



Make a *Difference*

# Anti-Bribery and Corruption Policy

Initial Issue Date: May 2013

Reviewed: May 2018





### INTRODUCTION

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Through innovation, initiative and operating excellence, Ricegrowers Limited, together with its associated entities and complementary businesses (collectively, the “**SunRice Group**”, “**we**”, “**our**” or “**us**”), develops great tasting and nutritious foods that excite and satisfy consumers all over the world.

### POLICY STATEMENT

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An integral part of our business culture is to behave in a responsible, honest and ethical way when dealing with all of our stakeholders (customers, suppliers, employees, consumers and the community). We are committed to acting in accordance with anti-bribery and corruption laws and regulations in all our global locations. We do this not just because it is the law but because it is the right thing to do.

The SunRice Group will not tolerate any acts, attempted acts, or involvement with any form of bribery or corruption. The zero tolerance approach extends to the conduct of all external parties who perform services for and on behalf of the SunRice Group.

### PURPOSE

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Apart from it being against our SunRice Group values, a failure to meet Anti-Bribery and Corruption standards can result in reputational damage, penalties and fines, court action, personal liability (including jail terms), loss of business and other disabling consequences.

The purpose of this Anti-Bribery and Corruption Policy (ABC Policy) is to:

- ensure that you are aware of and understand the SunRice Group’s Anti-Bribery and Corruption values and commitment; and
- provide you with practical guidance on how to meet those commitments.

### SCOPE

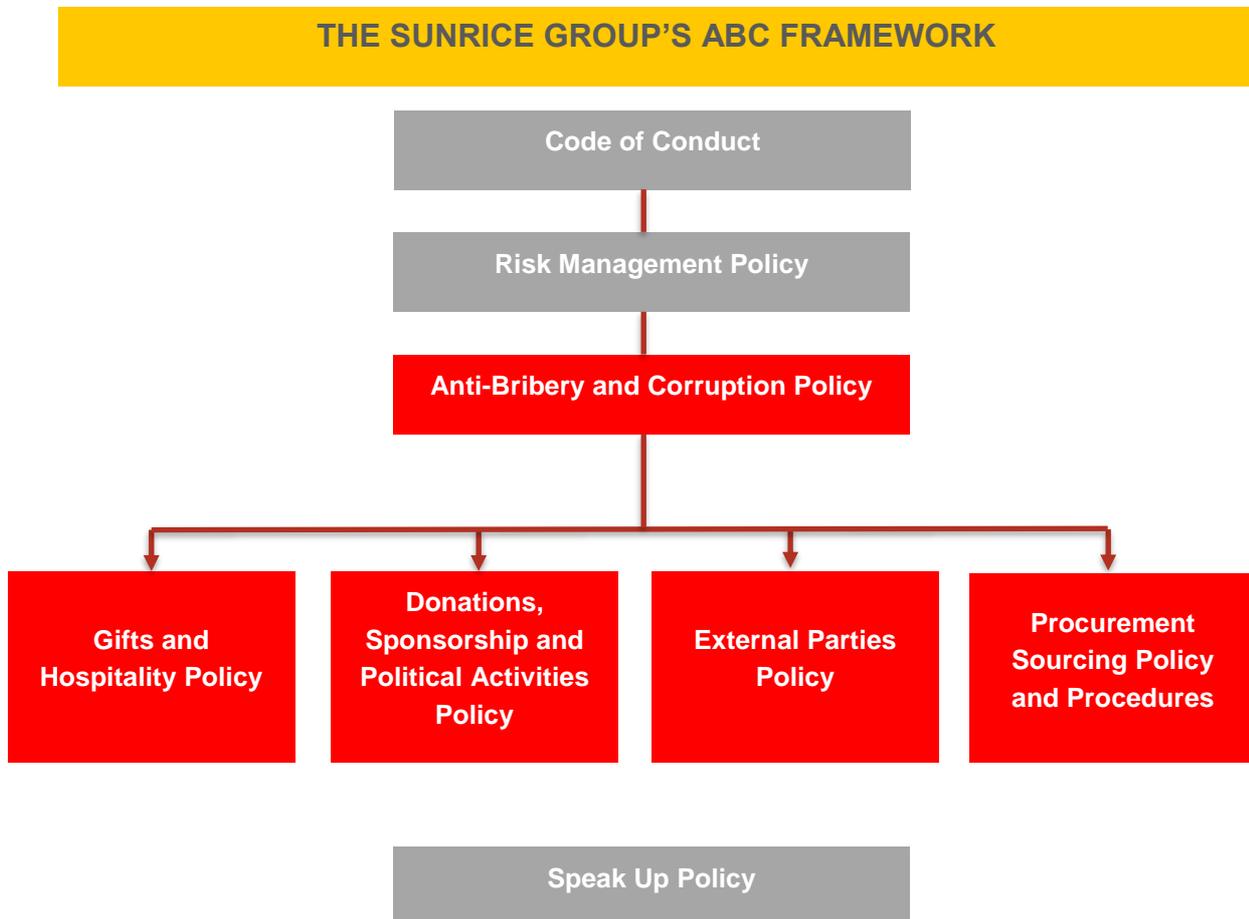
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The ABC Policies apply to all:

- companies in the SunRice Group;
- joint venture and other business partners of the SunRice Group; and
- directors, officers, employees and contractors of the SunRice Group.

The ABC Policies apply regardless of whether you are working for a member of the SunRice Group in Australia or overseas. The SunRice Group expects all external parties with whom the SunRice Group does business to act ethically and in accordance with this ABC Policy.

This Anti-Bribery and Corruption Policy should be read in conjunction with the following SunRice Group sub-policies (ABC Policies).



## POLICY

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### WHAT IS BRIBERY?

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Bribery is the act of offering, promising, giving, requesting or accepting a benefit with the intention of influencing a person to do, or not do, something which would provide you or the SunRice Group with a business advantage that is not legitimately due. It doesn't matter if the bribe is offered or paid directly or through an intermediary. For example, an offence may still be committed if an agent is used to offer or receive the bribe or if a bribe is offered to an associate, or family member, of a person who is sought to be influenced.

Bribes are anything of value. They can be in the form of money but they may also be non-monetary. Examples include:

- discounts;
- gifts;
- positions of employment or contracts for services;
- use of materials, facilities or equipment;
- entertainment, transportation or lodging;
- lavish corporate hospitality;
- political or charitable contributions;
- loans;
- gift cards;
- favours; and
- secret commissions.

You must **NOT** offer, promise, pay, request, or accept a bribe of any kind, in any form, either directly or indirectly.

A list of **RED FLAGS** indicative of bribery and corruption are set out in Annexure A.

## FACILITATION PAYMENTS

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The SunRice Group does **NOT** allow facilitation payments in any jurisdiction. A facilitation payment is a small payment made to secure or expedite the performance of a routine action to which the payer already has a legal or other entitlement. An example of a request for a facilitation payment is a public official who asks for a US\$20 payment to speed up the process of obtaining a licence for the SunRice Group. This kind of small bribe, usually requested by low level officials to secure or expedite the performance of a routine action, is also referred to as a 'grease' payment.

You are prohibited from making facilitation payments no matter what jurisdiction you are operating in. If you are asked to make a facilitation payment, you must refuse and promptly report the incident to the SunRice Group's General Counsel at: [ABCreporting@sunrice.com.au](mailto:ABCreporting@sunrice.com.au).

If, however, in refusing to make the payment you think your safety will be compromised, you should make the payment. As soon as it is safe to do so, you must report the incident to the General Counsel.

### How to say no

Where your safety is **NOT** a concern, if you are asked to provide a facilitation payment or bribe:

- question the legitimacy of the request and explain that you don't believe you are required to make the payment;
- explain the SunRice Group's zero tolerance approach toward bribery and corruption in any form, your obligation to report the request to the SunRice Group, and that the request may be in breach of both local and international laws;
- you may also like to explain that the SunRice Group does not provide cash to its employees and that it requires an invoice for all legitimate charges which are then paid electronically;
- you should **NOT** pay a bribe or facilitation payment from your own money;
- you could request a receipt or other official documentation if the payment is legitimate and/or ask to speak to the person's supervisor (this should assist in dissuading any illegitimate requests);

- always be polite, understanding and respectful. Be patient, as the official requesting the payment may become anxious as time passes and less likely to insist on the payment.

## YOUR ROLE AND RESPONSIBILITIES

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We all have an important role to play in ensuring a zero tolerance approach to bribery and corruption. The SunRice Group's General Counsel has overall responsibility for the administration of the ABC Policies.

Management across the SunRice Group has ultimate responsibility for ensuring that the ABC Policies are effectively communicated to employees and that adequate systems and controls are designed and are operating effectively:

- Annexure B outlines the SunRice Group's anti-bribery and corruption monitoring, review and reporting channels; and
- Annexure C outlines the SunRice Group's ABC training programme.

Additional specific training may be required for individuals performing roles that involve high-risk activities. Each manager must ensure that their direct reports complete the required training. Compliance with the ABC Policies will be audited from time to time.

### What are your responsibilities?

You are responsible for your own individual compliance with the ABC Policies.

#### You must:

- know and understand your obligations under the ABC Policies;
- complete the required anti-bribery and corruption training;
- make all necessary or desirable reports in accordance with the ABC Policies (for example, report any gifts that you receive in accordance with the Gifts and Hospitality Policy);
- not ever feel pressured to violate any law, policy or ethical standard;
- behave in a professional and ethical manner at all times; and
- take personal responsibility for reporting all concerns and potential violations, incidents or breaches in accordance with the Speak Up Policy.

If you have any questions about your compliance responsibilities, please contact the SunRice Group's General Counsel.

## RECORD KEEPING AND DOCUMENTATION

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It is an offence under Australian Law and other international laws to falsify accounting documents. This includes falsification of accounts and financial records such as receipts and invoices.

You must ensure that your record keeping and documentation is accurate and complete. No accounts may be kept "off-book" and no improper payments can be disguised or concealed as legitimate payments.



## WHAT ARE THE CONSEQUENCES OF NON-COMPLIANCE?

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There are serious consequences for non-compliance with the ABC Policies which may include:

- disciplinary action, up to and including termination of your employment; and/or
- personal liability under the laws of one or more jurisdictions that may result in criminal prosecutions, imprisonment and/or fines.

If the SunRice Group finds out that an external party with whom it does business has not complied with the ABC Policy, it may terminate its business relationship and/or report the non-compliance to external regulators.

In addition to the ABC Policies, additional resources are available for employees operating in high risk jurisdictions. See for example, the "Tips for High Risk Situations" at Appendix D.

Please contact the SunRice Group's Legal Team to discuss other resources and support.

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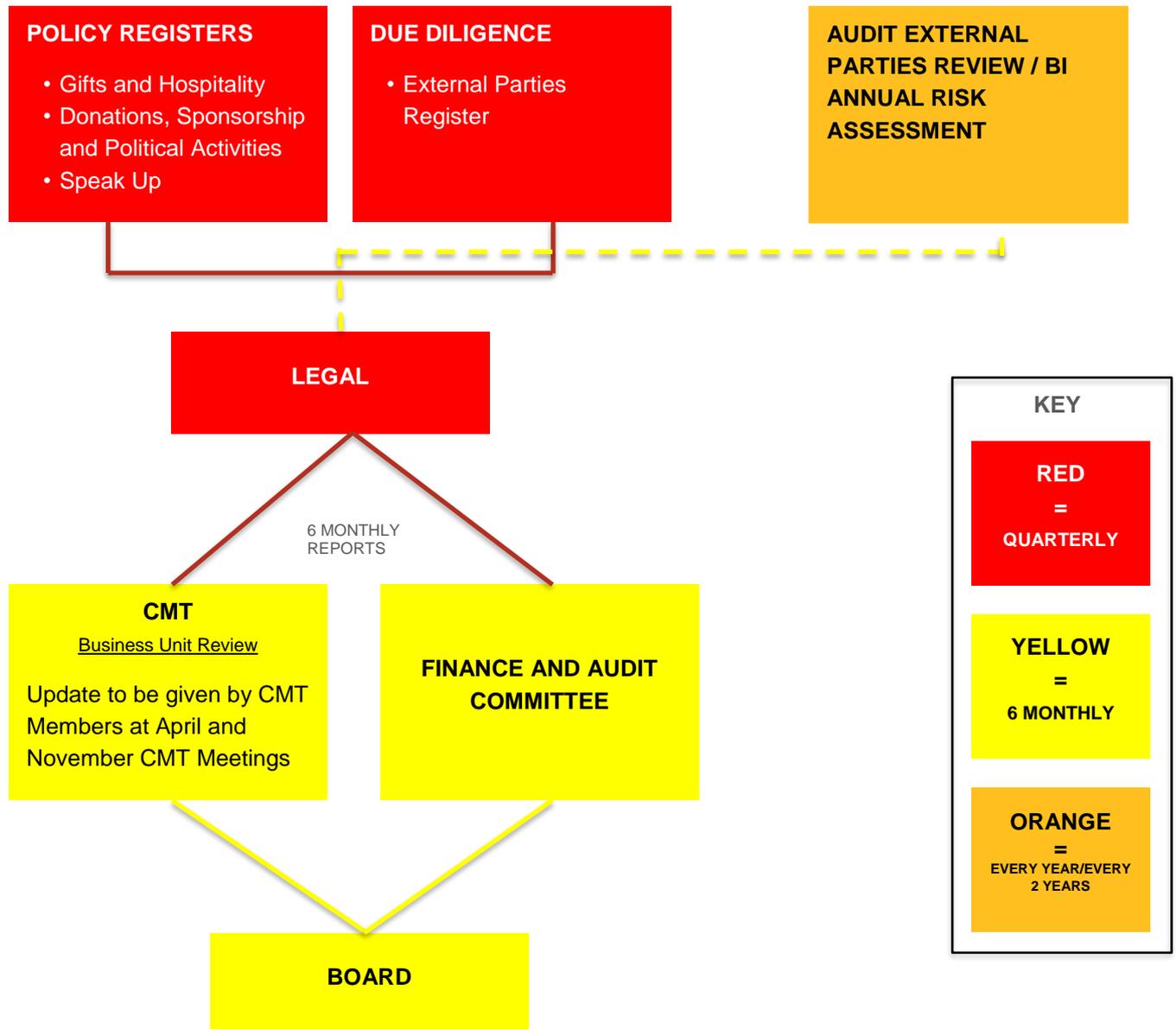
## ANNEXURE A – RED FLAGS

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Bribes come in many different forms. These **RED FLAGS**, included for your guidance, can be indicative of bribery.

- You learn that an external party engages in, or has been accused of engaging in, improper business practices.
- You learn that an external party has a reputation for paying bribes, or requiring that bribes are paid to them.
- An external party insists on receiving a commission or fee payment before committing to sign a contract with the SunRice Group, or carrying out a government process for the SunRice Group.
- An external party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for payment made.
- An external party requests that a payment be made in a country, or geographic location, different from where the external party resides or conducts business.
- An external party requests an unexpected additional fee or commission to “facilitate” a service.
- An external party demands lavish entertainment or gifts before commencing or continuing contractual negotiations, or the provision of services.
- You learn that a colleague has been taking out a particular supplier, or potential supplier, for very expensive and/or frequent meals.
- An external party requests that a payment is made to “overlook” potential legal violations.
- An external party requests that the SunRice Group provide employment, or some other advantage, to a friend or relative.
- You receive an invoice from an external party that appears to be non-standard or customised.
- An external party insists on the use of side letters or refuses to put terms agreed in writing.
- You notice that the SunRice Group has been invoiced for a commission or fee payment that appears large given the service provided.
- An external party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the SunRice Group.
- You are offered an unusually generous gift or offered lavish hospitality by an external party.
- You learn that an external party used to be a government or public official, or is a family member of a politically exposed person.

## ANNEXURE B – THE SUNRICE GROUP’S MONITORING, REVIEW AND REPORTING CHANNELS



## ANNEXURE C – THE SUNRICE GROUP’S ABC TRAINING PROGRAMME

Low Risk Roles	Medium Risk Roles	High Risk Roles
<p>Employees who do not have any work related interactions which come within the classification criteria.</p>	<p>Employees who:</p> <ul style="list-style-type: none"> <li>• negotiate contracts with 3<sup>rd</sup> parties less than U\$50,000;</li> <li>• manage ongoing relationships with 3<sup>rd</sup> parties with a contract value of less than AU\$50,000;</li> <li>• have dealings with a country with a Corruptions Perceptions Index 2015 risk perception rating of 41-100 (Medium Risk);</li> <li>• have a CAPEX approval limit less than AU\$50,000; or</li> <li>• have a general procurement limit of less than U\$50,000.</li> </ul>	<p>Employees who:</p> <ul style="list-style-type: none"> <li>• interact with foreign public officials;</li> <li>• negotiate contracts with 3<sup>rd</sup> parties above AU\$50,000;</li> <li>• manage ongoing relationships with 3<sup>rd</sup> parties with a contract value of more than AU\$50,000;</li> <li>• approve transactions and payments with potentially inherently high bribery and corruption risk such as agency payments, political contributions and charitable donations;</li> <li>• have dealings involving a</li> <li>• country(ies) with a Corruptions Perceptions Index 2015 risk perception rating of 0-40;</li> <li>• conduct capital procurement or tendering procedures;</li> <li>• have sales and marketing responsibilities;</li> <li>• are involved in interactions with domestic public officials (e.g. lobbying, licensing, regulatory inspections);</li> <li>• Have a CAPEX approval limit of more than AU\$50,000; or</li> <li>• have a general procurement limit of more than U\$50,000.</li> </ul>
<p>Online training on induction only</p>	<p>Online training every two years.</p>	<p>Alternate online and face to face training each year</p>

## ANNEXURE D – TIPS FOR HIGH RISK SITUATIONS

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### How to identify a high-risk situation

The SunRice Group has operations in many jurisdictions, some of which pose a higher risk of bribery and corruption than others. When doing business in some of these jurisdictions, nearly every encounter you have with third parties (in either the public or private sector) can pose a risk. Such encounters can include:

- liaising with government officials regarding a licence or other approval (such as passing a regulatory inspection);
- negotiating a deal in the private sector; or
- making a decision, e.g. selecting a candidate or site, on the basis of a local recommendation.

Keep in mind that it may be expected that a deal or application will be sweetened or accompanied by a facilitation payment. This is particularly relevant in jurisdictions where locals receive a relatively low income and their salary is traditionally supplemented by such payments.

### What you need to do

It is important that you undertake your own due diligence on a jurisdiction generally, as well as on the specific people and organisations you will be interacting with. This includes understanding local laws and customs. This will allow you to differentiate between properly payable fees and disguised requests for bribes or facilitation payments.

### Know who you are doing business with

Make sure you have reviewed and are familiar with the SunRice Group's External Parties Policy and that any due diligence required by the Policy has been completed.

You should know:

- who you are meeting with?
- who do they represent, and what is their position?
- what do they do, what does their department /company do?
- why you are meeting with them / what is their purpose in the business transaction?
- do they have any close connections (e.g. political connections) that may present a red flag?
- what is their / their department or company's reputation? Is there any local knowledge that might present **RED FLAGS**?
- will they engage others to assist in the process? If so, you need to find out the same thing about these other parties.

## Meetings

**Always prepare for meetings by considering the check boxes below.**

Please contact a member of the SunRice Group's Legal Team if you have any questions or would like to discuss any matters that may arise during the course of your meeting preparation.

It is particularly important to speak with a member of the SunRice Group's Legal Team if you identify **RED FLAGS** and / or have concerns about a meeting you need to attend.

The Legal Team will be able to talk through your concerns so that you can formulate a planned approach to the meeting.

You are strongly encouraged to take another SunRice Group employee to any such meetings.

If during the course of the meeting, **RED FLAGS** are identified you must call a member of the SunRice Group's Legal Team to discuss your concerns promptly following the meeting.

Question	Yes/No
Do you understand what a bribe is?	
Do you understand what a facilitation payment is?	
Do you know who you are meeting with?	
Are they in a high risk area (e.g. Police)?	
Have you met with them in the past?	
Do you know what they do?	
Do you have any concerns about their reputation?	
Do you have any concerns about their business partners or close connections?	
Do you know what the purpose of the meeting is?	
If your meeting is in the context of obtaining any form of government approval or license, do you understand the process you are going through?	
Are any fees or payments required?	
If so, do you know what they are for?	

## Your Safety is Paramount

If you are asked to make a payment (or provide something else of value) and you think your safety will be compromised if you refuse, **you should make the payment**. As soon as it is safe to do so, please report the incident to the General Counsel.



### How to say no

Where your safety is **NOT** a concern, if you are asked to provide a facilitation payment or bribe:

- **Question** the legitimacy of the request and explain that you don't believe you are required to make the payment (use your research to support this);
- **Explain** the SunRice Group's zero tolerance approach toward bribery and corruption of any form, your obligation to report the request to the SunRice Group, and that the request may be in breach of both local and international laws;
- You may also like to explain that the SunRice Group does not provide cash to its employees and that it requires an invoice for all legitimate charges which are then paid electronically;
- You should **NOT** pay a bribe or facilitation payment from your own money.
- **Request** a receipt or other official documentation if the payment is legitimate (this should assist in dissuading any illegitimate request), or to speak to the person's supervisor.

You should always be polite, understanding and respectful. Be patient as the official requesting the payment may become anxious as time passes and less likely to insist on the payment.

### Speak Up!

Remember at SunRice we take all reports seriously and any report you make will be treated with confidence to the maximum extent possible. Please refer to our **Speak Up Policy** for more information.

If you have any suspicions, concerns or queries regarding a payment made, please raise this with your General Manager and also the SunRice Group's General Counsel.

In the event that a bribe or a facilitation payment is requested from, or offered to you, the request / offer must be refused and the incident promptly reported to your General Manager and also to the SunRice Group's General Counsel.



## Anti-Bribery and Corruption Policy

### DOCUMENT CONTROL

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Version	Date	Step Taken	Responsible Individual
1	May 2013	Original Policy Implemented	Erin Nash – Contracts and Compliance Manager
2	June 2016	Policy Updated	Chantal Freeman
3	April 2018	Policy Updated	Kate Coper General Counsel
4	September 2018	Policy Approved	CMT

Next Review Date: September 2020