



Background

Broadspectrum Pty Ltd (Broadspectrum or the Company) is a wholly-owned subsidiary of Ferrovial S.A. (Ferrovial). Consistent with Ferrovial's principles of conduct and behaviour, Broadspectrum is committed to responsible corporate governance. This commitment includes, ensuring it has appropriate internal controls and processes in place for collaboration to occur with Business Partners that act in accordance with applicable laws and demonstrate a high standard of business conduct. Accordingly, the Broadspectrum board of directors (the Board) and senior management have endorsed this Business Partners 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 working with suitable Business Partners
- ▶ outline the responsibilities of Broadspectrum's directors, officers and employees, consultants, contractors and any other parties acting as representatives or agents of Broadspectrum (**Employees** for the purpose of this Policy) to ensure collaboration occurs with Business Partners that act in accordance with applicable laws and standards of conduct, and
- ▶ promote Employees' awareness of suspicious circumstances that may conceal bribery or corrupt behaviour on the part of Business Partners.

Scope

This Policy applies to all Broadspectrum:

- ▶ Employees or any other parties acting as representatives or agents of Broadspectrum, who engage or work closely with Business Partners. Once a consultant or contractor is engaged by Broadspectrum, they are required to comply with this Policy as an Employee, but in some circumstances, they may also be required to be monitored as a Business Partner, 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 the intention underlying this Policy are complied with, but recognises that the manner in which these requirements are met may vary for. References in this Policy to Broadspectrum includes its related entities.

For the purpose of this Policy, **Business Partners** includes:

- ▶ clients (where they act as an intermediary for Broadspectrum or other situations where their activities could create legal or reputation risks for Broadspectrum)
- ▶ suppliers (where they act as an intermediary for Broadspectrum or other situations where their activities could create legal or reputation risks for Broadspectrum)
- ▶ joint-venture and alliance partners



- ▶ sub-contractors
- ▶ intermediaries, such as agents, lobbyists, distributors, consultants, contractors and other representatives who act on Broadspectrum's behalf in a business development function, or facilitate government procedures (such as customs and immigration clearances, obtaining visas, permits, and licences, or liaising with tax authorities), and
- ▶ any other third parties performing services, for or on behalf of, Broadspectrum.

Classification of Business Partner

An initial assessment of all Broadspectrum Business Partners should be undertaken by the relevant Broadspectrum Employee that is seeking to engage the Business Partner. This assessment will result in the Business Partner being classified as low-risk, medium-risk or high-risk and/ or may result in further due diligence being undertaken in accordance with Broadspectrum's Business Partners Due Diligence Procedure.

For example, intermediaries may be considered as high-risk Business Partners due to liability arising out of their actions and/or their links with government officials or government agencies.

Sources of legal obligations

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

- ▶ United Nations Anti-Corruption Convention and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions
- ▶ *Commonwealth Criminal Code Act 1995* (Cth) and the *Corporations Act 2001* (Cth)(Australia)
- ▶ *Crimes Act 1961* (New Zealand), *Crimes (Bribery of Foreign Public Officials) Amendment Act 2001* (New Zealand) and *Secret Commissions Act 1910* (New Zealand)
- ▶ the *Foreign Corrupt Practices Act of 1977* (United States) and the United States Code, Title 18 and section 666 – Theft or Bribery Concerning Programs Receiving Federal Funds (United States), and
- ▶ the *Bribery Act 2010* (United Kingdom).

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.



Working with reputable Business Partners

Broadspectrum collaborates with Business Partners that demonstrate a high level of business conduct, and do not knowingly enter into relationships with those who operate in violation of applicable laws - including laws prohibiting bribery and corruption, which may not differentiate between illegal acts made by Broadspectrum or someone acting on Broadspectrum's behalf.

In business situations or jurisdictions where there is a significant risk of bribery and corruption, Broadspectrum maintains special vigilance and takes steps, as set out below, to avoid inappropriate business relationships.

Engaging a new Business Partner or renewing an existing agreement

Broadspectrum's internal screening process on Business Partners involves proportionate, risk-based due diligence and ongoing monitoring against specific criteria (including "red flags") used to determine the extent of due diligence required and, where appropriate, whether further and/ or 'refreshed' due diligence is required to be conducted.

(a) Prior to entering into a new contract or commitment with a Business Partner, Employees must: **Conduct appropriate and documented due diligence**, including, as appropriate, a review of the potential Business Partner's:

- ▶ reputation
- ▶ ownership
- ▶ links to government or government officials
- ▶ financial performance
- ▶ health and safety performance
- ▶ qualifications and experience
- ▶ creditworthiness
- ▶ governance and business conduct frameworks, and
- ▶ personnel policies.

The classification of a potential Business Partners as low, medium or high-risk will guide the extent of due diligence, level of tolerance on identified risks and the proposed relationship as a whole.

(b) **Communicate Broadspectrum's expectation**, by forwarding a copy of the *Code of Business Conduct*, *Anti-Bribery and Corruption Policy* and any other relevant policies to the potential Business Partner;



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- (c) **Document the terms of relationship** by entering into a written agreement which contains appropriate legal and contractual protections (including standard terms concerning anti-bribery and other issues addressed by this policy, BroadSpectrum's *Anti-Bribery and Corruption Policy* and BroadSpectrum's *Code of Business Conduct*, as well as the right to immediate termination in the event of a serious violation of the *Code of Business Conduct* or applicable law), and communicates BroadSpectrum's expectations as to the Business Partner's conduct and performance; and
- (d) **Obtain all necessary internal reviews and approvals of the written agreement** in accordance with the applicable delegated authority having regard to BroadSpectrum's internal review process including a legal review.

Monitoring existing Business Partners' Conduct

Whilst working with existing Business Partners, Employees must regularly monitor Business Partner performance and conduct where appropriate.

Some "red-flags" that may suggest suspicious circumstances include:

- ▶ business in an industry or country with a reputation for bribery or corruption
- ▶ involvement of a government official without obvious justification
- ▶ requests for payments in cash instead of by electronic funds transfer or cheque, or that all or a portion of the payment be paid in a third party country, or to a third party
- ▶ absence of standard invoices or requests for over-invoicing
- ▶ incomplete documentation or false or vague invoices
- ▶ a desire to keep the relationship with BroadSpectrum secret
- ▶ the appearance of being unqualified or understaffed
- ▶ complex business structures that are difficult to explain such as determining ownership or location of offshore business
- ▶ convictions or charges for breach of local or foreign laws or regulations, and
- ▶ requests by a Business Partner:
 - ▶ for political or charitable donations or sponsorship arrangements
 - ▶ for upfront fees
 - ▶ for fees that are contingent wholly or partly on a certain outcome
 - ▶ for payment to a personal bank account
 - ▶ for payment into a bank account outside the country where the work is performed
 - ▶ for payment to trusts
 - ▶ for payment in multiple smaller amounts
 - ▶ for payment into a bank account that is not stated in the contract
 - ▶ that BroadSpectrum use a particular consultant or vendor



- ▶ that BroadSpectrum arrange an internship for a family member
- ▶ for a consulting or commission agreement in relation to an open government tender, and/or
- ▶ to create false or misleading documents.

Reporting suspicious or undesirable conduct by a Business Partner

Where suspicious or undesirable conduct by a Business Partner is observed or reasonably suspected, Employees must report it as detailed below using the following options:

(a) Group Executive, Legal and Governance

Level 10, 111 Pacific Highway

North Sydney NSW 2060

Phone: +61 2 9464 1622

Facsimile: +61 2 9464 1618

(b) BroadSpectrum Governance and Compliance Group

Via email: codeofconduct@broadSpectrum.com

(c) Whistleblower and Integrity Hotline

Via email: broadSpectrum@stipline.com.au

Online disclosure: <http://broadSpectrum.stiplinereport.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)

New Zealand: 0 800 888 147 (free call)

Republic of Nauru: +674 554 1900 (local call)

Manus Island: +675 7070 7238 (local Call)

Payments to a Business Partner

When approving and processing payments to Business Partners, Employees must not agree, without Legal and Governance Group approval, to payments:

- ▶ in cash
- ▶ that are wholly or partly contingent on a 'successful' outcome, including where the payment is subject to escalation or will increase as a result of a successful outcome
- ▶ payable to any other party other than the Business Partner at its normal place of business
- ▶ to a bank account located outside of the country where the Business Partner operates/performs services
- ▶ to a bank account that differs from the one specified within contractual documents, or
- ▶ for inappropriately documented or unusually high expenses.



Consequences for breach of the Policy

Association with Business Partners who act disreputably or illegally, may:

- ▶ damage Broadspectrum's reputation and jeopardise future business opportunities
- ▶ expose Broadspectrum to scrutiny by regulatory bodies, and
- ▶ make Broadspectrum complicit to any illegal acts carried out by the Business Partner.

Laws prohibiting bribery and corruption may not differentiate between illegal acts made by Broadspectrum or someone acting on Broadspectrum's behalf. Bribery and corruption are very serious offences under local and international laws and corrupt behaviour by Broadspectrum's Business Partners, particularly intermediaries, could expose the Company and Employees to severe criminal (a fine or imprisonment or both) and civil liability (a financial penalty and liability for damages).

Breaches of this Policy will be regarded by Broadspectrum as serious misconduct which may lead to disciplinary action, including termination of employment.

Review of this Policy

The Group Executive Legal and Governance is responsible for keeping this Policy up-to-date, a formal review takes 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*
- ▶ *Business Partners Due Diligence Procedure*
- ▶ *Conflicts of Interest Policy*
- ▶ *Whistleblower Policy*
- ▶ *Anti-Bribery and Corruption Policy, and*
- ▶ *Political Involvement and Support Policy.*