

Anti-bribery and Corruption Policy

1. Introduction and Purpose of this Policy

This policy applies to SHAPE Australia Corporation Limited and its related bodies corporate, pursuant to the Corporations Act 2001 (Cth) ("**SHAPE**").

SHAPE believes that the construction industry must strive to create a fair and equitable system for all industry participants.

We will continuously work to create, monitor and improve initiatives to deal with the important issues of bribery and corruption in our construction supply chain in a way that is consistent with the core values of our business. We are committed to ethical dealings with everyone who encounters our business.

The purpose of this Policy is to set out:

- a) The standards for how our people, including all people with whom we engage for the purposes of procuring goods, performing work or providing services, are expected to engage in ethical business practices and comply with all applicable Commonwealth, state and territory laws which impose anti-bribery and corruption obligations
- b) That SHAPE's directors, senior leadership team (SLT) and employees are expected at all times to act consistently with the principles set out in this Policy

2. Guiding principles of conduct

SHAPE employees are expected to conduct activities in accordance with the following principles:

- a) Safety is the first priority
- b) Respect and comply with laws and regulations
- c) Conduct business ethically and fairly
- d) Comply with SHAPE policies and procedures
- e) Demonstrate leadership with meaningful action when non-conformances occur
- f) Discourage behaviours that do not align to SHAPE's core values
- g) Help each other to create a constructive culture
- h) Be aware of and report actual or potential conflicts of interest
- i) Do not disclose confidential information
- j) Treat everyone equally and with respect
- k) Utilise SHAPE equipment, tools and assets appropriately
- l) Strive to achieve sustainable outcomes
- m) Do not make unauthorised public statements or political donations on behalf of SHAPE

3. Governance

SHAPE's approach to governance contains four main tenets:

1. We continuously monitor our processes and the processes of the parties we deal with so that any activities which amount to, or may amount to, bribery or corruption are identified and promptly reported. This includes, but is not limited to situations where:

- a) A request or demand is made to SHAPE that would result in a third party receiving an improper financial benefit or other advantage; or
 - b) SHAPE or a SHAPE employee stands to receive improper financial benefit or advantage as a result of a demand or request made by a SHAPE employee, or offer to a SHAPE employee by a third party.
2. We accurately record all payments made or received by SHAPE. Further, all financial transactions must be authorised in accordance with our *Limits of Authority*.
 3. We provide a safe avenue for reporting and guidance on the protection of people (both our own employees and third parties) through our *Whistleblower Protection Policy*.
 4. We provide all assistance reasonably requested of us to comply with relevant laws concerning bribery and corruption. This includes assisting with investigations and requests received from regulatory authorities as well as third parties conducting internal investigations.

4. Bribery and Corruption

SHAPE employees must not engage in any conduct which could reasonably be considered to amount to bribery or corruption. Bribery or corruption occurs where one person offers another person a benefit or an incentive which:

- a) Is intended to induce someone to behave improperly (or reward someone for behaving improperly);
- b) Is intended to influence someone in their business or official capacity, so as to obtain an improper benefit or advantage ;
- c) The person making the offer knows or believes would be improper; or
- d) Is intended to improperly expedite a routine process. SHAPE employees must not engage in any conduct that is intended to result in SHAPE receiving an improper benefit or advantage (for example, in its dealings with clients or potential clients), or which may result in a subcontractor or supplier receiving an improper benefit or advantage (for example, by accepting a bribe or other improper offer from a third party).

Bribery and corrupt conduct can take many forms and are not limited to the offers of cash or gifts. Improper incentives can include offers of employment, entertainment, the performance of unpaid or unreasonably discounted work, access to exclusive commercial opportunities, the use of assets (e.g. leisure assets such as boats, accommodation and hospitality venues), loans, travel, charitable donations or political contributions.

5. Personal use of SHAPE Subcontractors and Suppliers (Supply Chain)

We recognise that within the construction industry there is a risk of unethical or other improper dealings within contractor supply chains.

We also recognise that our staff will often develop close working relationships with our supply chain and that there will be occasions where our employees wish to work with our supply chain 'outside of SHAPE' – for example, on personal projects or on private ventures.

While SHAPE accepts these relationships 'outside of work', we are committed to ethical dealings with our supply chain. SHAPE employees must not use their position to gain any improper benefit or otherwise influence the behaviour of SHAPE's supply chain outside of the work environment.

SHAPE employees must disclose any proposed service or supply arrangements with SHAPE supply chains that exist or arise outside of SHAPE related work. SHAPE employees who choose to use SHAPE subcontractors and suppliers must obtain written approval from their General Manager.

6. Giving and receiving gifts and entertainment

SHAPE employees must not offer, provide or accept gifts or entertainment which could reasonably be considered to impair effective judgement, improperly influence a business decision or create a sense of obligation on the part of any person who may deal with SHAPE (whether a client, contractor, subcontractor, Government official or otherwise). SHAPE's internal financial controls and approval

processes around offers of gifts and entertainment to third parties are designed to prevent the making of any improper gifts. Our employees are provided with further guidance through SHAPE's *Expenses Policy*.

7. Reporting

You must notify either your General Manager or a member of the SLT at SHAPE promptly if you believe or suspect that there may be any instances of bribery or corruption within SHAPE's operations or supply chain or any other breach of this policy. This may also be notified anonymously in accordance with the Whistleblower Protection Policy.

Material actual or suspected breaches of this policy will be immediately reported to the Company's Board or a committee of the Board.

8. Consequences of Breach

Any failure to comply with this policy may have serious consequences. Individuals may face disciplinary action which may include instant dismissal. Where third parties are involved, we may cease working with those third parties. Criminal conduct will be reported to the appropriate authorities.

9. Review of this Policy

The Board will review this Policy every two years. This Policy may be amended by resolution of the Board.

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