



Anti-bribery and anti-corruption

Why is this Group Standard important?	<p>This Standard sets out the minimum requirements for the ethical conduct of our employees, contractors and consultants and reinforces our commitment to zero tolerance for all forms of bribery and corruption.</p> <p>This standard must be read in conjunction with the Business Integrity Policy.</p>
Audience	All AGA directors, officers, employees, contractors, business partners and anyone performing services for or on behalf of AGA or its subsidiaries and anyone seeking to work with AGA or its subsidiaries.
Legend	<p><u>Glossary terms</u> are underlined and in italics.</p> <p>Approvals are defined in Appendix 1.</p> <p>Hyperlink to another document or to an intranet site or website</p>
Glossary	<p><u>Bribe / bribery</u> Bribery is a form of corruption. It involves offering, soliciting, giving or receiving anything of value in order to improperly influence the performance of a duty or gain an improper advantage. Bribery and corruption can involve government officials and/or private parties. Related forms of corruption include kickbacks, extortion and fraud.</p> <p>Offering a bribe is a prosecutable offence. Even if the offer is declined by the intended recipient, the offer itself is an offence and can lead to enforcement action against the individual offering the bribe (and, if the offer is accepted, prosecution of the acceptor of the bribe, even if they never actually receive the bribe).</p> <p>Bribes are not limited to cash payments. Bribes can be anything of value, including but not limited to gifts, vacations, meals, jobs, favours (sexual or otherwise) or influence.</p> <p>Bribery encompasses both direct and indirect actions. For example, offering a job to a government official's cousin in return for receiving favourable treatment from the government official on an environmental permit is an indirect bribe. Using an intermediary to facilitate a bribe does not shield the briber from liability. For example, if a contractor asked his brother to deliver a bribe to an individual in procurement, both the contractor, his brother and the procurement employee will be engaged in a corrupt act.</p> <p><u>Extortion</u> Means illegally compelling another to part with anything of value by the use of undue force, intimidation, threat of harm or imprisonment.</p>

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	<p><u>Government official(s)</u></p> <ul style="list-style-type: none"> ▪ Includes: ▪ Any officer, employee or representative of a government, whether national, federal, provincial, regional or local ▪ Any person exercising administrative, judicial, legislative or public functions, whether appointed or elected, and whether pursuant to a law or by custom or convention of a country or region ▪ An officer, employee or representative of an entity owned or controlled by a government and any business venture that is owned or controlled by government ▪ Any candidate for or holder of public office ▪ Any official of a political party ▪ Any official or representative of a public international organization ▪ An individual otherwise considered as a government official under applicable local laws; or ▪ Any other person acting for or on behalf of any of the persons described above ▪ Any close family member of a government official, who may be expected to exercise influence over such government official; or where the business of such family member (whether or not conducted through an entity or subsidiary) is influenced by such government official including, in each case, any <ul style="list-style-type: none"> (a) children or dependents of such government official, (b) spouse or companion of such government official, or (c) children or dependents of the spouse or companion of such government official.
	<p><u>Facilitation Payments</u></p> <p>Facilitation payments are payments of unofficial money to generally junior or low-level government officials to secure or speed up performance of routine actions that the payer is otherwise lawfully entitled to receive. Given the corrosive effect of such payments on economies, AGA prohibits any person subject to this standard from paying facilitation payments.</p> <p>Facilitation payments are considered bribery and illegal in certain jurisdictions, including the UK.</p>
	<p><u>Intermediary and third-party agent</u></p> <p>Any person, company, firm or joint venture that is engaged in any way to represent AGA before a government official or to obtain any benefit from a government official / department / agency / state-owned enterprise, including an intermediary nominated by a government, but paid by AGA. They include:</p> <ul style="list-style-type: none"> ▪ Commercial agents: consultants, business agents, distributors, or other persons, including joint ventures or

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joint venture partners, engaged to assist in obtaining government contracts, concessions or permits.

- **Processing agents:** couriers, freight forwarders, customs agents, visa processors or persons engaged to conduct statutory filings on behalf of AGA or persons providing similar services.
- **Professional agents:** attorneys, accountants, lobbyists, or other persons engaged on a professional basis to represent AGA in government interactions or to lobby for a change in law, where the scope of the agent's duties place him or her in a position to potentially attempt to inappropriately influence a government official.

You must comply with AGA Group-wide Standards to the extent they apply

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We have zero tolerance for all forms of bribery and corruption.

We do not tolerate the offering, paying, soliciting, receiving or accepting of any **bribes** or other prohibited payments or activities. We prohibit facilitation payments to expedite approvals processes in support of any AGA contract or activity.

- Do not offer, promise, pay, solicit, enable, authorise, receive or accept any **bribes**, kickbacks or other prohibited payments, benefits or activities to or from any person.
- Do not offer or pay **bribes** to protect the corporate interests of AGA, such as to avoid the loss of a mining license.
- Do not make **facilitation payments** to expedite approvals processes in support of any AGA contract or activity, even if they are not prohibited by applicable laws.
- It is permissible to make a payment to alleviate an immediate risk, if your physical safety and security, or that of a colleague or family member, is threatened (such as a weapon is used; being subjected to ill-treatment or harm; liberty being restrained) unless a payment is made. Any such payments made must be reported to your line manager and Group Compliance or Group Legal as soon as possible.
- We prohibit retaliation against anyone for their refusal to negotiate, offer, promise, pay, solicit, enable, authorise, receive or accept a **bribe**.

Government officials

Any payments that we make to **government officials**, whether cash or in-kind, including per diem payments, transportation, accommodation, food and fuel, must be made openly and transparently and in accordance with the laws and regulations of the countries in which we operate.

- Only make payments to a **government official** if the payment:
 - is in respect to a legitimate business interest of AGA
 - is paid directly to the government agency/department (instead of to an individual) wherever possible
 - complies with international and national laws and AGA's policies and standards relating to anti-bribery and anti-corruption.
- Do not make any form of payment to a **government official** to induce the government official to act, or not act, in a particular manner.
- Develop and implement a local procedure to document how payments (including in-kind, or per diems), gifts, hospitality, donations, sponsorship or and any other form of assistance, directly or indirectly, to a **government official** will be:
 - reviewed, pre-approved and communicated
 - made openly and transparently
 - acknowledged by the **government official**
 - properly recorded in AGA's books and records
 - provided without any expectation that the receiver will provide AGA with a business advantage or alter their judgment in AGA's favor
 - permitted under local law.

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- Include in the procedure:
 - the circumstances in which a government official is permitted to be paid a per diem by AGA
 - wherever possible, pay expenses (for example, meal expenses, accommodation) directly to the supplier instead of paying a per diem
 - a schedule of per diem rates aligned with the gazetted Government Public Service rates for the relevant jurisdiction.
- Review annually and get approval [ID#1] of the procedure.
- Document and clearly communicate the nature and purpose of the payment to the government official.
- Require the recipient (the government official or their representative) of any form of payment to sign and date acknowledgement of the payment, whether cash or in-kind, irrespective of value.
- Maintain a register at each Operation to record any payments, cash or in-kind, irrespective of value, made to government officials.
- Follow the requirements of the *Gifts and Hospitality Group Standard* to get pre-approval and record any gifts, hospitality, donations or sponsorship offered to a government official.
- Use the International Travel for Government Officials Register to register any international travel being offered to a government official for the purposes of attending official AGA business.
- Establish a contractual agreement (for example, Memorandum of Understanding or Service Level Agreement) for repetitive payments for services rendered by a government entity.

Intermediaries and third-party agents

We complete due diligence verification of intermediaries and third-party agents as we may be liable for any corrupt or unlawful conduct (including bribing government officials) that intermediaries may engage in. We monitor their conduct to ensure that they are aware of and abide by our zero-tolerance approach to bribery and corruption.

- Identify, before engaging with an intermediary or third-party agent, a business sponsor who will be accountable for verifying that:
 - the intermediary or third-party agent completes the Intermediary due diligence questionnaire before appointment and upon any material changes to the information in the questionnaire
 - the proposed fees are not excessive
 - the appointment is not prohibited by applicable local laws, seeking guidance from Group Legal as necessary
 - AGA complies with all formalities regarding the registration or disclosure of the intermediary or third-party agent
 - the intermediary or third-party agent annually completes and submits the Intermediary due diligence certification
- Get approval [DOA ID#7.1] for the appointment of any intermediary or third-party agent.
- Maintain a register to record any appointed intermediary or third-party agent.
- Require all intermediary or third-party agents to confirm that they have reviewed this Standard and agree in a written agreement to operate in accordance with it, including that they will:

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- not sub-contract any of the services AGA appointed it to conduct, unless AGA has completed a due diligence on the sub-contractor and provided approval in writing
- agree to AGA's right to audit its books and records, and, where required, to interview individuals to ascertain that the Intermediary is conforming to their legal obligations
- abide by anti-bribery and anti-corruption laws and regulations applicable in the country where the business is conducted, the US Foreign Corrupt Practices Act, the UK Bribery Act, and other internationally applicable laws and regulations, as well as AGA's policies and standards on anti-bribery and anti-corruption
- provide, to AGA, evidence of periodic anti-bribery and anti-corruption training of its employees
- never pay a *bribe* or otherwise violate any of the applicable laws, regulations, or policies regarding anti-bribery and anti-corruption for any reason
- never give any gifts, hospitality, donations or sponsorship on behalf of AGA to anyone, including any *government officials*
- update the information contained in the [Intermediary due diligence questionnaire](#) if there are any material changes to this information
- complete and sign the annual [Intermediary due diligence certification](#) to verify that the intermediary continues to remain compliant with AGA's requirements
- receive payment by AGA into a local (not offshore) bank account in the name of the contracted party.

Political donations and political activities

We prohibit all forms of political donations or the use of AGA's name or log for political purposes

Political donations

- Do not make any political donation, including any gift, loan, advance or deposit of money or in kind/service of value, for the purpose of funding the activities of a political party, political organization or political candidate. This means we will not provide:
 - funding for an election at national, federal, country, state, province, municipal or local level, or a political ballot initiative (a referendum) or other fundraising.
 - any in-kind donations, including providing food at political rallies, taking advertising space in party publications or AGA paying for attendance and/or promotional activities at a party congress.
 - donations to individual candidates.

Political activities

- Do not permit AGA's name or logo to be used for any political purposes.
- Make clear that you are not acting on behalf of or on the authority of AGA when engaging in any political activity in your personal capacity.
- Do not influence any person at AGA to make political contributions in support of a government, political party, political organization or political candidate.

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Appendix 1: Authorities

Authority Title	Endorse	Approve	Inform
ID#1 Local procedure for payments to government officials			
Vice President, Group Compliance		✓	
DOA ID#7.1 Appointment of intermediaries/third party agents			
Processing agents			
Manager Compliance (for processing agents only)	✓		
General Manager (for processing agents only)		✓	
All other intermediaries or third-party agents			
Vice President, Group Compliance	✓		
Chief Officer		✓	

Notes: Authorities must not be within the same reporting line. That is, a role does not endorse their line management's decisions.

E Endorse: Reviews proposals and provides advice before the approver makes the decision. This role is accountable for the advice given (as opposed to a 'review' or 'checkpoint' in a process). Endorsement is not a right of veto. If an endorser disagrees with a decision to approve, they should escalate as necessary.

A Approve: Accountable for the decision, considering input from the endorser. Majority should have one approver only (single-point accountability).

I Inform: Required to act based on the decision made. Should exclude 'process / courtesy' informs.

Version history

Effective date	Authorised by	Change summary
22 January 2023	Chief Executive Officer	First version

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