



## Background

Broadspectrum Pty Ltd (**Broadspectrum** or the **company**) is a wholly-owned subsidiary of Ferrovia S.A. (**Ferrovia**). Consistent with Ferrovia's principles of conduct and behaviour, Broadspectrum is committed to responsible corporate governance, including ensuring that it has appropriate internal controls and processes in place to promote compliance with anti-bribery and corruption laws in countries where Broadspectrum conducts, or is seeking to conduct business. Accordingly, the Broadspectrum board of directors (the **Board**) and senior management have endorsed this *Anti-Bribery and Corruption Policy* to support the Broadspectrum Code of Business Conduct and compliance and governance framework.

## Purpose of this policy

The purpose of this Policy is to:

- ▶ outline Broadspectrum's position on bribery and other corrupt behaviour;
- ▶ outline responsibilities of Broadspectrum directors, officers, employees, consultants, contractors and any other parties acting as representatives or agents of Broadspectrum (**Employees** for the purpose of this Policy) in observing and upholding its position on bribery and corruption, including with respect to Business Partners; and
- ▶ promote the use of legitimate business practices in promoting Broadspectrum's position on issues before government authorities and in the marketplace.

For the purpose of the Policy, **government official** includes any:

- ▶ officer or employee of any government entity, department or agency
- ▶ officer or employee of any government-owned or controlled enterprise
- ▶ person acting in an official capacity on behalf of any government entity, department, union, collective or agency
- ▶ political party or official thereof
- ▶ candidate for public office, or
- ▶ representative of any public international organisation (such as the United Nations and World Bank).

For the purposes of this Policy **government** includes all levels of government including, but not limited to, local, regional, state, territory and/ or federal governments.



## Scope

This Policy applies to all Broadspectrum:

- ▶ Employees
- ▶ where applicable, Business Partners, and
- ▶ wholly and majority-owned business ventures in all countries in which Broadspectrum conducts business. Where Broadspectrum has a minority interest, it will seek to ensure that the legislative requirements and intentions underlying this Policy are complied with, but recognises that the manner in which these requirements may be met may vary. References in this Policy to Broadspectrum includes its related entities.

For the purposes of this policy, **Business Partners** includes, clients, suppliers, consultants, contractors, sub-contractors, joint-venture and alliance partners, and other Representatives and third-parties performing services for, or on behalf of, Broadspectrum.

## Sources of legal obligations

The legal obligations underlying this Policy are the anti-corruption laws of the countries in which Ferrovial is based and Broadspectrum operates, including:

- ▶ United Nations Anti-Corruption Convention and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions;
- ▶ Criminal Code Act 1995 (Cth) and the Corporations Act 2001 (Cth) (Australia);
- ▶ Crimes Act 1961, Crimes (Bribery of Foreign Public Officials) Amendment Act 2001 and Secret Commissions Act 1910 (New Zealand);
- ▶ the Foreign Corrupt Practices Act of 1977, as amended, 15 U.S.C. §§ 78dd-1, et seq., and 18 U.S.C. § 666, Theft or Bribery Concerning Programs Receiving Federal Funds (United States of America);
- ▶ the Spanish Criminal Code of 23 November 1995; and
- ▶ the Bribery Act 2010 (United Kingdom of Great Britain and Northern Ireland).

To the extent that the applicable laws of a country in which Broadspectrum conducts business conflict with or impose a higher standard than this Policy, the applicable laws must be complied with.

## Condemning bribery and corruption

Broadspectrum does not tolerate any form of bribery or corruption whether or not permitted by local law and regardless of differing business practices in countries in which Broadspectrum conducts business.

Bribery and corruption involves the misuse of position and influence in return for improper advantage, undermining integrity and fairness in the marketplace. Broadspectrum aims to comply with all applicable anti-bribery and corruption laws in countries where it conducts business.



## Improper exchanges – offering and receiving

Employees must not directly or indirectly (including through another party) offer, promise, give, or receive anything of financial or non-financial value (e.g. cash, loan, gift, hospitality, personal/family/social/sporting/cultural favour or any other benefit) for the purpose of:

- ▶ improperly rewarding a person for performing a function or activity that he or she is otherwise required to perform
- ▶ inducing or rewarding the improper performance of a function or activity, regardless of country, public or private sector or person concerned, or
- ▶ influencing any person in order to obtain and/or retain business or an advantage in the conduct of business.

Broadspectrum strictly prohibits the payment or receipt of secret or undisclosed commissions, fees, other gifts or consideration and the giving of gifts, discounts or benefits (other than appropriate hospitality) to government officials.

## Extortion

While Broadspectrum condemns improper demands for payment from Employees or government officials, referred to in many parts of the world as "extortion", a payment can be made where an Employee reasonably believes (and in the absence of any alternative), his/her or another's life, freedom or health is at risk unless a demand for payment is met, provided that the Employee immediately reports the incident to the Group Executive, Legal and Governance.

Absent an immediate threat to life, freedom or health, where an improper demand for payment has been made under threat of imprisonment or serious destruction of Broadspectrum property, the Group Executive, Legal and Governance should be contacted immediately for guidance.

## Gifts, discounts or benefits

For the purposes of this policy **gifts, discounts or benefits** can be tangible or intangible items offered to or received from third parties, including, but not limited to:

- ▶ tokens of gratitude
- ▶ seasonal gifts
- ▶ employment opportunities for third parties, including their friends or family, or
- ▶ discounts on goods and/or services.

Exchanges of gifts, discounts or benefits made in the ordinary course of business may compromise or appear to compromise the exercise of objective business judgment. These may also give rise to conflicts between the personal interests of Employees and the interests of Broadspectrum.

Employees must be cautious when offering or receiving gifts, discounts or benefits, and only do so where these:

- ▶ are in line with accepted business practice which are reasonable and appropriate for the circumstances



- ▶ do not include cash payments, cash equivalent or other types of non-traceable payment forms; and
- ▶ are not seen to impair independent business judgment, particularly in connection with an anticipated or pending business transaction.

The intention behind the gift, discount or benefit must always be considered and it must never be for the purpose of improperly influencing a person in the exercise of their duty. Gifts should not be used for inducing or rewarding the showing of favour in relation to business or affairs.

Employees should be aware that offering or receiving gifts, discounts, or benefits of any value, at a sensitive time in a business relationship (for example, when a tender or transaction is in a key phase) is not appropriate and should not be made.

## Gifts, discounts or benefits and government officials

Employees must not directly or indirectly offer gifts, discounts or benefits (other than appropriate hospitality) to or for the benefit of government officials, their relatives, affiliated entities, associates or other intermediaries. This is strictly prohibited.

Examples of gifts or benefits include:

- ▶ facilitating or accelerating the improper performance of a routine non-discretionary activity (otherwise known as facilitation payments), such as obtaining a licence or a permit, or
- ▶ by reason of the government official's position including special occasions such as Christmas or birthdays.

Employees will not suffer adverse consequences for refusing to make an improper payment, even if this may result in Broadspectrum losing business.

## Hospitality

For the purposes of this policy **hospitality** is defined as, opportunities or invitations offered to or received from third parties, including, but not limited to:

- ▶ attendance at sporting, training, and social events
- ▶ tickets to shows, conferences or seminars
- ▶ funding of travel expenses, and
- ▶ funding of meals and entertainment.

Broadspectrum recognises that the provision of hospitality, made in good faith and in a transparent manner is a common business practice but Employees must be cautious when offering or receiving hospitality.

Employees by virtue of the position they hold, may not solicit, receive or accept hospitality, known to or expected to influence or otherwise impair independent business judgement.



## Approvals

Authorisation of gifts, discounts, benefits or hospitality must only be made within relevant authority limits in the Broadspectrum *Delegation of Authority Procedure* and a Board approved budget.

Even where within an approved budget and within the limits of the *Delegation of Authority Procedure*, an Employee must also seek the Compliance Team's approval before accepting or offering gifts, discounts, benefits or hospitality valued at over AUD\$150, on any one occasion per person.

Approval should also be sought for multiple exchanges of gifts and hospitality with the same person where those individual exchanges fall under this threshold.

The Legal and Governance Group has absolute discretion whether to approve gifts, discounts, benefits or hospitality over the AUD\$150 (one hundred and fifty dollars) threshold if appropriate and permissible by law. Such gifts, discounts, benefits or hospitality are recorded in a register when a *Gifts and Hospitality Form* is received.

Where in doubt, Employees must consult with the Compliance Team, by completing and submitting a *Gifts and Hospitality Form* (TMF-0000-LE-0001) to [codeofconduct@broadspectrum.com](mailto:codeofconduct@broadspectrum.com).

Where there are Broadspectrum subsidiary company rules in relation to gifts and hospitality that are more restrictive due to the jurisdiction in which it operates, then affected Employees must comply with the company rules of the subsidiary.

## Intermediaries

In situations where a third party intermediary is engaged to represent Broadspectrum to current and potential private or government business partners (such as a sales agent, a customs clearing agent or a lobbyist), the Employee responsible for the engagement of the intermediary must comply with Broadspectrum's *Business Partners Policy*, including by completing appropriate due diligence, having a documented basis for ensuring the integrity of the intermediary and undertaking regular reviews of the intermediary's performance to prevent misconduct.

## Charitable Donations

Broadspectrum supports a number of charitable causes around the world including by making charitable donations, whether by way of cash payments or the provision of services in kind, without expectation or acceptance of favourable action or the exercise of influence. In limited circumstances, a charitable donation may pose a risk of corruption, for example by being made to an artificial charitable organisation, or ultimately benefiting a third party such as a government official. To address this risk, charitable donations on behalf of Broadspectrum must:

- ▶ be made only to approved not-for-profit organisations whose goals reflect Broadspectrum's values
- ▶ be approved only by authorised Employees designated in Broadspectrum *Delegation of Authority Procedure*
- ▶ be accurately recorded in business records of Broadspectrum;



- ▶ be tax-deductible
- ▶ not be made to individuals or for-profit organisations
- ▶ not be made in cash or to private account, and
- ▶ not be made for the purposes of inducing or improperly rewarding the performance of a function or activity.

Authorisation of charitable donations must only be made within relevant authority limits in the Broadspectrum *Delegation of Authority Procedure* and Board approved budget. Charitable donations not within relevant authority limits in the Broadspectrum *Delegation of Authority Procedure* and Board approved budget, are subject to approval by the Group Executive, Legal and Governance and Managing Director.

## Sponsorships

Sponsorships differ from charitable donations in that, apart from providing a benefit to the organisation, event or activity being sponsored, they are also aimed at obtaining a marketing benefit for Broadspectrum. Sponsorships can create problems where they are seen to improperly induce or reward a discretionary favour or the exercise of influence.

Broadspectrum will not sponsor events or activities that are:

- ▶ inconsistent with Broadspectrum's values and the *Code of Business Conduct*, and/or
- ▶ linked to any organisations or individuals that could bring Broadspectrum into disrepute.

Sponsorship arrangements not within relevant authority limits in the *Broadspectrum Delegation of Authority Procedure* or Board approved budget, are subject to approval by the Group Executive Legal and Governance and Managing Director.

## Maintaining Business Records

In accordance with the Broadspectrum *Code of Business Conduct*, Employees must keep complete and accurate business records, including financial, human resources, payroll and environmental records, and not create false, misleading or artificial entries to conceal or disguise corrupt activity or the giving or receipt of improper payments or corrupt activity. All applicable control and approval procedures must be followed.

All payments and expenses, including those relating to gifts and hospitality, made or provided by Broadspectrum must be accurately recorded, with reasonable detail, in the business records of the Company.

## Training and Communications

Broadspectrum regularly communicates this Policy to Employees across Broadspectrum through established communication channels. Employees will also receive regular training on supporting this Policy in the scope of their employment with Broadspectrum.



## Consequences for breach of this Policy

Bribery and corruption are very serious offences under local and international laws. Breach of this Policy by Employees:

- ▶ could expose such person to severe criminal (a fine or imprisonment or both) and civil liability (a financial penalty and liability for damages)
- ▶ will be regarded by Broadspectrum as serious misconduct which may lead to disciplinary action, including termination of employment or contract, and
- ▶ could expose Broadspectrum to fines or financial penalties for breach of anti-corruption laws.

## Reporting violations of the policy

Where an Employee knows or suspects that there have been breaches of this policy, they should raise their concern with their immediate manager/ supervisor at first instance or the Group Executive Legal and Governance.

However, where an Employee feels uncomfortable in raising a concern in this manner or is unsatisfied with the response received, the concern can be raised either internally or externally as outlined below.

Inappropriate Conduct can be referred to the Broadspectrum's Group Audit and Risk team using the information detailed below:

**Telephone:** +61 3 8823 7541  
**Mobile:** +61 437 179 526  
**Email:** [internalaudit@broadspectrum.com](mailto:internalaudit@broadspectrum.com)

In instances where a Whistleblower wishes to remain anonymous, he or she can call the Whistleblower and Integrity Hotline, (which is operated by Stopline Pty Ltd, an external service provider) using the information detailed below:

**Via email:** [broadspectrum@stopline.com.au](mailto:broadspectrum@stopline.com.au)  
**Online disclosure:** <http://broadspectrum.stoplinereport.com>  
**By post:** C/O StopLine Locked Bag 8 Hawthorn, Vic Australia 3122  
**Phone:**

International:	+61 3 9811 3280
Australia:	1800 819 877 (toll free)
International:	+61 3 9811 3280
Australia:	1 800 819 877 (free call)
New Zealand:	0 800 888 147 (free call)
Republic of Nauru:	+674 554 1900 (local call)
Manus Island:	+675 7070 7238 (local Call)

---

Further information regarding the process for raising and manner in which concerns are dealt with can be found in the *Whistleblower Policy* and the *Internal Investigations Procedure*.

## Review of this Policy

The Group Executive, Legal and Governance is responsible for keeping this Policy up to date, a formal review will take place every two years and the Board is responsible for approving this Policy.

## Related documents

This Policy should be read in conjunction with Broadspectrum's other documents including:

- ▶ *Code of Business Conduct*
- ▶ *Conflicts of Interest Policy*
- ▶ *Business Partners Policy*
- ▶ *Internal Investigations Procedure;*
- ▶ *Political Involvement and Support Policy*
- ▶ *Related Party Transactions Policy*
- ▶ *Whistleblower Policy*
- ▶ *Delegation of Authority Procedure, and*
- ▶ *Gifts and Hospitality Form.*