

# **Anti-Bribery and Anti-Corruption Handbook**

**YPC-RM-POL-008-1**

**09 June 2022**



**Yarra Park City Pty. Ltd.** (ACN 169 645 103)

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## Revision History Log

Ver. No	Section	Section Name	Page	Details of Amendments	Effective Date	e-Circular No.
1	All	All	All	Document published	09 June 2022	YPC/CIR/017

## Glossary

Term	Description
"AAM"	Refers to YPC's Approving Authority Matrix
"ABAC Handbook"	Refers to this Anti-Bribery and Anti-Corruption Handbook
"Code"	Refers to YPC's Code of Conduct and Business Ethics
"employee"	Includes permanent, temporary, contract and part-time employees under YPC
"GHR"	Group Human Resources
"GRM"	Group Risk Management
"HOD"	Head of Department
"YPC" / "the Company"	Refers to Yarra Park City Pty. Ltd and its subsidiaries, collectively
"WB Policy"	Refers to YPC's Whistleblowing Policy

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## **A. OVERVIEW**

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### **1. Introduction**

- YPC does not tolerate any forms of bribery and corruption. In line with this commitment, YPC has developed this Anti-Bribery and Anti-Corruption Handbook (“ABAC Handbook”) to ensure compliance with the applicable anti-bribery and anti-corruption laws.
- This ABAC Handbook contains supplemental information on the relevant YPC’s policies and shall be read together. Failure to comply may subject the personnel to disciplinary and / or legal actions deemed appropriate by YPC.
- Directors and employees must abide by all applicable policies and procedures when conducting business on behalf of the Company. All directors and employees must read, understand and comply with this Handbook. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for YPC or under YPC’s control. All employees are required to avoid any activity that might lead to, or suggest, a breach of this Handbook.
- YPC reserve our right to review and / or terminate our contractual relationship with other third parties who breach this Handbook.
- In the event of any uncertainty about whether a real, potential or apparent conflict of interest has arisen or any queries on this ABAC Handbook, immediate clarification must be consulted from the respective Heads of Department, or Group Risk Management (“GRM”).

## Statement of Intent

YPC does not condone bribery or corruption in any form.

At YPC we:

- conduct all business in an honest and ethical manner;
- are committed to acting professionally, fairly and with integrity in all business dealings and relationships;
- do not permit the making of any inappropriate promises, gifts or excessive hospitality to public officials in order to achieve unfair advantage or benefit; and,
- resist any efforts made by others (including suppliers, customers or clients) to unfairly affect any official decision making process in order to achieve unfair advantage or benefit.

YPC employees and appointed third parties must:

- conduct all business in an honest and ethical manner;
- be committed to acting professionally, fairly and with integrity in all business dealings and relationships;
- not permit the making of any inappropriate promises, gifts or excessive hospitality to public officials in order to achieve unfair advantage or benefit; and
- resist any efforts made by others (including existing or potential suppliers, customers or clients) to unfairly affect any official decision making process in order to achieve unfair advantage or benefit.

Charitable donations and sponsorships are allowed only when they are ethical and legal under local laws. We do not allow contributions to political parties.

We avoid facilitation payments as a means of doing business. We expect our business partners and appointed third parties to implement and enforce effective systems to counter bribery.

We will report and / or document breach of any applicable laws that is brought to our attention through the reporting mechanism provided by Australian authorities.

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**2. Scope**                      • This ABAC Handbook covers the following areas:



**3. Reference**                      • This ABAC Handbook shall be read in conjunction with the following:

- All applicable laws and regulations
- YPC’s Code of Conduct and Business Ethics (“Code”)
- YPC’s Conflict of Interest Policy (“COI Policy”)
- YPC’s Whistleblowing Policy (“WB Policy”)
- YPC’s Approving Authority Matrix (“AAM”)
- Other relevant existing or future policies, operations manuals and / or directives or communication issued by YPC from time to time

**4. Intended Audience**                      • The ABAC Handbook shall be applicable to the following:

- Directors of YPC
- Employees of YPC, including permanent, temporary, contract and part-time employees (collectively referred to as “employees”)
- Interns

• Third party(ies) performing work or services for or on behalf of YPC should comply with the relevant parts of this ABAC Handbook.

• **“Third party(ies)”** in this ABAC Handbook refers to any individual or organisation performing work or services for or on behalf of YPC. This includes (but not limited to) the following:

- Agents, consultants, or other intermediaries
- Vendors and service providers
- Joint venture partners
- Law firms or legal advisors
- Contractors and sub-contractors
- Architects

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**5. Reviews and Notices**

- In the interest of maintaining best practice, this ABAC Handbook shall be reviewed periodically when deemed necessary, or as requested by the management.
- This ABAC Handbook is circulated to all employees of YPC through Group Human Resources (“GHR”) and all directors through Group Risk Management (“GRM”). An electronic version of the ABAC Handbook is also available on YPC’s intranet and website.
- If a rule or policy in this ABAC Handbook conflicts with a prevailing and / or applicable law, the law prevails.

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End

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## B. POLICIES

### B1. Anti-Bribery and Anti-Corruption

#### 1. General

- All forms of bribery or corruption are prohibited and will not be tolerated. Any breach of this ABAC Handbook or applicable laws may result in disciplinary and / or legal action being taken.
- Directors and employees must raise any concerns regarding acts of bribery and corruption within YPC to the reporting manager, respective Heads of Department or GRM. Alternatively, to report through YPC's whistleblowing channels as prescribed by the WB Policy as follows:

<b>Eligible Recipient</b>	<b>Contact Number</b>	<b>Email</b>
CIA / Head of Group Internal Audit	+(603)21610662	whistleblowing@oskgroup.com
Manager In Charge – Group Internal Audit	+(603)21771916	whistleblowing@oskp.com.au

#### 2. Whistleblowing

- YPC is committed to provide an avenue for all employees and members of the public to raise concerns about any suspected and / or known improper conduct that they may observe occurring within the Company.
- All reported concerns will be treated confidentially and are to be kept protected against any unauthorised use and access, except where disclosure or access is directed or permitted under applicable laws.
- Employees are encouraged to raise concerns about any issue or suspicion of bribery, corruption or any improper conduct at the earliest possible stage.
- It is important that employees report through the prescribed Whistleblowing Channel as soon as possible if he / she is offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that he / she is a victim of another form of unlawful activity.



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- YPC is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

**Note:**  
Further details on whistleblowing are elaborated in the Whistleblowing Protection Policy.

**3. Bribery and Corruption**

- Customers and third parties shall take practical measures to prevent corrupt practices in their dealings with the Company as their actions could affect YPC legally and tarnish the Company’s reputation.
- “**Corruption**” is the act of giving or receiving of any gratification or reward in the form of cash or in-kind for performing a task to influence improperly the action of another party. Examples of acts of corruption include but are not limited to the acts of bribery, fraud, and abuse of power.
- “**Bribery**” is the offering, promising, giving, demanding or accepting of an advantage or any gratification as an inducement for an action or a reward, which is illegal and unethical.
- Bribery in the form of gifts in-kind may comprise of money, job position or placement, discount offers, provision of services, votes, wages, loans, and other forms of payment.

**4. Facilitation Payment**

- Facilitation payments are customary, unofficial minor payments to secure or speed a routine government action which should be avoided at all times.
- Employees shall raise any suspicions, concerns or queries regarding a payment made on behalf of YPC or improper business practices to the reporting manager, respective Heads of Department, GRM or opt to invoke the WB Policy.

**5. Charitable / Political Contribution / Sponsorship**

- Donations or contributions are allowed only when they are ethical and legal under local laws and practices. Contributions to political parties are not allowed.

**Note:**  
Further details are elaborated in the Code and approving authority limit is as set out in the AAM.

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## **B. POLICIES**

### **B2. Dealing with Third Parties**

- 
- 1. General**
    - All employees must ensure that all dealings with third parties are carried out strictly and consistently with values and principles of the Code, and in compliance with the applicable laws and regulations relating to bribery, corruption and fraud.
    - YPC expects its employees to use good judgment and common sense in assessing the integrity and ethical business practices of third parties and therefore, has provided the below as a guideline.
    - YPC expects all third parties acting for or on its behalf to have an acceptable standard of integrity in the conduct of their business
    - All employees must ensure that any payments or claims to the third parties is subject to the approval by the Authorised Approver(s) (“AA”) in accordance with YPC’s Approval Authority Matrix (“AAM”), and ensure proper record keeping of all accounting records.
  
  - 2. Dealing with Third Parties**
    - To ensure third parties share YPC’s standards of integrity, it is the responsibility of employees to:
      - undertake appropriate due diligence to assess the integrity of the prospective business counterparties. The due diligence should also take into consideration elements of corruption including bribery;
      - ensure all third parties are made aware of and understand this ABAC Handbook by executing the Third Party Declaration either as an inclusion to any engagement documentation or as a separately signed form before appointment; and
      - monitor the performance of third parties and business practices periodically to ensure ongoing compliance.

**Note:**  
Refer to [Appendix I for Third Party Declaration Clause.](#)  
Refer to [Appendix II for Third Party Declaration Form.](#)

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- Any third parties who act in a manner inconsistent with this ABAC Handbook during the due diligence exercise or in the dealings with a third party warrant further investigation, and must be sufficiently addressed before engagement of the third party.
  - To ensure procurement activities with any contractors or vendors are in line with this ABAC Handbook, employees shall:
    - undertake appropriate due diligence of contractors and vendors before they are registered with YPC. Contractors and vendors known or reasonably suspected of corrupt practices or bribery should be avoided;
    - ensure all contractors and vendors are made aware of, understand and comply with the relevant policies of this ABAC Handbook, including acknowledging and accepting the ABAC Third Party Declaration Clause either as an inclusion to any engagement documentation or as a separately signed form; and
    - monitor the performance of contractors and vendors periodically to ensure ongoing compliance.
  - In the event that any contractors and vendors commit bribery or attempt to commit bribery, or act in a manner which is inconsistent with this ABAC Handbook, YPC reserves the right to terminate their services.
  - Engagement of any new third parties will be accompanied by a Conflict of Interest Assessment as part of the internal approval process.
- 3. Dealing with Government or Public Bodies**
- Caution must be exercised when dealing with public officials as it is an offence for a public official to obtain any gift from any person involved in any proceeding or business transaction with him / her.
  - Offering a benefit or gratification by corrupt or illegal means to influence a public official or offering gratification for the exercise of personal influence with a public official is also an offence.
- 4. Recruitment of Employees**
- YPC will conduct proper background checks to ensure that the potential employee has not been convicted in any corruption and / or bribery cases. More detailed background checks shall be taken when hiring employees for management positions.

**Note:**  
The guidelines and procedures on the recruitment functions are elaborated in Recruitment Operations Manual. For further details, refer to GHR or the respective Human Resources personnel.

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## B. POLICIES

### B3. Gifts and Hospitality

#### 1. General

- As set out in the COI Policy, a conflict of interest exists when the personal interest of a director or an employee conflicts in any way with the interests of the Company. This ABAC Handbook prohibits excessive or inappropriate gifts and acts of hospitality to or from third parties.
- As a general guide, directors and employees shall decline excessive or inappropriate gifts or acts of hospitality that may:
  - place them in conflict of interest;
  - influence business decisions on behalf of the company;
  - suggest that a return favour will be expected or implied;
  - create an impression that the company is trying to obtain favourable business advantage / treatment;
  - likely to compromise personal or professional integrity; or
  - be perceived as a form of bribery, either directly or through any third party.
- Directors and employees must comply with the policies set out in this ABAC Handbook and the Code, and maintain expenses within the limits of entitlement.
- For purpose of this Handbook, a gift is deemed excessive if the value exceeds AUD300.
- If in doubt whether it is appropriate to receive any gifts or hospitality offered, directors and employees shall consult the respective Heads of Department or GHR for advice.

**Note:**

YPC encourages directors and employees to practice good judgment and discretion before accepting gifts and acts of hospitality offered or provided by customers and / or third parties.

#### 2. Gifts

- Any gifts on account of celebrations, customary gift during festive seasons, occasional business meals or gifts at corporate social events, which are not excessive or not inappropriate and do not in any way influence the business decisions, are allowed.

**Note:**

Further details are elaborated in the Code of Conduct and Business Ethics.

#### 3. Hospitality

- Acts of hospitality offered to or received from customers and third parties as part of business networking are acceptable, provided that they are appropriate and with legitimate business purpose, and not affect or be perceived as affecting business judgment.

End

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## C. APPENDIX

#	Title	Reference No.	Section
I.	<a href="#">Third Party Declaration Clause</a>	N/A	<a href="#">B2.2</a>
II.	<a href="#">Third Party Anti-Bribery and Anti-Corruption Declaration Form</a>	N/A	<a href="#">B2.2</a>

## Appendix I: Third Party Declaration Clause

### **Declaration by third party:**

*"We are fully aware that Yarra Park City Pty Ltd ("YPC") is committed to acting professionally, fairly and with integrity in all of its business dealings and relationships wherever it operates to counter bribery and corruption. We have read, understood and shall fully comply with the provisions set out in YPC's Anti-Bribery and Anti-Corruption Handbook, which is made available on YPC's corporate website at <https://melbournesquare.com.au/>.*

*As such, we shall not offer, give, solicit or accept any bribe or form of bribe during the course of our engagement or engage in any transaction that contravene any applicable anti-bribery or anti-corruption legislation, by-laws, rules and regulations ("laws") as may be imposed by the relevant authorities and/or internal policies.*

*In the event that we are aware or suspect any person in YPC who had/may be in breach of the laws as may be imposed by the relevant authorities and/or internal policies, we shall inform YPC immediately through the whistleblowing channel at +(603) 21610662 or [whistleblowing@oskgroup.com](mailto:whistleblowing@oskgroup.com).*

*In the event we are in breach of the laws as may be imposed by the relevant authorities and/or relevant internal policies, we understand that YPC shall take the necessary actions against us, including the right to review and / or terminate the contract and we shall fully indemnify YPC against any claims, fines, losses and/or damages suffered by YPC arising from and out of our breach herein."*

## **Appendix II: Third Party Anti-Bribery and Anti-Corruption Declaration Form**

### **THIRD PARTY ANTI-BRIBERY AND ANTI-CORRUPTION DECLARATION FORM**

We are the contractors / vendors / suppliers / legal advisors / agents / consultants / joint venture partners / service providers of Yarra Park City Pty Ltd (“YPC”) and we hereby declare that:

1. We have read, understood and shall fully comply with the provisions set out in YPC’s Anti-Bribery and Anti-Corruption Handbook, which is made available on YPC’s corporate website at <https://melbournesquare.com.au/>.
2. We are fully aware that YPC is committed to acting professionally, fairly and with integrity in all of its business dealings and relationships wherever it operates to counter bribery and corruption. As such, we shall not offer, give, solicit or accept any bribe or form of bribe during the course of our engagement or engage in any transaction that contravene any applicable anti-bribery or anti-corruption legislation, by-laws, rules and regulations (“laws”) as may be imposed by the relevant authorities and/or internal policies.
3. In the event that we are aware or suspect any person in YPC who had/may be in breach of the laws as may be imposed by the relevant authorities and/or internal policies, we shall inform YPC immediately through the whistleblowing channel at +(603) 21610662 or [whistleblowing@oskgroup.com](mailto:whistleblowing@oskgroup.com).
4. In the event we are in breach of the laws as may be imposed by the relevant authorities and/or internal policies, we understand that YPC shall take the necessary actions against us, including the right to review and / or terminate the contract and we shall fully indemnify YPC against any claims, fines, losses and/or damages suffered by YPC arising from and out of our breach herein.

Acknowledgment and acceptance by:

(Authorised signatories and company’s official rubberstamp)

Name:

Designation:

ID Number/Passport Number:

Date: