

PURPOSE

Wesfarmers is committed to acting in an ethical manner, consistent with the principles of honesty, integrity, fairness and respect.

Bribery and the other improper conduct described in this policy are serious criminal offences for the company and individuals and are inconsistent with Wesfarmers' values. The Wesfarmers Board and Executive Leadership Team have zero tolerance for such conduct.

Laws prohibiting the improper conduct covered by this policy apply in all of the countries where Wesfarmers has operations or trading activities. Many laws, such as the Australian Criminal Code, the New Zealand Crimes Act, the US Foreign Corrupt Practices Act and the UK Bribery Act, have local and extraterritorial application.

The purpose of this policy is to:

- (a) confirm the responsibilities of Wesfarmers Group companies and Wesfarmers personnel in observing and upholding the prohibition on bribery and other improper conduct; and
- (b) provide information and guidance on how to recognise and deal with instances of bribery and other improper conduct.

POLICY APPLICATION

This policy applies to anyone who works for the Wesfarmers Group, including team members, directors, contractors, agents, consultants and other intermediaries, regardless of location and whenever identified as a representative of Wesfarmers (**Wesfarmers personnel**).

Given the diversified nature of Wesfarmers' operations across different industries and countries, divisions/business units may adopt their own anti-bribery policies with specific relevance to their operations and activities, provided it is consistent with this policy. In the event of any inconsistency, this policy applies.

Each division must appoint an Anti-bribery Officer who is responsible for implementing, and communicating this policy and any divisional/business unit anti-bribery policies to relevant personnel, and monitoring the effectiveness of those policies.

POLICY

Wesfarmers personnel must:

- (a) understand and comply with this policy;
- (b) not give, offer, promise, accept or request bribes, facilitation payments, secret commissions or other prohibited payments or engage in money laundering or cause any prohibited payments to be given, offered, promised, accepted or requested;
- (c) not, directly or indirectly, give, offer, promise, accept or request, or cause or approve, any benefit, to improperly influence any person in order to obtain or retain business or an advantage;
- (d) comply with the requirements in this policy, and any applicable divisional registration and approval processes, for gifts, entertainment or hospitality;
- (e) not offer or receive any gifts, entertainment or hospitality to or from public or government officials or politicians, without approval from the relevant Anti-bribery Officer;
- (f) obtain required approvals for donations and sponsorship;
- (g) understand and comply with the requirements in this policy for dealings with higher risk third parties, entering into acquisition and joint venture transactions and ensuring transactions comply with sanctions;
- (h) prepare and maintain accurate and complete records of all transactions, including dealings with third parties; and

(i) be vigilant and report any breaches of, or suspicious behaviour related to, this policy.
See **Annexure A** for more detail on the application and implementation of this policy.

**POLICY
AMENDMENT**

This policy cannot be amended without approval from the Wesfarmers Board.

**LAST
REVIEWED**

August 2024

**LAST
AMENDED**

August 2024

Annexure A – The application and implementation of this policy

1 Bribery

- (a) Bribery is the act of offering, promising or giving (or causing to be offered, promised or given) a benefit to another person with the intention of improperly influencing a person who is expected to act in good faith or in an impartial manner, to obtain or retain business or an advantage. The relevant laws prohibit bribery of public officials (such as politicians, government employees of all levels, and candidates for public office) as well as bribery in respect of any commercial transaction in the private sector. Merely offering a bribe will usually be sufficient for an offence to be committed. Accepting a bribe is also a criminal offence.
- (b) Bribery can take many forms. The benefit that is offered, promised, given or accepted may be monetary or non-monetary. For instance, it may involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or corporate hospitality.
- (c) Bribery may be indirect, for example where:
 - (i) a person procures an intermediary or an agent to make an offer which constitutes a bribe to another person; or
 - (ii) an offer which constitutes a bribe is made to an associate of a person who is sought to be influenced.
- (d) The Wesfarmers Group faces a range of bribery and corruption risks arising from the geographic areas in which our businesses operate or have dealings (for example, through engagement with public officials and in procurement activities). These risks are identified through various elements of the compliance framework including risk assessments and due diligence. Examples of “red flags” indicative of bribery or corruption are set out in **Annexure B**.
- (e) Wesfarmers personnel must not give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised, accepted or requested by another person. A Wesfarmers Group company, division or business unit must not, directly or indirectly, give, offer, promise, request or accept, or cause or approve the giving, offering, promising, requesting or accepting of, any benefit, to improperly influence any person to obtain or retain business or some other advantage.

2 Facilitation payments, secret commissions, money laundering and sanctions

- (a) Facilitation payments are typically minor, unofficial payments made to secure or expedite a routine government action by a government official or employee.
- (b) Secret commissions typically arise where a person or entity (such as an employee) offers or gives a commission to an agent or representative of another person (such as a customer) that is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.
- (c) Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.
- (d) Sanctions are measures imposed by governments that prohibit certain activities such as the import or export of specified goods and services or transactions with particular individuals or organisations.
- (e) Wesfarmers personnel, divisions and business units must not make facilitation payments, pay or receive secret commissions, engage in money laundering or undertake transactions that breach sanctions.

3 Gifts, entertainment and hospitality

- (a) Wesfarmers recognises that accepting or offering gifts, entertainment or hospitality of moderate value is customary and in accordance with local business practice.
- (b) The practice of accepting or offering gifts, entertainment or hospitality varies between countries, regions and industries. What may be normal and acceptable in one may not be in another. It is a matter to be approached conservatively and prudently by Wesfarmers personnel and each Wesfarmers Group company, division and business unit.
- (c) Wesfarmers prohibits the offering or acceptance of gifts, entertainment or hospitality in circumstances which could be considered to give rise to undue influence.
- (d) Gifts, entertainment or hospitality may only be offered or accepted where all of the following conditions are met:
 - (i) it is done only for the purpose of general relationship building;
 - (ii) it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
 - (iii) it complies with the local law of the jurisdiction(s) in which it is offered and accepted;
 - (iv) it is offered and accepted in an open and transparent manner;
 - (v) it does not include cash, loans or cash equivalents (such as gift cards, certificates or vouchers); and
 - (vi) applicable divisional requirements for approval, registration or otherwise have been complied with.
- (e) The Managing Director for each division must set limits on gifts, entertainment or hospitality which may be accepted or offered by a business or Wesfarmers personnel within that division which may include:
 - (i) establishing mandatory procedures for accepting and offering gifts, entertainment and hospitality such as requirements to obtain managerial or other approvals of, and register in the division's gift register, gifts, entertainment or hospitality where their value exceeds a certain monetary threshold ("gift threshold") and prior to them being accepted or offered; or
 - (ii) prohibiting the offering or acceptance of certain or any gifts, entertainment and hospitality entirely.
- (f) If the value of any gifts, entertainment or hospitality exceeds a set gift threshold requiring it to be approved and recorded in a division's gift register, the relevant Anti-bribery Officer may obtain further information from the relevant Wesfarmers personnel to verify that the conditions set out above have been met.
- (g) It may be a breach of this policy if gifts, entertainment or hospitality are provided to an individual or single organisation on multiple occasions. It may also be a breach of this policy if gifts, entertainment or hospitality are accepted in a context that makes the provision of them inappropriate (for example, the provider is in the process of a competitive tender for the relevant division/business unit). The Anti-bribery Officer should be consulted if there is any uncertainty about a gift, entertainment or hospitality received or to be offered.
- (h) Gifts, entertainment or hospitality must not be offered to, or accepted from, public or government officials or their associates, including politicians or political parties, without approval from the relevant Anti-bribery Officer.

4 Political and charitable donations

- (a) All dealings with politicians, public officials and government officers which relate to the Wesfarmers Group and its business activities must be conducted at arm's length and with the utmost professionalism to avoid any perception of attempting to gain an advantage.
- (b) Wesfarmers may choose to make donations to political parties because Wesfarmers believes this would enable any such political parties to perform their functions better and to improve the democratic process.

- (c) Political donations must not be made at business unit or divisional level. Any political donations must be authorised by the Wesfarmers Board and disclosed as required by law, and recorded in the Wesfarmers Group accounts.
- (d) The Wesfarmers Group may make charitable donations that are legal and ethical under local laws and practices. In some countries, charities can be used as a screen for illegal bribes. Accordingly, care must be taken to ensure that the charity or cause is legitimate.
- (e) A charitable donation may only be offered or made in accordance with the relevant divisional or business unit policy on charitable donations, and with the prior approval of the relevant Anti-bribery Officer. The Anti-bribery Officer may put in place standing authorities for managers to make donations to specified levels, provided that these are consistent with delegated authorities, are reviewed annually, and are made available to the division's auditors.
- (f) Refer to the **Donations and Sponsorship Policy** for other aspects of Wesfarmers' policy on donations.

5 Maintain accurate records

- (a) Accurate and complete records of all transactions, including dealings with third parties (including due diligence reports) must be prepared and maintained. No accounts may be kept "off the books" to facilitate or conceal improper payments.
- (b) All expenditure by Wesfarmers personnel, including on gifts, entertainment and hospitality, must be included in expense reports and approved in accordance with the relevant expense policy.
- (c) Internal control systems and procedures adopted to comply with this policy must be regularly audited by the General Manager, Group Assurance & Risk to provide assurance that they are effective in mitigating the risk of non-compliance.

6 Dealings with third parties

- (a) It is important that any Wesfarmers Group company proposing to engage a third party implements adequate procedures and controls to prevent the third party from engaging in improper or illegal conduct, and requires that the third party conduct itself appropriately, in all dealings with, for or on behalf of Wesfarmers. For these purposes, a "third party" includes actual or potential agents, distributors, suppliers, purchasers, consultants or contractors, or anyone who performs services for or on behalf of Wesfarmers (but does not include employees).
- (b) Certain third parties pose a higher risk of engaging or being involved in bribery or corrupt conduct when dealing with Wesfarmers or when acting on its behalf ("higher risk third parties"). Higher risk third parties include those that: operate in a jurisdiction or industry that has a higher risk of bribery and corruption; are owned or controlled by a government or public official; will come into contact with public officials when representing or performing services for Wesfarmers; or will act on behalf of Wesfarmers when dealing with other third parties.
- (c) The relevant Anti-bribery Officer is responsible for determining which third parties require specific additional anti-bribery controls ("higher risk third parties") and ensuring the identity of a higher risk third party and the additional controls required are notified to and implemented by relevant personnel. The Anti-bribery Officer will make that determination having regard to this policy, any relevant risk assessments, and the guidelines for identifying higher risk third parties issued by Wesfarmers from time to time. The categories of higher risk third parties must be regularly reviewed, updated, notified to relevant personnel and monitored by the Anti-bribery Officer following the processes above.
- (d) The relevant Anti-bribery Officer must ensure the specific additional anti-bribery controls set out in Part 1 of **Annexure C** are implemented in relation to all higher risk third parties.

7 Acquisitions and joint ventures

- (a) Prior to an acquisition of a new company or business, anti-bribery due diligence must be conducted and a due diligence report completed (which is available from Wesfarmers Corporate Solicitors Office). Detailed written records of those investigations must be retained.
- (b) Where a division/business unit has an existing interest in a joint venture, or is considering acquiring such an interest, the division/business unit must comply with the joint venture procedures in Part 2 of **Annexure C**.

8 Compliance with sanctions

- (a) Sanctions are measures imposed by governments to influence the behaviour of foreign governments or specific individuals and organisations by imposing restrictions such as travel bans, asset freezes and prohibitions on certain transactions.
- (b) Any Wesfarmers Group division, business unit or company proposing to engage a third party must undertake appropriate due diligence before doing so to manage this risk. A “third party” may include suppliers, purchasers, consultants, contractors, agents and distributors.
- (c) As sanctions can be imposed at any time, divisions must monitor current sanctions and review how they may apply to their operations including any proposed transactions.
- (d) The Anti-bribery Officer must ensure the sanctions controls set out in Part 3 of **Annexure C** are implemented.

9 Reporting breaches and suspicious behaviour

- (a) Wesfarmers personnel must report any suspected or actual instances of bribery or breaches of, or suspicious conduct in relation to, this policy. This includes behaviour that makes Wesfarmers personnel and others engaged in activities for Wesfarmers feel threatened or pressured to engage in improper conduct. Reports should be made:
 - (i) to the relevant Anti-bribery Officer; or
 - (ii) in accordance with the relevant divisional/business unit whistleblower policy or the Wesfarmers **Whistleblower Policy**.
- (b) Wesfarmers personnel who wish to raise a concern or report a breach may be worried about possible repercussions. Wesfarmers encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- (c) Wesfarmers is committed to ensuring no one suffers detrimental treatment as a result of refusing to engage in conduct that may constitute bribery or other conduct prohibited under this policy or raises a genuine concern in respect of any such conduct.
- (d) Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. Wesfarmers personnel who are subjected to such treatment should inform the relevant Anti-bribery Officer immediately. If the matter is not remedied, they should raise it formally in accordance with the Wesfarmers **Whistleblower Policy**.

10 Training of Wesfarmers personnel

To the extent applicable to their roles:

- (a) new Wesfarmers personnel will undertake training on this policy as part of their induction process; and
- (b) existing Wesfarmers personnel will receive regular training on this policy.

11 Consequences of a breach

A breach of this policy by Wesfarmers personnel may be regarded as serious misconduct, leading to disciplinary action, which may include termination of employment. Breach of this policy may also expose an individual to criminal and civil liability and could result in imprisonment or in the imposition of a significant financial penalty.

12 Implementation of this policy

Each division must:

- (a) appoint an Anti-bribery Officer, who will be responsible for:
 - (i) applying this policy and any divisional/business unit anti-bribery policy;
 - (ii) monitoring the effectiveness of relevant policies;
 - (iii) ensuring the division’s rules for gifts, entertainment and hospitality and higher risk third parties are communicated to relevant personnel; and
 - (iv) ensuring compliance with anti-bribery training requirements;

- (b) ensure that any divisional/business unit anti-bribery policy is reviewed by the Corporate Solicitors Office and the relevant Anti-bribery Officer prior to being implemented;
- (c) ensure that all Wesfarmers personnel are provided with a copy of the anti-bribery policy when they commence with the Wesfarmers Group, where applicable to their role;
- (d) ensure the anti-bribery policy is available to view and download from each divisional, company and business intranet site;
- (e) regularly conduct risk assessments that assess the bribery risk profile in the context of its business operations and its existing anti-bribery controls (including this policy), and must update its controls if required to ensure that they are proportionate to the risks faced; and
- (f) report breaches of the Anti-bribery policy in accordance with the Wesfarmers **Immediate Reporting Policy** and report annually on anti-bribery matters as required under Wesfarmers' **Compliance Reporting Policy**.

Annexure B – Potential Risks Scenarios: “Red Flags”

The following is a list of bribery and corruption “red flags” that may arise during the course of working for or providing services to the Wesfarmers Group. The list is for illustration only and is not intended to be exhaustive.

If you encounter any of the following, you must report them promptly in accordance with paragraph 8 of **Annexure A** of this policy.

1. You learn that a third party engages in, or has been accused of engaging in, improper business practices.
2. You learn that a third party has a reputation for paying bribes or requiring that bribes are paid to them.
3. A third party insists on receiving a commission or fee payment before committing to sign up to a contract with a Wesfarmers Group company or carrying out a government function or process for a Wesfarmers Group company.
4. A third party requests payment in cash and/or refuses to sign a formal agreement, or to provide an invoice or receipt for a payment made.
5. A third party requests that payment is made to a country or geographic location which is different to where the third party resides or conducts business.
6. A third party requests an (unexpected) additional fee or commission to “facilitate” a service.
7. A third party demands entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
8. You learn that a colleague has been taking out a particular supplier for expensive and frequent meals.
9. A third party requests that a payment is made to “overlook” potential legal violations.
10. A third party requests that a Wesfarmers Group company provide employment or some other benefit to a friend or relative.
11. You receive an invoice from a third party that appears to be non-standard or customised.
12. A third party insists on the use of side letters or refuses to put terms agreed in writing.
13. You notice that the Wesfarmers Group has been invoiced for a commission or fee payment that appears large given the service stated to have been provided.
14. You notice that internal accounting records are not accurately recording payments or are lacking in detail.
15. A third party requests or requires the use of an agent, intermediary, consultant, contractor, distributor or supplier that is not typically used by or known to the Wesfarmers Group company concerned.
16. You are offered a very generous gift or lavish hospitality by a third party.
17. You are asked to provide a gift or make a donation to a political party or charitable organisation shortly before the award of a project for which a Wesfarmers Group company has tendered.
18. A government employee asks you to make a cash payment to ensure or accelerate the performance of a routine government action (e.g. to process a visa application or grant a licence).
19. You are requested to cover the costs of a weekend holiday of a public official and their family.

Annexure C – Procedures for Third Parties and Joint Ventures

1 Higher risk third party procedures

Each Wesfarmers Group company, division and business unit must implement the following procedures before engaging “higher risk third parties” (see paragraph 6(c) of **Annexure A** of the policy):

- (a) communicate all relevant anti-bribery policies to the higher risk third party and obtain written confirmation that they have received and read them;
- (b) conduct due diligence enquiries in respect of the higher risk third party in accordance with procedures, and complete and retain a due diligence report in the form, approved and made available by Wesfarmers Corporate Solicitors Office;
- (c) raise any issues of concern or “red flags” identified in due diligence process with the relevant line manager and the relevant Anti-bribery Officer. Higher risk third parties must not be engaged unless those issues or “red flags” identified in due diligence can be or are satisfactorily resolved;
- (d) ensure that any contractual arrangements with the higher risk third party include terms approved by the Corporate Solicitors Office concerning anti-bribery and other issues addressed by this policy; and
- (e) ensure that processes and procedures to monitor and maintain oversight of the conduct of the higher risk third party are established in accordance with procedures approved by the relevant Anti-bribery Officer.

2 Joint venture procedures

The following procedures must be implemented on joint venture arrangements:

- (a) where the Wesfarmers Group effectively controls a joint venture, the joint venture must comply with this policy;
- (b) where the Wesfarmers Group does not have effective control of the joint venture, the Wesfarmers Group must exercise its influence to assist the joint venture to avoid improper conduct;
- (c) if a Wesfarmers Group company is considering acquiring an interest in a joint venture, the Wesfarmers Group company must:
 - (i) undertake sufficient due diligence to ensure that it is appropriate for the Wesfarmers Group to be associated with the joint venture, including completion of a due diligence report in the form approved and made available by Wesfarmers Corporate Solicitors Office;
 - (ii) raise any issues of concern or “red flags” identified in due diligence with the Corporate Solicitors Office and the relevant Anti-bribery Officer. Joint venture agreements must not be entered into if issues identified in due diligence cannot be satisfactorily resolved; and
 - (iii) ensure that any contractual arrangements with the joint venture partner include standard terms approved by the Corporate Solicitors Office concerning anti-bribery and other issues addressed by this policy; and
- (d) any Wesfarmers personnel engaged with a joint venture partner should pay attention to signs of improper conduct, and raise and report concerns where appropriate.

3 Sanctions procedures

Each Wesfarmers Group company, division and business unit must implement the following procedures before engaging third parties (see paragraph 8 of **Annexure A** of the policy):

- (a) use the tools provided by the division or Corporate Office, to conduct searches and due diligence enquiries to ensure that the proposed engagement with the third party will not breach sanctions;
- (b) record the enquiries conducted and the findings or outcomes;
- (c) raise any issues of concern or “red flags” identified in the due diligence process with the relevant

line manager and the Corporate Solicitors Office. The engagement with the third party must not proceed unless issues can be or are satisfactorily resolved;

- (d) as sanctions can be imposed at any time, conduct continuous monitoring of the engagement against current sanctions; and
- (e) ensure that team members involved in the engagement with the third party establish processes and procedures to monitor compliance.