# Anti-bribery and anti-corruption

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| **Why is this Group Standard important?** | 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.<br><br>This standard must be read in conjunction with the Business Integrity Policy, *Gifts and Hospitality Group Standard*, *Conflict of Interest Group Standard*, *Speak-up Group Standard* and the *Third-party Due Diligence Group Procedure.* | |
| **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** | *Glossary terms* are in italics.<br><br>Hyperlink to another document or to an intranet site or website.<br><br>*Reference* to another AGA document without a hyperlink. | |
| **Glossary** | *Bribe / bribery* | 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.<br><br>**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).<br><br>**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.<br><br>**Bribery encompasses both direct and indirect actions**. For example, offering a job to a *government official's* family member in return for receiving favourable treatment from the *government official* on an environmental permit is an indirect bribe. Using an *intermediary and third-party agent* to facilitate a |

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| [redacted] | | bribe does not shield the briber from liability. For example, if a contractor asks 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. |
| | *Extortion* | Means illegally compelling another to part with anything of value by the use of undue force, intimidation, threat of harm or imprisonment. |
| | *Government official(s)* | The definition of a *government official* is broad but includes:<br>• Any officer, employee or representative of a government, at any level (national, federal, provincial, regional or local)<br>• Any person, whether appointed or elected, and whether under law, custom or convention, who exercises administrative, judicial, legislative or public functions<br>• Security officials, including police and military personnel<br>• An officer, employee or representative of a government-owned or government-controlled entity or business<br>• Any candidate for, or holder of, public office<br>• Any official of a political party<br>• Any official or representative of a public international organisation<br>• An individual otherwise considered as a *government official* under applicable local laws<br>• Any traditional chief or leader who is a member of the public service, acting in that capacity or while exercising a public function recognised by government in the applicable jurisdiction<br>• Any other person acting for or on behalf of any of the above<br>• Any close family member of a *government official*, who may be expected to exercise influence over that *government official*, or whose business affairs are influenced by a *government official*, including a *government official's* children or dependents, spouse or partner, or the children or dependents of a *government official's* spouse or partner. |

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| [redacted] | | • For the purposes of this Standard, the requirements that apply to dealings with a *government official* apply equally where the counterparty is the government institution itself, that is, any department, agency, ministry or instrumentality of government at any level, and any commercial business owned or controlled by the state. |
| | *Facilitation Payments* | 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.<br>Facilitation payments are considered *bribery* and illegal in certain jurisdictions, including the UK. |
| | *Intermediary and third-party agent* | Any person, company, firm or joint venture that is engaged in any way to represent AGA before a *government official* or *PEP* or to obtain any benefit from a *government official* / *PEP* / department / agency / state-owned enterprise, including an intermediary nominated by a government, but paid by AGA. They include:<br>• **Commercial agents**: consultants, business agents, distributors, or other persons, including joint ventures or joint venture partners, engaged to assist in obtaining government contracts, concessions or permits.<br>• **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.<br>• **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 places him or her in a position to potentially attempt to inappropriately influence a *government official*. |
| | *Politically exposed person (PEP)* | • Any person who is a former *government official* who, within the past five years, exercised official authority or influence relating to AGA's business. |

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| [redacted] | | • A close family member or close business associate of the above, where that connection presents an increased risk of *bribery*, corruption or undue influence. |

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

## 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.
- Maintain accurate, complete and transparent books, records and internal accounting controls for all transactions irrespective of the counterparty, ensuring there are no off-the-books accounts or unauthorised payments.
- We prohibit retaliation against anyone for their refusal to negotiate, offer, promise, pay, solicit, enable, authorise, receive or accept a *bribe*.
- Immediately report any solicitation for a *bribe* or a facilitation payment, as well as any permissible payment made under duress to alleviate an immediate risk to physical safety and security through the Speak-up channel or directly to Group Legal or Group Compliance.

## Payments, gifts, hospitality, donations or sponsorships to government officials or politically exposed persons

**Any payments, gifts, hospitality, donations or sponsorships that we make to *government officials* or *PEPs*, 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.**

- Do not make any payment to a *government official* or *PEP* unless it strictly complies with the following criteria:
  - it is in respect to a legitimate business interest of AGA
  - it is paid directly to the government agency/department (instead of to an individual) wherever possible
  - it 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* or *PEP* to induce the *government official* or *PEP* 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 any other form of assistance, directly or indirectly, to a *government official* or *PEP* will be:
  - reviewed, pre-approved and communicated
  - made openly and transparently
  - acknowledged by the *government official* or *PEP*
  - 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 favour
  - permitted under local law.
- 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 the procedure approved by the VP Group Compliance.
- Document and clearly communicate the nature and purpose of the payment to the *government official* or *PEP*.
- With the exception of incidental, nominal value in-kind hospitality (such as modest refreshments), require the recipient (the *government official*, *PEP* or their representative) of any form of payment to sign and date acknowledgement of the payment, whether cash or in-kind.
- Maintain a register at each Operation to record any payments, cash or in-kind, irrespective of value, made to *government officials* or *PEPs*.
- 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* or *PEP*.
- Use the International Travel for Government Officials Register to register any international travel being offered to a *government official* or *PEP* 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.

## Hiring and engaging government officials or PEPs

**While AGA may, in limited circumstances, hire or engage *government officials* or *PEPs* who possess valuable expertise and experience, such engagements must be undertaken only where there is a clear, legitimate business need. These engagements attract heightened scrutiny under anti-bribery laws, and we must ensure that they are transparent, made strictly**

**on merit, safeguard against undue influence, and properly documented to protect AGA and demonstrate compliance.**

- Consult with Group Compliance as soon as there is awareness that a shortlisted candidate or a prospective consultant, advisor, agent or service provider is a *government official* or *PEP*.
- Obtain signed assurances from both the candidate or the prospective consultant, advisor, agent or service provider and the hiring manager or the business sponsor or project owner before final approval, confirming that:
  - no engagement was made while the *government official* held office, except via a transparent, legitimate job search or procurement process
  - all government-mandated regulations, ethics requirements and formalities have been fully met and are being complied with
  - no part of the engagement was offered, or contemplated, in exchange for favours
  - for engagements involving close family members of a *government official* or *PEP*, the related *government official* or *PEP* did not request or influence the opportunity.
- Get approval from the relevant approver required to approve the candidate offer in terms of the *Talent Acquisition Group Standard*, before hiring or appointing a *government official* or *PEP*.
- Get approval from the relevant VP Supply Chain before offering any contracting opportunity with a *government official* or *PEP*.

## Engagement of third parties

**Our zero-tolerance approach to *bribery* extends to all third parties. Before entering into any business relationship, we conduct proportionate due diligence on potential partners and continue to actively monitor them.**

- Comply with the requirements of the *Third-Party Due Diligence Group Procedure* in relation to:
  - screening and due diligence
  - implementation of recommended and required mitigation actions
  - inclusion of appropriate business integrity provisions in contracts
  - continuous monitoring of third parties to ensure risks are actively managed.

## Intermediaries and third-party agents

**We apply enhanced scrutiny and strict governance to 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 an accountable business sponsor before initiating any engagement with an *intermediary or third-party agent* to verify the lawfulness and legitimacy of the relationship, the relevance of their qualifications and experience, and ensure fees are commensurate with the services rendered.

- Comply with the enhanced due diligence and registration requirements detailed in the *Third-party Due Diligence Group Procedure* before entering into substantive commercial negotiations or fixing key terms.
- Get approval from the relevant Compliance Manager for the appointment of processing agents and from the VP Group Compliance for the appointment of any other *intermediary or third-party agent*.
- Enforce mandatory contractual safeguards in all agreements.
- Monitor *intermediary or third-party agent* conduct continuously and escalate any red flags, such as requests for unusual payment structures, vague invoicing, unexpected fee increases or deviations from agreed rates or close ties to *government officials* or *PEPs*, immediately to Group Compliance.

## Joint ventures (non-managed) and partnerships

**We actively oversee relationships with non-managed JV partners through our contractual rights and AGA-appointed representatives.**

- Notify Group Compliance immediately upon:
  - a change of ownership or control of a venture or partner
  - the designation of a partner or its beneficial owner on any sanctions list (and comply immediately with the *Trade Controls Group Standard*)
  - the emergence of *government official*, *PEP* or state-owned enterprise involvement
  - credible allegations of *bribery*, corruption, money laundering, sanctions violations or human rights abuses involving the partner or the venture or
  - any material changes to the venture or partner's scope, jurisdiction or activities.
- Exercise the audit and information rights in the agreements on a risk basis, as directed by Group Legal or Group Compliance.
- AGA-appointed directors and committee members must actively propose and advocate for business integrity as a standing item in the venture or partnership's governance review and monitor all financial distributions, capital calls, and any payments executed outside the venture or partnership's contractually agreed payment mechanisms to prevent unauthorised or undocumented cash flows and report any compliance concerns observed to Group Compliance.
- Conduct periodic compliance program assessments of the venture or partnership, commensurate to its specific risk profile as directed by Group Compliance, evaluating the adequacy of the venture or partner's independent business integrity representations, policies, controls, training, and whistleblowing mechanisms.

# Political donations and political activities

**We prohibit all forms of political donations or the use of AGA's name or logo 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 organisation 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 organisation, or political candidate.