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ANTI BRIBERY AND CORRUPTION POLICY AND PROCEDURES (ABC Policy)

POLICY STATEMENT	
Who does this policy apply to?	<p>This policy applies to MLA and its subsidiaries, its directors, officers and employees worldwide ("Employees") and any contractors, service providers, agents, distributors or other third parties ("Business Associates") engaged to provide services on behalf of MLA.</p> <p>The ABC Policy is based on internationally accepted best practice guidelines and applies in all jurisdictions where MLA does business. The ABC Policy must be adhered to in all MLA business dealings and transactions in all countries in which MLA, our Employees and Business Associates operate. It applies to all transactions with domestic or foreign government / public officials and transactions with private companies or persons.</p> <p>All of MLA's Employees and Business Partners are individually responsible for complying with the ABC Policy and any breach may lead to disciplinary action, dismissal or termination of contract.</p> <p>The ABC Policy will be communicated to all Employees within MLA and its subsidiaries, as well as relevant Business Associates.</p>
Policy statement	<ul style="list-style-type: none"> • MLA will not engage in bribery or corruption in any form, whether it involves individuals or companies in the public or private sector; • MLA will not directly or indirectly accept, request, agree to receive, promise, offer or give a bribe; • MLA will comply with all applicable anti-bribery and corruption laws in Australia and all other jurisdictions in which it operates; and • MLA will not permit Business Associates or any other third parties to pay bribes on its behalf. <p>MLA prohibits any act of bribery or corruption and applies a "zero tolerance" approach to violations of the ABC Policy by Employees and Business Associates. Any breach will be treated seriously and may result in disciplinary action, dismissal or termination of contract.</p> <p>All MLA business activities must be conducted in full compliance with the ABC Policy and all applicable anti-bribery and corruption laws.</p> <p>To the extent that laws and regulations in any countries in which MLA operates are more rigorous or restrictive than this ABC Policy, those laws and regulations should be followed.</p>
What is "Bribery" and "Corruption"?	<p>Bribery is:</p> <ul style="list-style-type: none"> • the offering, promising, giving, requesting, soliciting or accepting • of a payment, inducement, reward or anything of value • for an act or omission which is illegal, unethical or a violation of our internal policies,

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- which is given with the intention of obtaining or retaining business, or an undue advantage in the course of business, or with the intention that the recipient act improperly in some way.

Example: MLA invites a trade delegation from Indonesia to a conference. A member of the delegation is in a position to determine whether a particular Australian red meat supplier will win a lucrative contract in Indonesia. MLA arranges for this individual and his wife to have an all expenses trip to Australia, staying in a resort on the Gold Coast in exchange for his influence in the award of that contract.

Corruption is the misuse of public office or power for private gain.

Example: A public official appoints MLA to manage a research contract on behalf of a government department, even though MLA's credentials do not meet the required standards for the issue of the contract, in return for giving his son a summer job.

Bribes can be given in many forms and do not necessarily involve payments of cash. A bribe could be anything of value whether financial or non-financial, for example:

- **Kickbacks:** Where a percentage from a contract is improperly returned to the person awarding that contract.
- **Facilitation payments or "grease" payments :** Usually small, non-discretionary payments to government / public officials to speed up routine **administrative** processes (see more in Facilitation Payments section below).
- **Inflated commissions:** Where higher than normal commissions are paid as a reward for improper behaviour.
- **Political or charitable donations:** Can be used as bribes, e.g. making a donation to a political party in exchange for their support for legislation that is favourable to MLA's business or the Australian red meat industry or to a charity that is used to funnel money to local government officials.
- **Excessive or inappropriate entertainment:** Can be used to influence business contacts.
- **Expensive gifts:** Can be given to influence the recipient.

It is an offence for companies or individuals to **directly or indirectly** bribe another person, receive a bribe or bribe a foreign government official.

To "indirectly bribe another person" involves offering or giving something of value to a third party acting on your behalf, knowing or intending that the third party will go on to bribe another.

It is unlawful to offer a bribe, regardless of whether the offer is accepted or the benefit gained.

Facilitation payments

A facilitation payment is an unofficial cash payment to a government official, which is demanded or paid to enable or speed up a routine government process which the government official is already duty bound to perform e.g. processing papers or customs clearance.

Although certain jurisdictions, including Australia and the US, permit facilitation payments in very limited circumstances, the majority of anti-bribery and corruption laws do not distinguish between bribes and facilitation payments.

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MLA has adopted the highest international anti-bribery and corruption standards and therefore facilitation payments are not permitted.

- **Employees and Business Partners must not, directly or indirectly, offer, promise or give a facilitation payment to a government official.**

Where a person's physical safety or liberty would be at risk if a facilitation payment was not paid, you must:

- as soon as practicable report the request to your immediate manager or General Manager or MLA contact for Business Associates;
- obtain approval from the Managing Director or the Chief Operating Officer prior to making any payment if possible;
- if approval is granted, submit a payment report to the Group Risk and Compliance Manager at the conclusion of the process stating:
 - the amount paid;
 - date and purpose of payment;
 - why the payment was unavoidable;
 - recipient of the payment;
 - outcome / consequences of the payment.

If it is not possible, due to the threat of physical violence or detention, to seek prior approval in advance of making payment, you must report the payment and provide the above details to the Group Risk and Compliance Manager immediately thereafter.

Example: MLA is assisting a red meat supplier in exporting branded beef into Japan. The paperwork is accurate, complete and was filed on time, but the produce has not cleared through customs because of a delay at the government office processing the exportation documents. One of MLA's managers is anxious to assist with obtaining the clearance as time is of the essence for the supplier in exporting this beef. The MLA manager offers the relevant government office money to speed up the processing of the exportation documents.

This would be a breach of the ABC Policy. A facilitation payment has been made to a government official to speed up a routine governmental action.

Gifts and hospitality

MLA's *Code of Business Conduct & Ethics* permits MLA employees and Business Associates to accept invitations to reasonable corporate events that will help encourage good working relationships between MLA and its suppliers and to accept gifts which are of a nominal value and which are consistent with normal business practices and/or local customs. However:

- **Employees and Business Associates must never use gifts or hospitality to improperly influence the business decision-making process or cause others to perceive an improper influence.**
- **Always follow this ABC Policy when giving or receiving a gift or hospitality. This will explain what is prohibited and permitted and whether you need permission to give or accept gifts or hospitality.**
- **You must never give or accept:**
 - **cash or cash equivalents** (see further below)
 - **loans**
 - **travel and / or accommodation costs for family members**
 - **events or meals where you are not present; or**

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- **gifts or hospitality during periods when important decisions, regarding the award or retention of business, are being made.**
- **Gifts or hospitality to the value of AUD\$125 (or local equivalent) per person may be given or received in Tier 1 countries (see below) without prior written approval.**
- **Gifts or hospitality to the value of AUD\$75 (or local equivalent) per person may be given or received in Tier 2 countries (see below) without prior written approval.**
- **All other gifts or hospitality must be approved in writing in advance by your General Manager.**
- **All staff are required to record the giving and receiving of gifts and hospitality in the MLA Gift Register located on the MLA intranet in accordance with this policy and the associated guidelines attached as Annexure A.**

Tier 1 regions and countries include Australia, Canada, Chile, Hong Kong, Japan, Jordan, South Korea, Malaysia, New Zealand, Puerto Rico, Qatar, Singapore, Taiwan, the European Union, Turkey, UAE, the UK and the USA.

Tier 2 regions and countries include Argentina, Bahrain, Brazil, Bolivia, Cambodia, China, Colombia, Cuba, Dominican Republic, Ecuador, Egypt, El Salvador, Greece, Guatemala, Honduras, India, Indonesia, Iran, Israel, Kazakhstan, Kuwait, Kyrgyzstan, Mexico, Moldova, Montenegro, Morocco, Myanmar, Nicaragua, Oman, Panama, Peru, Russia, Saudi Arabia, Serbia, South Africa, Sri Lanka, Thailand, The Philippines, Ukraine, Uruguay, Venezuela and Vietnam.

Note: Tier 1 and 2 regions and countries were classified based on [Transparency International's](#) Corruption Perceptions Index.

The cost of any hospitality or gift must be kept within the limits set out above. Where a proposed gift or hospitality (given or received) is above the limit, you must seek **prior written approval** from your General Manager or seek advice from the Group Risk and Compliance Manager. When seeking approval, you should provide details of the intended recipient(s), the purpose of the gift or hospitality and the total value of gifts and hospitality provided to that individual in the last year. General Managers must retain a copy of the request and, if granted, their approval.

It is important to consider that a bribe could be made up of many small gifts or many occurrences of providing hospitality over a period of time.

MLA recognises that certain of the jurisdictions it operates in have a cash culture where, for example, travel costs for attendees at seminars or workshops are required to be paid in cash. Should this be the case, please contact your General Manager or seek advice from MLA's Group Risk and Compliance Manager to determine the circumstances in which such cash payments are permitted.

You must not try to hide improper gifts and hospitality by giving or receiving them through a third party.

You may be offered trips, study tours, holidays as part of a business incentive. In all cases, where such an offer is made, you must seek written permission from your General Manager and the Group Risk and Compliance Manager **prior to** accepting or indicating your willingness to participate in such an incentive. Detailed documentation must accompany this request, including the names of all participating persons, destination, duration and purpose of the event.

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Adult entertainment in connection with business is prohibited under all circumstances.

The occasional acceptance or offer of modest gifts and hospitality may be a legitimate contribution to good business relationships. There may also be times when refusing to accept gifts or hospitality or declining to provide them would be considered impolite, e.g. where it is local custom. Notwithstanding this, you must comply with this ABC Policy.

You should consider the following questions before accepting or offering a gift or hospitality:

- Could my acceptance or offer lead to an obligation on MLA, or imply such an obligation?
- Is this gift or hospitality event a 'reward' for the award or retention of business or a business advantage for MLA or its members?
- Does the gift or hospitality seem to be excessive or expensive in any way?
- Am I likely to breach any applicable laws?
- Would MLA or I be embarrassed if this gift or hospitality were to be reported in the press?

If the answer to any of these questions is yes, the gift or hospitality should not be offered or accepted. If you are in doubt, you should refuse to make or receive the gift or hospitality and/or seek advice from the Group Risk and Compliance Manager.

Example: MLA is involved in trade negotiations with Russia to achieve access for Australian beef in the market. The achievement of such access would significantly increase income and opportunity for exporters of Australian beef. The MLA employee negotiating with the individual in charge of market access decisions arranges for the individual and his wife to fly to Sydney for a luxury break. MLA did not subsequently achieve success in re-establishing import quotas.

This would be a breach of the ABC Policy. Although MLA did not achieve its goal, hospitality was used in an attempt to improperly influence the decision-making process.

Donations and sponsorships

- **All MLA sponsorships must be approved in writing by the Managing Director in advance.**
- **MLA prohibits its Employees and Business Associates from making donations to political parties or individual politicians on its behalf.**
- **As MLA is a not for profit organisation, it is not our practice, nor consistent with our objects, to make charitable donations. MLA will not provide charitable donations to organisations or individuals.**

As bribes can be concealed in the form of charitable, political, educational or other donations or sponsorships, you must not agree to make such payments on behalf of MLA unless you have prior written approval as set out above.

Sponsorships must only be made to organisations and not to an individual. MLA has a separate scholarship program for the award of stipends to individuals which are subject to separate rules and selection criteria. Prior to awarding sponsorships, research must be carried out to ensure that the organisation is registered as a corporate entity under the local country's laws, or is otherwise a legitimate entity. Due diligence must also be undertaken on the organisation itself and on its managers and representatives. The findings of such due diligence

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should be included in the project documentation when seeking approval for the sponsorship. Details of all sponsorships must be documented and processed through SAP for approval prior to payment being made.

We recognise the right of Employees and Business Associates as individuals to make political and charitable donations and sponsorships. This is permitted, subject to making it entirely clear that your donation is personal in nature and not made as a representative of MLA, and that your views and actions are your own. In addition, individuals are asked to give consideration to potential conflicts of interest in their professional capacity and their personal affiliations to political parties, charities or sponsorship beneficiaries.

Example: MLA, among others, is approached to manage a research program on behalf of a government agency. A senior MLA manager has dinner with the government employee in charge of deciding who should manage and conduct the research. During the dinner, the government employee indicates that MLA is more likely to be successful in its application to manage the program if a donation is given to the charity that his wife works for. As a result, the senior MLA manager makes a substantial payment to the charity in question, and MLA is awarded the contract.

This would be a breach of the ABC Policy. A donation to charity was given as a bribe in order to obtain an advantage for MLA.

***Working with
Government and
Government officials***

- **Whenever MLA deals with any national or local governments, government agencies, government or other public officials or public international agencies, our Employees and Business Associates must apply the highest ethical standards and comply with all applicable laws.**
- **Improper or secret payments or improper transfers of any value (including 'facilitation payments') made to government officials are prohibited.**
- **Improper payments or transfers of items of value made through intermediaries, or to a third party, while knowing that all or a portion of the payment will go directly or indirectly to a government official are prohibited.**
- **No one acting on behalf of MLA should exert, or attempt to exert, any improper or illegal influence on government officials.**
- **If asked to provide information in connection with a government or regulatory agency enquiry, you must always seek advice before responding and then ensure that all information provided is truthful and accurate.**

You should take extra care when dealing with government officials. It is against our ABC Policy to bribe any government official anywhere in the world. Most countries in the world have made it an offence to bribe their own government officials; many have also made it an offence to bribe a foreign government official. Under UK legislation, the definition of bribery includes a person making a payment with the intention of "influencing" a foreign government official, in their capacity as a government official, with the intention to obtain or retain business or an advantage in the course of business. This is a very low threshold – there is no requirement that the person paying the bribe intends the government official to act "improperly" in any way.

A "government official" is defined as:

- an officer or employee of a government or any department, agency or instrumentality thereof, including anyone who holds a legislative,

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- administrative or judicial position of any kind, whether elected or not, or who exercises a public function for or on behalf of a country or territory or for any public agency or public enterprise of a country or territory (e.g. civil servants, local government and the armed forces);
- an officer, agent or employee of a “public international organisation” (e.g. the United Nations, the World Bank, the European Commission);
 - any person acting in an official capacity for or on behalf of any government (or any department, agency or instrumentality thereof) or any public international organisation;
 - an employee of a company or other business entity in which a governmental body has an ownership interest and / or over which such governmental body may, directly or indirectly, exercise a dominant influence (e.g. state owned commercial enterprises);
 - a political party or a member of a political party or a candidate for political office; and
 - any person known or suspected to be a close family member or associate of any of the above, or companies who are controlled by close family members or associates of any of the above.

Example: MLA engages a media agency to assist in marketing Australian meat in the Middle East. MLA requires a licence from the local government for certain elements of the media campaign and the media agency applies for the licence on its behalf. MLA's campaign does not strictly meet the requirements under the licence application, but a local government employee agrees to overlook this issue in exchange for a payment. The agent informs MLA of this and makes the payment. The licence is granted.

This would be a breach of the ABC Policy by the agent and MLA. A Business Associate has been used by MLA to make an improper payment to a government official to influence his actions and cause him to act improperly for the benefit of MLA.

Working with Business Associates

- **MLA expects Business Associates to adopt a "no bribes" policy and to comply with this ABC Policy when conducting business on MLA's behalf.**
- **MLA forbids Business Associates and Employees from using third parties to undertake any activity that they are prohibited from engaging in under the ABC Policy.**
- **Prior to engaging Business Associates, due diligence must be performed to assess the bribery and corruption risk of working with them** (see further below).
- **Business Associates should be supervised and monitored to ensure they are complying with the ABC Policy. Where breaches are identified, immediate remedial action must be taken. This may require termination of the relevant contract.**
- **Payments must never be made through or to a Business Associates if you know or suspect that all or part of the payment will be used for a purpose that violates the ABC Policy.**
- **You must not allow Business Associates to represent MLA in high-risk situations without proper supervision, e.g. in dealings with government officials.**

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When undertaking due diligence on Business Associates prior to engagement, you must assess whether they:

- have any record or a reputation for corruption, including whether they are being investigated or prosecuted for any corruption-related offence, or have been convicted / sanctioned for such an offence
- have a reputation for corruption or other misconduct (such as modern slavery risks)
- have been disbarred from practice, if the third party is a lawyer or other professional, or
- are related or closely connected to a government official who will be involved with, or can influence the process for which, the third party has been engaged.

When engaging a Business Associate to act on behalf of MLA:

- compliance with the ABC Policy should be made a condition of the contract of engagement
- payments, especially commission based payments, must be reasonable and accurately reflect the value of the services to be provided by the Business Associate
- the Business Associate should have a proven track record in the business discipline and geographical location concerned
- we should know whether the Business Associate has any connections to government or government officials
- the services to be rendered by the Business Associate must be legitimate, and the nature of the services, as well as the price, must be accurately described in a written contract
- consideration should be given, together with MLA's Legal team, to the content of the written contract, which may need to include provisions such as: covenants and undertakings from the Business Associate that it will not engage in bribery or corrupt activity; reasonable access for MLA to the Business Associate's books and records; annual compliance certifications; payment restrictions; termination rights; and covenants that the Business Associate will indemnify MLA from breaches of applicable anti-bribery and corruption laws, if allowed by such laws, and
- payments should not be made to unnamed accounts or offshore locations unconnected with the Business Associate or the country where the work is carried out, unless there are genuine and legitimate reasons for doing so.

Example: MLA has an office in Korea. It has made an error in failing to keep the corporate register up to date and may be subject to a significant fine. MLA engages a consultant to advice. MLA is aware that the consultant's wife is a close family member of the regulator and asks him to use his influence with the regulator to minimise any fine MLA may have to pay. The consultant reaches an agreement with the regulator that MLA will pay a reduced fine if a portion of the reduction is paid directly to the regulator.

This would be a breach of the ABC Policy. MLA has asked a Business Associate to influence a government official in the conduct of their duties. Due diligence checks may have revealed that this consultant was a high bribery and corruption risk, requiring a greater level of oversight by MLA Management.

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Documentation and recordkeeping	<p>Many businesses have faced sanctions in the past for offences such as failing to maintain accurate books and records, for false accounting and for misleading auditors. If a bribe is described as a "consultancy payment", this in itself could constitute an offence, leading to significant fines for MLA.</p> <ul style="list-style-type: none"> ● MLA requires all of its businesses to maintain accurate books and records. ● Accurate and complete records of all business transactions must be kept: <ul style="list-style-type: none"> ○ in accordance with generally accepted accounting principles and practices, ○ in accordance with MLA's accounting and finance policies, and ○ in a manner that reasonably reflects the underlying transactions and events. <p>It is the responsibility of all Employees to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents is promptly reported to the appropriate member of the senior management team of the relevant MLA entity, and corrected.</p>
Bribery and corruption red flags	<p>The following 'red flags' are some common indicators of bribery and corruption (note: this list is not exhaustive):</p> <ul style="list-style-type: none"> ● A request for abnormal cash payments ● Pressure exerted for payments to be made urgently or ahead of schedule ● Requests for commission payments which do not match the level of services being provided by Business Associates ● Payments being made through unrelated third parties / offshore countries / family members ● Expensive gifts being given or received ● A colleague who is reluctant to take time off (even if ill) or who insists on dealing with specific Business Associates him / herself – they may be worried that improper activity or an improper business relationship will be uncovered if someone else takes over their workload ● Abuse of the decision-making process or delegated powers in specific cases ● The failure of government officials or customers to follow their own required processes (including contracting processes) when contracting with MLA ● Invoices being agreed to in excess of contractual terms without reasonable cause ● Missing documents or records regarding meetings or decisions ● Internal procedures or guidelines not being followed ● Making funds available for high value expenses relating to Business Associates e.g. charities or school fees.
Legislation and standards	<p>All MLA business activities must be conducted in full compliance with the ABC Policy and all applicable anti-bribery and corruption laws including, but not limited to, the Commonwealth of <i>Australia Criminal Code Act 1995</i>, the <i>UK Bribery Act 2010</i> and the <i>US Foreign Corrupt Practices Act 1977 (FCPA)</i>.</p> <p>Under the <i>UK Bribery Act</i>, a company can be prosecuted for failing to prevent its employees, or any third party acting on the company's behalf, from paying bribes to obtain or retain business for the company, or a business advantage for the company.</p> <p>Some countries have laws (e.g. the US FCPA and UK Bribery Act) which grant prosecutors authority to prosecute bribery and corruption offences whether the</p>

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	offence occurs within or outside their borders provided there is some link to the prosecuting jurisdiction.
Consequences of breaching this policy	If you fail to follow the ABC Policy, you put yourself, your colleagues and MLA at risk, and your act or omission may result in disciplinary action, dismissal or termination of contract. In addition, you and MLA could be committing a serious criminal or civil offence, which may result in a large fine for MLA, confiscation of assets and imprisonment or a fine for you and anyone else involved.
Asking questions and disclosing concerns	<p>If you have any queries in relation to the ABC Policy or the applicable laws, please contact:</p> <ul style="list-style-type: none"> • a General Manager; • the Human Resources Manager; • the Group Risk and Compliance Manager • the Company Secretary; or • the Managing Director. <p>If you suspect, or believe that the <i>Code of Business Conduct and Ethics</i> or the ABC Policy has been, or is being breached, you have an obligation to report your concerns to someone who can deal with the situation. You must not ignore your concerns. Immediately contact any of the individuals listed above.</p> <p>If you do not wish to report directly to the individuals listed above, you are able to make a report to MLA's independent and confidential external whistleblowing hotline called STOPline – 1300 30 45 50 (in Australia); +61 3 9811 3275 (outside Australia) – (please refer to the <i>Whistleblower Policy</i> for more information).</p>
Reporting breaches	All significant and material breaches to the ABC Policy will be reported to the Audit, Finance and Risk Committee.
Guidelines	An <i>ABC Policy Management Guidelines</i> has been developed to assist MLA Board members, General Managers, International Business Managers and staff in operationalising the provisions of the ABC Policy. It is not intended to replace such provisions and to the extent of any inconsistency, the policy provisions shall prevail.

Approval			
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