance with the Incidents and Issues Policy.

Breaches of this Policy should be considered in accordance with the Consequence Management Guideline.

### 3.4 Definitions

Terminology	Definition
<b>AB&amp;C Framework</b>	The Group Wide approach to managing the risk of Bribery and Corruption. The Framework includes the AB&C Policy and other policies, risk management and governance relevant to mitigating and/or managing B&C risk.
<b>AB&amp;C Program</b>	A program of key principles and activities embedded in the AB&C Policy which form a key part of the AB&C Framework and which are used to identify inherent bribery risk and assess adequacy of policies, controls, processes, and systems to prevent bribery and corruption.
<b>All Staff</b>	includes Macquarie employees and all other members of Macquarie's staff including agency workers, interns, secondees and contractors/consultants.
<b>Anything of Value</b>	Any advantage or benefit of any kind whether given to the person (A) to be influenced or to someone else (B) if giving the advantage to B is designed or likely to influence A. This includes both tangible and intangible items, such as money, stock, securities, contractual rights or interests, real estate, personal property, gifts, hospitality, trips, meals, entertainment, contributions or donations, travel and related expenses, discounts beyond those generally available, preferential treatment or access to goods or services, opportunities without commercially reasonable justification, or offers of employment, internships, or similar arrangements.
<b>Associated Person</b>	means any individual or entity that acts for or on behalf of Macquarie and therefore may include parties such as agents, business introducers, intermediaries and consultants.
<b>Bribery</b>	has the meaning set out in section 1.1.1.
<b>Corruption</b>	has the meaning set out in section 1.1.1.
<b>Facilitation Payment</b>	Facilitation Payments are unofficial payments made to a Public Official to speed up or secure the performance of a routine government action or service (e.g., the granting of a licence or processing an application).
<b>FCR Reportable Matter</b>	Includes any suspected or actual incidents of Bribery, Corruption, or breaches of this Policy.

Terminology	Definition
<b>Macquarie</b>	Both the Macquarie Group and the Banking Group.
<b>Public Official</b>	<p>means any:</p> <ul style="list-style-type: none"> <li>• officer, official, representative or employee of any government, government-owned or controlled entity, agency, ministry, or department of a Government (whether national, local or municipal), or any other entity empowered to act under any written law relating to public health, public utility, or that administers public funds (examples may include regulators, customs officials, Central Bank governors and ministers), or any person acting in an official capacity for any of the above (examples might include paid consultants to a government or public international organisation, advisors on special missions, intermediaries appointed or held out as authorised by government officials, or anyone deputised to act for a government);</li> <li>• member of a legislative body;</li> <li>• member of the judiciary;</li> <li>• political party or any official of a political party, including any candidate for political office;</li> <li>• officer or employee of a public international organization, such as the United Nations or the World Bank;</li> <li>• any individual who holds or performs the duties of an appointment, office or position created by custom or convention, including, potentially, some tribal leaders and members of royal families; or</li> <li>• immediate family member (meaning a spouse, dependent child, or household member) of any of the above.</li> </ul>
<b>Secret Commissions</b>	<p>arise where a person who is the agent or representative of another person or entity (e.g., an agent of Macquarie) takes or solicits a commission from a Third Party (e.g., a supplier to Macquarie) without disclosing that commission to their principal (e.g., Macquarie). The Secret Commission is given as an inducement to that person to use their position to influence the conduct of their principal's business.</p>
<b>Third Party</b>	<p>is any individual or entity (not Staff or part of Macquarie) with whom Macquarie has or plans to enter a business relationship. A Third Party may include, but is not limited to, persons or entities that:</p> <ul style="list-style-type: none"> <li>• provide goods or services to Macquarie (e.g., contractors, external consultants, suppliers, vendors, brokers, advisers, custodians, asset managers);</li> <li>• act for or on behalf of Macquarie (e.g., agents, intermediaries, introducers or representatives); or</li> <li>• enter or maintain a business partnership or relationship with Macquarie (e.g., joint venture, partners, consortia partners or general business partners).</li> </ul>
<b>Trading in Influence</b>	<p>means giving a gift or benefit to a person to induce them to exert an improper influence over an act of a Public Official. The receipt of such a gift or benefit is also an offence. It is irrelevant whether the alleged ability to exert improper influence actually existed, or whether the supposed influence led to the intended result.</p>