



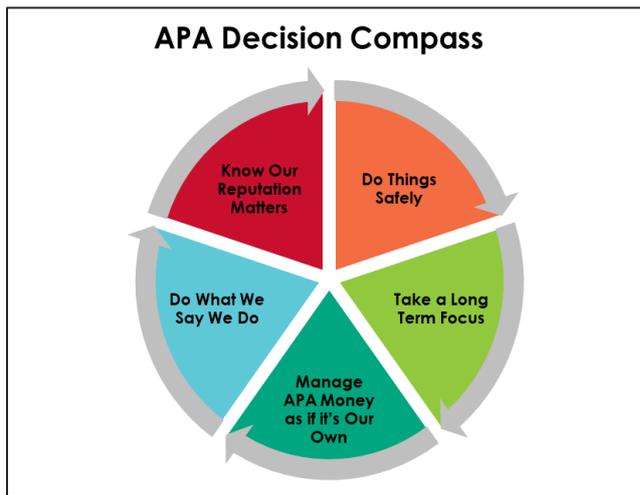
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Anti-Bribery and Corruption Policy

1 Purpose

This Anti-Bribery and Corruption Policy (**Policy**) is one of a number of policies and codes implemented to foster a culture of compliance and responsible, ethical decision-making within APA Group (**APA**). APA has zero tolerance for bribery or corrupt activity in any form.

2 Decision Compass



APA is committed to conducting its business and activities with integrity. This includes preventing, detecting and eliminating bribery and corruption.

The Policy supports decision making as part of the APA Decision Compass under the segments "**Do What We Say We Do**" and "**Know our Reputation matters**".

3 Scope

This Policy applies to all APA employees, directors, contractors, consultants, suppliers and other third parties acting on our behalf across the APA Group.

For the purpose of this Policy, these are collectively referred to as **APA personnel**.

Gifts and entertainment, political donations, charitable contributions and sponsored travel have the potential to be misused for improper purposes such as influencing decisions or obtaining preferential treatment. Therefore the requirements of this Policy must be considered together with the requirements of the *Gifts and Other Benefits Policy* and the *Sponsorships and Political Donations Policy*.

4 Objectives

APA is subject to national and international laws prohibiting bribery and corruption. As an ASX listed entity this also includes ASIC and ASX corporate governance principles and requirements.

The objectives of this Policy are to:



- Ensure APA at all times complies with anti-bribery and corruption law and requirements set out under this Policy and applicable to the jurisdictions in which APA operates.
- Set out the responsibilities of APA and APA Personnel in preventing, detecting and eliminating bribery and corruption.
- Define unacceptable behaviour in relation to bribery and corruption.
- Provide information and guidance on how to recognise and deal with instances of bribery or corruption.

5 Definitions

Item	Definition
Bribery	Offering, promising, giving, accepting or soliciting an advantage as an inducement for an action which is improper, illegal, unethical or a breach of trust.
Corruption	A dishonest activity or business practice in which APA personnel act contrary to the interests of APA or abuse a position of trust in order to receive a personal gain or an advantage for themselves, another person or another entity.
Due Diligence	Is the process of ensuring sufficient enquiries have been made to understand the bribery, corruption and any associated integrity risks associated with entering into a transaction with a third party or new business venture or investment.
Facilitation Payments	Unofficial payments (usually small amounts) to a public official to secure or expedite a routine action or service to which an individual or company is entitled.
Private Bribery	Bribery or corrupt practices (including secret commissions) not involving public officials or government agencies.
Public Bribery	Bribery involving a public/government official or a party performing a public function or responsibility
Public Official	An official or employee of a government, government department, public body, government owned enterprise, political party, or person who holds a position created by custom or convention, or who holds themselves out to be an authorised intermediary of a public official or department. A relative or associate of such public official.
Secret Commission	A benefit given, offered, received or solicited, that has not been disclosed to a principal and which was offered or received as an inducement or reward, to influence favour or gain an advantage.

6 Key Requirements

APA prohibits bribery or corruption, in any form, whether direct or indirect or whether public bribery or private bribery. This includes facilitation payments.



APA will maintain an Anti-bribery and Corruption program that includes:

- Top level commitment.
- Procedures (i.e. monitoring, review, reporting, due diligence and disciplinary).
- Risk assessment of third party suppliers.
- Communication and training.
- Reporting channels.

APA personnel must not, whether for the benefit of APA, themselves or any other party:

- Offer or receive a bribe, corrupt payment, secret commission or any other undue or improper advantage.
- Engage in bribery or corruption (i.e. corrupt activities or business practices).
- Make or comply with a request for a facilitation payment.

Requests for bribes (including facilitation payments and secret commissions) must be reported immediately to a member of the APA executive team and the Head of Risk and Compliance/Group Compliance Manager.

6.1 Facilitation Payments

Facilitation payments are prohibited. APA personnel receiving requests for facilitation payments must:

- Refuse the request.
- Notify a member of the APA Executive Team as soon as practicable.
- Notify the Head of Risk and Compliance/Group Compliance Manager.

Any such incidents should be reported at the first available opportunity so they can be investigated and if appropriate relevant authorities notified.

6.2 Gifts and Other Benefits

Gifts and entertainment, political donations, charitable contributions and sponsored travel may only be given or received in accordance with the requirements of the '*Gifts and Other Benefits Policy*' and the '*Sponsorships and Political Donations Policy*'.

6.3 Energy investments, Acquisitions and Third Parties

Improper conduct by a third party, including contractors, suppliers, agents, joint venture partners or business partners may damage APA's reputation and expose APA to criminal and civil liability.

APA will not enter into or continue a business relationship with a third party that does not behave in a manner that is consistent with this Policy.



Where APA has energy investments with other third parties and has majority ownership or operational control, the entity must adopt the key requirements of this Policy.

Where APA does not have majority ownership or operational control, APA is committed to the requirements set out in this Policy.

Where a new investment or business venture is proposed, prior to commitment by APA, appropriate measures (such as contractual assurances and due diligence) must be in place that consider bribery and corruption risk.

6.4 Third Party Due Diligence

Prior to entering into a new procurement agreement with a third party, the APA contract owner is responsible for ensuring appropriate bribery, corruption and integrity due diligence enquiries have been completed on the transaction and the third party.

What is considered appropriate will depend on the nature of the transaction and the reputation of the third party, but may include:

- Integrity screening using databases/tools, online searches etc.
- Questionnaires.
- Formally communicating the standards of conduct required by APA, including providing a copy of Our Code and Policies where necessary.
- Incorporating appropriate anti-bribery and corruption clauses in agreements and contracts.

As part of due diligence enquiries for a new third party procurement agreement, the reputational risk to APA must be considered more broadly with respect to the third party and its business activities.

6.5 Sanctions and Money Laundering

APA prohibits the making of any payment or engaging in any transaction that is in breach of Sanctions Law or any forms of money laundering in connection with its business activities.

6.6 Record Keeping

Accurate and auditable records of all APA transactions, payments and expenses must be maintained in accordance with generally accepted accounting principles.

When recording or reporting transactions, payments, expenses or accounts relating to APA's business, it is prohibited to do so in any way that distorts or disguises the true nature of the transaction or expense.



7 Key responsibilities

Position	Responsibility
Audit and Risk Management Committee (ARMC)	The ARMC oversees the design of the Anti-bribery and Corruption Program and approves the Anti-bribery and Corruption Policy. The ARMC also receives reports of material breaches of this Policy.
Executive Management	Encourages a culture of compliance with the Policy. Receives and actions reports of solicited bribes and Facilitation Payments including ensuring details are made available to the Head of Risk and Compliance/Group Compliance Manager. Approves cash gifts and benefits in accordance with the Gifts and Other Benefits Policy ensuring consistency with this Policy.
Group Compliance Manager	Maintains and reviews compliance with the Policy and program, ensuring material breaches are reported to the ARMC. Ensures APA managers and personnel receive appropriate training on bribery and corruption risks.
APA personnel responsible for new acquisitions and business ventures	Ensure appropriate third party due diligence is completed for bribery and corruption risks
Contract Owner (Procurement)	Ensure appropriate third party due diligence is completed for bribery and corruption risk
APA personnel	Read, understand and comply with the Policy and key requirements, report non-compliance, report requests for bribes/facilitation payments, keep appropriate and accurate payment records

8 Raising a concern

APA encourages open communication and relies on APA personnel to speak up where they have concerns about any activity that may be a violation of this Policy. Concerns should be raised with your people leader, another leader, or if you don't feel comfortable raising your concern with anyone at APA, or wish to remain anonymous, APA's Whistleblower Line (STOPline).

The ARMC will be kept informed of any material breaches of this Policy.

9 Non-compliance with this Policy

Failure to comply with this Policy may result in disciplinary action, which in the case of:



- Employees may result in disciplinary action as per the APA Disciplinary Action Policy up to and including dismissal; and
- Non-Employees, subject to the terms of their contract, may result in their contract being terminated by APA

Conduct in violation of this Policy may also breach applicable anti-corruption laws and result in criminal or civil penalties, including fines and imprisonment.

10 Communication and training

APA will ensure all APA personnel are informed about this Policy. A copy of this Policy will be publicly available on APA's website.

Appropriate APA personnel (as determined by the Group Compliance Manager) will receive training on this Policy.

11 Reviewing this Policy

This Policy is to be reviewed at least every two years to ensure it is operating effectively and confirm whether any changes are required.

12 Related policies/ procedures/ forms

- Code of Conduct (our code)
- Conflicts of Interest & Related Party Transactions Policy
- Delegation of Authority Policy & Table of Delegated Limits of Authority
- Disciplinary Action Policy
- Document Execution Policy
- Fraud Prevention Policy
- Gifts and Other Benefits Policy
- Sponsorships and Political Donations Policy
- Group Compliance Policy
- Procurement Policy
- Whistleblower Policy
- Risk Management Policy