

# Anti-Bribery and Anti-Corruption Policy

We may vary this policy at any time. A reference to this policy in any document refers to this policy as amended from time to time.

## 1. Policy Application

This policy applies to Paper Australia Pty Ltd (ABN 63 061 583 533) and all its subsidiaries, including Opal Packaging Australia Pty Ltd (ABN 77 636 682 883) and Opal Packaging New Zealand Limited (NZBN 9429047752900) and those companies operating under the business name "Paper Products Marketing" (together referred to in this policy as 'Opal'), and to Opal's directors, officers, employees and contractors, agents as well as any other representatives who act for and on behalf of Opal ("team members").

Opal aims to only work with business partners who embrace standards of behaviour consistent with Opal's. Opal expects its business partners (including contractors and sub-contractors, distributors, suppliers, licensees or other types of business partners) to observe this policy when producing or distributing products for, or when providing services to Opal. Opal also expects its business partners to establish and maintain appropriate management systems for the requirements in this policy, and to actively review, monitor and (where relevant) modify their management processes and business operations to ensure they align with the requirements of this policy.

## 2. Policy Objective

This policy is designed to uphold Opal's zero tolerance approach to public and private sector bribery and corruption. The benefits to Opal of this approach include customer and reputational credibility and business partner confidence.

Opal is committed to conducting its business and activities with honesty, integrity and fairness. To achieve this objective, Opal will not engage in corrupt business practices and will:

- maintain appropriate measures to prevent, detect and mitigate the risk of bribery and corruption by any person to whom this policy applies; and
- at a minimum, comply with all Applicable Laws.

This policy should be read in conjunction with all other relevant Opal policies and procedures, including Opal's Code of Conduct.

This policy cannot address or anticipate every circumstance and Applicable Law, so if you have any queries about this policy, you should contact your Manager, a Senior Manager or a member of Opal's Legal Team for assistance.

## 3. Definitions

In this Policy, unless the context requires otherwise, the following terms have the meaning set out below:

**Applicable Laws** means all anti-bribery and anti-corruption laws and regulations which may apply to Opal and those to whom this policy applies whether due to the place where the relevant business activity is occurring, or otherwise. This includes, without limitation:

- the *Australian Criminal Code Act 1995* (Cth);
- the *Foreign Corrupt Practices Act 1977* (US); and
- all other anti-bribery and anti-corruption laws and regulations that apply in the places in which Opal carries on business.

**business courtesies** are any item of value which a person or organisation provides to another for no cost for example, gifts, hospitality and entertainment. In this context, "**gifts**" are items (for example, a

bottle of wine or tickets to an event).

**Facilitation Payment** means an unofficial payment or other inducement provided to a Government Official to secure or expedite a legitimate, routine function that the Government Official is ordinarily obliged to perform.

**Government Official** means:

- any officer or employee, appointed or elected, of a local, state, regional, federal, or multi-national government, or any department, agency, or ministry of a government including any government-owned or controlled entity;
- any individual acting in an official capacity for or on behalf of a government agency, department, ministry or public international organisation;
- entities that perform a government function (such as air or seaport, utility, energy, water or power);
- any officer or employee of a public international organisation;
- a political party, party official or any candidate for political office;
- any person who holds themselves out to be an authorised intermediary of a government official; or
- any member of a royal family (although such individuals often lack formal authority, they may otherwise be influential in advancing Opal's business interests either through partially owning or managing state-owned or state-controlled companies).

"**hospitality**" and "**entertainment**" involve the friendly reception and entertainment of guests, ranging from light refreshments at a business meeting to restaurant meals, events such as theatre, sporting or cultural events and sponsored travel and accommodation.

If you have any concerns as to whether an individual is a Government Official, you should contact your Manager, a Senior Manager or a member of Opal's Legal Team for assistance.

## 4. Principles

### 4.1. Corrupt payments prohibited

Bribery is unlawful in all countries in which Opal operates. There are potentially serious consequences for a contravention of these laws, including significant financial penalties and reputational consequences for the companies involved, and significant financial penalties and /or imprisonment for the individuals involved.

Bribery is the giving, offering, promising, accepting, requesting or authorising of a benefit as an inducement for an action which is illegal, unethical, improper or a breach of trust, in the course of business. Corruption refers to any dishonest activity in which an Opal team member or business partner acts contrary to Opal's interests and abuses his or her position of trust, office or influence in order to achieve some personal gain or advantage for themselves or for another person or entity. It includes offering or receiving bribes or kick-backs.

A bribe may take many forms, including monetary and non-monetary, for example:

- Cash;
- Cash equivalents (eg. gift cards, cheques, shares);
- Gifts;
- Extravagant entertainment or hospitality;
- Travel and accommodation;
- Political or charitable contributions;
- Loans;
- Personal favours, including e.g. offers of employment; and
- Sponsorship.

Opal prohibits bribery and corruption, in any form, whether direct or indirect and whether in the private or public sector.

This means you must **NOT**:

- provide, offer to provide, accept or request any bribe, kick-back, secret commission, corrupt or other irregular payment in any form, whether **directly or indirectly**;
- provide (or offer to provide) any benefit (such as money, gifts, hospitality, favours, etc.) with the

intention of influencing another person to make a business decision in Opal's favour or to otherwise perform their duties improperly;

- accept (or request) any benefit that is provided or offered with the intention that you should make a business decision in another company's favour, or otherwise perform your duties improperly;
- engage in any form of corrupt business practice, whether for the benefit of Opal, yourself or another party; or
- make any form of Facilitation Payment.

You must report any request for a bribe or Facilitation Payment promptly and in accordance with the processes in section 6 of this policy.

## 4.2. Gifts and hospitality

Opal recognises that, in some countries, accepting or offering business courtesies is customary and normal local business practice. However, regardless of value, business courtesies must never be offered, authorised, provided, requested or received in circumstances where it may be reasonably perceived as intending to unduly or improperly influence an agent, business partner, or Government Official or other entity with which Opal does business. For example, team members who are in a position of direct or indirect influence on the outcome of a negotiation or tender should ensure that there is no potential improper connection or appearance of such a connection, between any business courtesies and the business opportunity in question.

It is Opal's policy that the offering or acceptance of business courtesies by authorised employees is only acceptable where it:

- is done for the purpose of general relationship building only and there is a legitimate and justifiable business purpose;
- is reasonable or modest in value, and not considered lavish or extravagant by local standards;
- is provided infrequently, and always in connection with a proper business purpose;
- cannot be reasonably construed as an attempt to improperly influence the recipient in the performance of their role or function;
- is never given or received to influence or obtain an unfair advantage – either explicitly or implicitly – or in circumstances that might create an actual or apparent conflict of interest. This means that business courtesies should not be given to a Government Official, commercial entity, or individual when a contract or regulatory decision is pending with that official, entity, or individual;
- complies with the local law of the relevant jurisdiction;
- is provided or received in an open and transparent way;
- does not include cash (or cash equivalents such as shares, gift vouchers etc.), drugs or other controlled substances, entertainment of a sexually explicit or similarly inappropriate nature, personal use of accommodation or transportation, and payments or loans to be used to purchase personal property; and
- complies with Opal's Gift and Entertainment Procedure (see below).

The practice of giving business courtesies and taking part in corporate hospitality events is a matter to be approached conservatively and prudently by Opal personnel, and when in doubt discussed with your Manager, a Senior Manager or a member of Opal's Legal Team for assistance.

To ensure transparency, where an authorised employee offers, promises, gives or accepts a business courtesy, the team member must promptly and accurately record that business courtesy in the Gift and Entertainment Register in accordance with the Gifts and Entertainment Procedure below.

## 4.3. Gifts and Entertainment Procedure

### 4.3.1. Recording business courtesies on the Register

#### ***Cash gifts not permitted***

In no instance should cash or any cash equivalent (such as gift vouchers or loans) be offered or accepted as a gift.

#### ***Business courtesies worth more than \$100***

Where you (or someone on your behalf) offer, give, promise or accept any business courtesy worth more than AUD\$100 (or local currency equivalent), or reasonably estimated to exceed AUD\$100 (or local

currency equivalent), that business courtesy must be recorded on the Gift and Entertainment Register (the Register) within five business days after the business courtesy is offered, given, promised or accepted.

The Register can be found on Opal's intranet site under Legal & Secretarial.

### **Business courtesies worth more than \$500**

If you (or someone on your behalf) offer, give, promise or accept any business courtesy worth more than AUD\$500 (or local currency equivalent), or reasonably estimated to exceed AUD\$500 (or local currency equivalent), then you must obtain prior written approval for that business courtesy from the CEO or Company Secretary, or in the case of companies operating under the business name "Paper Products Marketing" approval must be sought from the Sales Director – Opal Australian Paper. If approval is received, then you must also record that business courtesy on the Register within five business days. If it is not possible to obtain prior written approval then retrospective approval must be sought, including providing reasons as to why it was not possible to obtain prior written approval.

### **Business courtesies offered to a Government Official**

The offer of any business courtesy to a Government Official (as defined in the Anti-Bribery and Anti-Corruption Policy) is generally prohibited. However, in the event of an Opal special commemorative or celebratory occasion(s)/event(s) a gift for a nominal amount may be given to a Government Official, provided it is first referred to the CEO for prior approval, and must be recorded on the Register, irrespective of its value and whether it is accepted or declined.

#### Example:

*In the instance of a launch of a strategic Opal project, a commemorative gift may be given as part of the table setting at the breakfast launch.*

### **Calculating value of business courtesies**

When calculating the value of a business courtesy, consider the total value paid (or, if this is unknown, the total reasonably estimated value). You should not apportion value between Opal staff and persons from other organisations. This is to ensure complete transparency and ease of administration.

#### Example:

*You host a meal for two individuals from another organisation. In addition to the two guests, you are accompanied by a colleague from Opal. The total value of the bill for all four people is AUD\$195. You should record this in the Register at the full value (AUD\$195) even though it might be argued that the proportion enjoyed by the third parties was only AUD\$97.50 (if the total was split equally).*

For the avoidance of doubt, any gifts, hospitality and entertainment given by Opal to its employees in recognition of their genuine work performance do not need to be recorded on the Register.

Managers will be responsible for confirming compliance with this procedure, and if a team member fails to do so, this will be taken into consideration in any performance review.

### **4.3.2. Series of business courtesies**

If a series of business courtesies you give to, or receive from, the same person(s) or organisation exceeds (or is estimated to exceed) AUD\$500 in any 12 month period, then you must not give to or accept from that person or organisation any additional business courtesies unless you have approval from the CEO or Company Secretary, or in the case of companies operating under the business name "Paper Products Marketing" approval must be sought from the Sales Director – Opal Australian Paper.

In all instances, the total amount of the business courtesies given or received must be recorded on the Register within five business days after the date on which the applicable financial threshold is reached. You must create a single record detailing all instances once AUD\$500 is reached, rather than individual records of each instance. If you have previously recorded any item on the Register included in the AUD\$500 total, you should cross-refer to that item when recording all instances together.

### **4.3.3. Exceptions**

You do not generally need to record trivial or incidental items (such as teas and coffees) on the Register. However, there may be instances where recording such items on the Register is appropriate, for example, Opal announces a material competitive tender two days after enjoying coffee with a key contact from one of the tendering companies. You should exercise sensible discretionary judgement in deciding whether or not to record trivial or incidental items on the Register. If you are in doubt, please discuss

the situation with your Manager, a Senior Manager or the Company Secretary.

#### 4.3.4. Completing the Register

The following information is required when completing the Register, which is located on Opal's intranet site under Legal & Secretarial.

Receiving business courtesies	Offering business courtesies
<ul style="list-style-type: none"><li>• Date Received</li><li>• Name, Position and Business Unit of Recipient</li><li>• Name of Giver and Organisation (who is giving you the gift / hospitality / entertainment)</li><li>• Description of gift / hospitality/ entertainment</li><li>• Value (\$)*</li><li>• Reason for acceptance</li><li>• What will happen to gift / hospitality / entertainment</li><li>• Name and position of approving manager (if required)</li><li>• Approval obtained (Yes, No or N/A)</li><li>• Date you received approval (if required)</li></ul>	<ul style="list-style-type: none"><li>• Date Offered</li><li>• Name, Position &amp; Business Unit of Offeror</li><li>• Name of Receiver and Organisation (who are you offering the gift / hospitality / entertainment to)</li><li>• Description of gift / hospitality / entertainment</li><li>• Value(\$)*</li><li>• Reason for offering</li><li>• Name and position of approving manager (if required)</li><li>• Approval obtain (Yes, No or N/A)</li><li>• Date you received approval (if required)</li></ul>

*\* If the value of the gift, hospitality or entertainment is unknown, specify a value that you think a reasonable person would place on the gift, hospitality or entertainment.*

#### 4.4. Government Officials

Opal expects you to exercise a high degree of caution in relation to the offering of business courtesies to Government Officials.

While there may be a legitimate and justifiable business purpose for the giving of a business courtesy to a Government Official, the practice has the potential to create the impression that Opal may have sought to improperly influence the official to achieve an improper advantage or obtain preferential treatment.

The offer of any business courtesy or other personal favour or assistance to a Government Official must be referred to the CEO for prior approval, and must be recorded in the Gift and Entertainment Register irrespective of its value and whether it is accepted or declined.

#### 4.5. Political Donations

Opal does not make political donations to any political party, politician or candidate for public office unless the donation has been approved in advance by Opal's Board.

Donations of this nature must always be made in accordance with applicable laws and regulations, accurately recorded and accounted for in Opal's books and records, and comply with Opal policies.

Payments or donations for the purpose of improperly influencing a political party, politician or candidate for public office are never permissible.

##### Attendance at Political Functions

Attendance at political party functions is permitted where there is a legitimate business reason and attendance has been approved in advance by the CEO. Records of attendance (and the cost of

attendance) must be recorded by the Company Secretary.

## 4.6. Political Lobbying

Opal engages in debate on policy and shares its view on policy matters which relate to Opal's business with both government and non-government organisations. This activity may only be done by authorised personnel authorised by the CEO and must be done in a manner consistent with Opal's Code of Conduct and this policy.

## 4.7. Charitable Donations and Sponsorships

Opal may make voluntary, financial or in-kind contributions to legitimate not-for-profit organisations and charities ("**charitable donations**") or undertake sponsorships that are legal and ethical under Applicable Laws, regulations and practices.

No charitable donation worth more than AUD\$500 may be offered or be made on behalf of Opal without the prior approval of the Executive Committee.

Charitable donations and sponsorships must be accurately recorded and accounted for in Opal's books and records, and comply with Opal's policies.

When making a donation or entering into a sponsorship agreement, care must be taken to ensure that the charity or sponsored party is legitimate, reputable and financially solvent, not politically or ethically controversial, and is not being used as a scheme to conceal bribery or a conduit to divert funds to unintended beneficiaries.

## 4.8. Dealing with Local Representatives

It may, in certain circumstances, be necessary to engage a local representative acting as an agent or business partner, to represent Opal's interest.

Opal remains responsible for the acts of its local representatives and, therefore, any local representative must be chosen with care following the process set out below:

- the representative's background, experience, associations, reputation and qualifications must be thoroughly checked;
- assessment and documentation of the business rationale for engaging the agent or business partner (and documentation of the specific services to be provided in the contractual terms);
- the representative must be made aware of, and agree in writing to comply with this policy and the Code of Conduct;
- the fees payable to the representative must be reasonable for the services that have been rendered and must not provide any incentive to act improperly; and
- the appointment of the representative must be documented in a written agreement and must contain suitable anti-bribery and anti-corruption clauses, performance monitoring, audit and inspection rights to ensure compliance, and termination rights for failure to comply with local laws.

The appointment of a local representative must be approved by the CEO following the satisfactory completion of the process set out above.

Examples of 'red flags' which may indicate a high-risk transaction or relationship include:

- excessive commissions to agents, particularly those acting on Opal's behalf in interactions with Government Officials or entities;
- unreasonably large discounts to third party distributors;
- 'Consulting agreements' that include only vaguely-described services;
- entities that are shell companies incorporated in an offshore jurisdiction and / or requests for payment to be made to offshore bank accounts; or
- close associations between an agent or business partner and a relevant Government Official, or involvement of the agent or business partner at the express request of a relevant Government Official.

## 5. Prevention Strategies

### 5.1. Risk Assessment

From time to time and in the usual course of business, Senior Managers of Opal's business divisions must

assess the vulnerability of their business to the risk of bribery and corruption. Where bribery and corruption risks are identified, they should be managed in line with Opal's established risk management framework.

## 5.2. Accurate Books and Record-Keeping

All payments, expenses and receipts must be accurately and transparently documented in Opal's books, records and overall financial reports. Team members must ensure that:

- any payment they submit for approval is accompanied by complete and accurate documentation;
- they do not approve payment requests (including those for payment of agents or business partners) which are not accompanied by complete and accurate documentation; and
- they do not make an entry in any book, record or report that distorts or disguises the true nature of any transaction.

This includes all business courtesies, charitable donations, and payments made to agents and business partners.

## 5.3. Effective Monitoring and Control

Senior Managers of Opal's business divisions must take the necessary steps to maintain an effective system of internal controls and monitoring to prevent, identify and mitigate bribery and corruption risks. This must include education and training of employees, particularly those in locations that represent a heightened risk of bribery or corruption.

If requested, Senior Managers of Opal's business divisions must be able to provide a sign off to the CEO as part of the annual management representation process that:

- the business has assessed the vulnerability of its operations to the risk of bribery and corruption;
- the business has put appropriate controls and monitoring in place to prevent bribery and corruption;
- those most exposed to the risk of bribery or corruption have completed the relevant compliance training; and
- the business is able to make a declaration that there have, to the best of their knowledge, been no alleged or substantiated instances of bribery or corruption that have not otherwise been reported to the Executive Committee or Company Secretary.

## 6. How To Raise A Concern

All Opal directors, employees and contractors or any other party representing Opal have a responsibility to help prevent, detect and report suspected instances of bribery and corruption and any other suspicious activity or wrongdoing in connection with Opal's business. Opal is absolutely committed to ensuring that all persons have a safe, reliable, and confidential way of reporting any such activity.

Opal will maintain multiple channels that facilitate the reporting of any suspected incidence of bribery or corruption. If you suspect a violation of this policy, you may report the issue or your concern to your Manager, a Senior Manager or a member of Opal's Legal Team.

If for some reason it is not appropriate to report, or you do not feel comfortable reporting, the matter to your Line Manager or a Senior Manager, then you may wish to report it to:

- CEO;
- Company Secretary;
- internal legal counsel; or
- through Opal's external Whistleblower Line.

If you do wish to make a report through Opal's external Whistleblower Line this must be done in accordance with Opal's Whistleblower Policy, which may provide certain protections to the discloser. Opal's Whistleblower Policy is available on Opal's intranet site on the "Policies" page. So as not to prejudice or hinder any further investigation, you should not discuss your suspicions with the alleged offender.

## 7. Consequences Of Breaching This Policy

A breach of this policy is a serious matter which can give rise to severe ramifications and will be investigated by Opal.

Disciplinary action will be taken against anyone who breaches this policy, which may include termination of employment and business relationship.

Breaches of this policy may also, depending on the circumstances, constitute a breach of law, in which case such action will be referred by Opal to law enforcement agencies. This may expose individuals involved in the breach to serious criminal and / or civil liability, including imprisonment or significant financial penalties, in addition to any penalties incurred by Opal itself.

Breaches of this policy may also lead to significant reputational consequences for Opal.

Where corruption is established and loss or damage has been sustained as a result, Opal may take appropriate action to recover that loss or damage.

## **8. Review Of This Policy**

This policy will be reviewed from time to time as may be required having regard to changes in law, corporate governance expectations and the circumstances of the Opal group.