

## Anti-Bribery and Anti-Corruption Policy

### **A message from Managing Director and CEO, Nigel Garrard**

Orora is a global leader in packaging and visual communication solutions. Our business is highly regarded and the integrity of our operation is one of Orora's most important assets.

We all have a part to play in protecting the reputation of Orora and we do this through our strong culture of integrity and ethical conduct. In short, Orora does what is right, and places a premium on being a responsible corporate citizen that conducts its business in accordance with internationally accepted practices and procedures.

No matter where we are located, and what role we perform, the Orora Values – Teamwork, Passion, Respect and Integrity – guide our behaviours and the way we work. The Orora Anti-Bribery and Anti-Corruption Policy describes how we put the Orora Values into practice. It explains our commitment and expectations towards our stakeholders, and provides guidance for all our team members and anyone else who acts on behalf of our company.

This Policy has been designed to help you make responsible business decisions and perform your duties to the very best of your ability. It is not intended to be a comprehensive guide. It does however, provide the core principles to help you resolve the ethical and legal issues you may encounter as part of your role.

Please read the Policy carefully, as it is an important resource that will help you maintain trust and strengthen relationships with our customers, partners, suppliers and the local community. You should also ensure you are familiar with the Orora Code of Conduct and Ethics Policy. If you believe this Policy or the Code of Conduct and Ethics has been breached, or there is an opportunity for us to improve the way we conduct our business, then I encourage you to speak out and stay true to our core value, Integrity.

Every one of us must follow the Anti-Bribery and Anti-Corruption Policy. I am proud to work as part of a team that upholds the highest ethical standards and I look forward to your support as we continue to build Orora's reputation in the markets that we serve.

Thank you for your support of Orora's Anti-Bribery and Anti-Corruption Policy.

**Nigel Garrard**

Managing Director & CEO

# Anti-Bribery and Anti-Corruption Policy

August 2019



## Anti-Bribery and Anti-Corruption: Do's and Don'ts

### In General

- Do** act with honesty, integrity and fairness in conducting Orora business.
- Do** comply with applicable laws and regulations.
- Do** notify your manager or the Orora Integrity Reporting Service of any suspected fraud, dishonesty, or unethical/illegal behaviour.
- Do** ensure that you, your family, and any agents or third parties you engage, comply with these guidelines.
- Do** ask a member of the legal team if you have any questions, doubts, or concerns.
- Do** read the Orora Corporate Code of Conduct and Ethics, available on the intranet or at [www.ororagroup.com](http://www.ororagroup.com)

### Governments and Political Parties

- Do** represent Orora's views to governments and other third parties, in accordance with Orora's External Communications Policy.
- Do not** participate in party politics or make payments to political parties, on Orora's behalf, without the prior approval of the Orora Board.
- Do not** make any payment to a government employee, politician, candidate for office, political party or party official. (These types of payments may be acceptable in limited situations, but you must obtain approval from your manager and the legal team.)
- Do not** make any "facilitation payment".

### Other Businesses

- Do not** 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 Orora's favour or otherwise perform their duties improperly.
- Do not** 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.
- Do not** provide, offer to provide, accept, or request any bribes, kick-backs, secret commissions or other irregular payments.
- Do** exercise caution when giving or receiving business-related gifts and hospitality, record gifts and hospitality given or received in excess of AUD150 (or local currency equivalent), and consult your manager (or a member of the legal team) if you have any doubts.
- Do** be extra careful during a tender process.



**TEAMWORK**



**PASSION**



**RESPECT**



**INTEGRITY**

# Anti-Bribery and Anti-Corruption Policy

August 2019



## About the Anti-Bribery and Anti-Corruption policy

Orora Limited and all of its subsidiaries (together, **Orora** or the **Orora Group**) take a zero tolerance approach to public and private sector bribery and corruption. The benefits to Orora of this zero tolerance approach include customer and reputational credibility and business partner confidence.

Orora is committed to acting honestly, fairly, with integrity and in compliance with laws at all times.

Orora is subject to the laws and regulations of the countries in which it operates, and to upholding certain international standards and guidelines. If there is any conflict between any of the requirements in this Policy or of any Orora policy and applicable local laws, customs, norms, or rules, the highest standard consistent with applicable local laws will apply.

This Policy cannot address or anticipate every law or regulation, so it is important for team members to understand where to go for further support or information and to apply common sense.

This Anti-Bribery and Anti-Corruption Policy (**Policy**), along with the Orora Code of Conduct and Ethics Policy (**Code of Conduct**), is designed to set out the responsibilities of Orora's Board, senior executives, employees and agents to uphold Orora's zero tolerance position on bribery and corruption.

This Policy should be read in conjunction with all other relevant Orora policies and procedures, including Orora's **Anti-Bribery and Anti-Corruption Do's and Don'ts** guidance, **Code of Conduct and Ethics**, **Whistleblower Policy**, and **Fraud Policy**.

If you have any queries about this Policy, you should contact a member of Orora's legal team for assistance.

## Definitions

For the purposes of this Policy, the term "**Government Official**" refers to:

- 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;
- Any individual acting in an official capacity for or on behalf of a government agency, department, ministry, or public international organisation;
- A political party official, or any candidate for political office;
- Any officer or employee of a state-owned or state-controlled entity, as well as 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 such as the United Nations or the World Bank; or
- Any member of a royal family (while such individuals often lack formal authority, they may otherwise be influential in advancing Orora's business interests either through partially owning or managing state-owned or state-controlled companies).

# Anti-Bribery and Anti-Corruption Policy

August 2019



## Who is covered by this Policy?

This Policy applies to all directors of Orora, employees (whether full time, part time or casual) of the Orora Group, and agents representing the Orora Group (**team members**).

Additionally, Orora aims to work only with business partners who embrace standards of behaviour consistent with Orora's, and 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 us. Orora also expects its business partners to establish and maintain appropriate management systems related to the requirements in this Policy, and to actively review, monitor and modify their management processes and business operations to ensure they align with the requirements of this Policy.

## Bribery and Corruption

**Team members and business partners must never give, offer, promise, accept, request or authorise a bribe, 'kick-back', facilitation payment, secret commission, corrupt or other irregular payment, whether directly or indirectly.**

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 Orora team member or business partner acts contrary to Orora's interests and abuses his or her position of trust in order to achieve some personal gain or advantage for their self or for another person or entity. It includes offering or receiving bribes or kickbacks.

Bribery is unlawful in all countries in which the Orora Group operates, and may expose Orora and team members to criminal prosecution and serious penalties in multiple countries. Failure to properly account for bribes or corrupt payments can also give rise to penalties.

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
- Sponsorship

Team members and business partners must never give, offer, promise, accept, request or authorise a bribe or corrupt payment in any form to win business or influence a business decision in Orora's favour, secure any improper advantage, or which has the intention that a function should be performed improperly.

Orora's prohibition against bribery and corruption applies equally to persons in the public and private sectors. It also extends to indirect forms of such payments (such as the use of a business partner to offer the benefit, or the giving of a benefit to an associate or relative of the person who is sought to be influenced), and to facilitation payments (small, unofficial payments often made to lower-level Government Officials for the purpose of expediting or facilitating the performance of a legitimate, routine government action by a Government Official).

# Anti-Bribery and Anti-Corruption Policy



August 2019

If a team member or business partner faces imminent threat to their physical safety or wellbeing and there is no foreseeable alternative to making a payment, Orora will not take action against the individual concerned if they make a payment to avoid such harm. In those circumstances, the individual concerned must report the payment to the Group General Manager of the relevant Business Group and the Group General Counsel & Company Secretary as soon as practicable, and the payment must be clearly and accurately recorded in Orora's books.

## Business courtesies

The giving or receiving of business courtesies must be reasonable, proportionate and have an underlying business purpose. A business courtesy must never be given or received with the intention of influencing a business or regulatory decision involving Orora, or at a time when such a decision is proximate to the business courtesy.

Orora recognises that in some countries the acceptance or offer of gifts or hospitality (business courtesies) of moderate value is in accordance with local business practice. However, regardless of value, business courtesies must never be offered, authorised, provided, requested or received with the intent to improperly influence or be improperly influenced by any agent, business partner, or government official or entity with which 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.

When giving or receiving business courtesies, team members and Orora business partners must confirm that the business courtesies are:

- provided infrequently, and always in connection with a proper business purpose;
- 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;
- reasonable or modest in value, and not considered lavish or extravagant by local standards;
- provided or received openly and transparently;
- in accordance with applicable laws; and
- in relation to business courtesies provided to, or received from, any person, team members must promptly and accurately record in Orora's books and records when:
  - (a) gifts (given or received) are valued at greater than AUD150 (or local currency equivalent); or
  - (b) hospitality (given or received) are valued at greater than AUD150 (or local currency equivalent) per head.

There are certain types of business courtesies that should never be accepted or provided by an Orora team member or business partner. These include cash (or cash equivalents such as shares, gift cards, 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.

In some instances, it may be appropriate for the business courtesy to be accepted by Orora – not any individual team member – in which case it should be made available to all members of the immediate business unit or given to a nominated charity with the approval of the general manager of the relevant business unit.

## Donations

All donations must be legitimate, approved in accordance with Orora's Delegated Authority Policy and appropriately recorded and accounted for.

Payments or donations must not be made to political parties or Government Officials without the approval of Orora's Board.

# Anti-Bribery and Anti-Corruption Policy



August 2019

Payments or donations for the purpose of improperly influencing a political party or Government Official are never permissible.

## Donations to Charities

Orora may choose to make voluntary, financial or in-kind contributions to legitimate charities. Donations must always be made in accordance with applicable laws and regulations, accurately recorded and accounted for in Orora's books and records, and comply with Orora policies.

Certain Orora senior executives may approve the giving of reasonable donations in accordance with Orora's **Delegated Authority Policy**. Any donation must be legal and ethical under local laws and practices and the relevant charity must not be politically or ethically controversial.

When making a donation, care must be taken to ensure that the charity is legitimate, reputable and financially solvent, and is not used as a scheme to conceal bribery or a conduit to divert funds to unintended beneficiaries.

Donations made by team members under an approved workplace giving program do not require further approval in accordance with this Policy.

## Donations to political parties, state owned or controlled entities or Government Officials

Donations to political parties, state-owned or controlled entities or Government Officials, or at their request require prior approval from Orora's Board, which must be sought through a member of Orora's Legal team.

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

**Payments or donations for the purpose of improperly influencing a political party, state-owned or controlled entity or Government Official are never permissible.**

## Working with agents and business partners

**Risk-based anti-bribery due diligence should be conducted on Orora's agents and business partners.**

Team members must exercise due care and diligence when retaining agents and business partners to act on Orora's behalf and when monitoring their performance. Policy expectations should be clearly communicated to, and accepted in writing by those persons.

Before entering into or renewing any agency or business partner arrangement, particularly where 'red flags' are present or a transaction is otherwise considered high risk, risk-based due diligence should be conducted. This requirement also applies to arrangements with customers which may be considered high-risk. The degree of due diligence will depend on the risk profile of the particular agent or business partner, though the following steps should be taken:

- Evaluation of the background, experience, qualifications, associations and reputation of the agent or business partner to identify any potential 'red flags';
- 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);
- Communication of Orora's expectations for ethical behaviour to prospective agents or business partners, and negotiation of contractual assurances that the parties will comply with those expectations;
- Confirmation and documentation that the agent or business partner is performing the work for which it is being paid and that the payment is commensurate with the service or work;
- Monitoring and review of the activities of the agent or business partner at regular intervals. This may be done through exercising audit and inspection rights in the agreement with the party.

# Anti-Bribery and Anti-Corruption Policy



August 2019

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

- Excessive commissions to agents, particularly those acting on Orora'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;
- 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.

## Acquisitions of businesses or companies and entering joint ventures

**Appropriate anti-bribery and anti-corruption compliance due diligence should be undertaken before making any business or company acquisition or entering into a joint venture. Post-acquisition/joint venture integration plans should also include anti-bribery and anti-corruption compliance measures.**

Conducting risk-based pre-acquisition anti-bribery and anti-corruption due diligence into target entities and agents involved in negotiating transactions for Orora is a critical step in mitigating Orora's risk when making a business or company acquisition or entering into a joint venture (whether incorporated or unincorporated).

Following any acquisition, measures should be taken to integrate acquired entities into Orora's internal controls, which may include:

- Rolling out Orora's policies and standards to the acquired business or, where appropriate, updating the acquired business' policies and procedures to be consistent with Orora's;
- Training team members of the acquired business, and any relevant agents and business partners, on Orora's Code of Conduct and Ethics and this Policy;
- Conducting an audit or anti-bribery compliance risk assessment of new business operations as soon as practicable after acquisition, particularly those located in high-risk jurisdictions; and
- Re-evaluating legacy agents and business partners.

If any irregular activities or transactions are uncovered in the course of pre-acquisition due diligence or post-acquisition audit and integration, these should immediately be reported to the Group General Counsel & Company Secretary and Group General Manager, Audit.

## Fair and accurate accounting

All payments, expenses and receipts must be accurately and transparently documented in Orora's books and records. This includes all business courtesies, charitable donations, and payments made to agents and business partners.

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 falsify or participate in falsification of any records and that no entry is made in Orora's records that distorts or disguises the true nature of any transaction.

# Anti-Bribery and Anti-Corruption Policy

August 2019



## Reporting and investigating breaches

**Team members and business partners should report suspected or actual violations of this Policy to Orora management or to the Orora Integrity Service.**

If you uncover or suspect a violation of this Policy:

- Report your findings or suspicions immediately to:
  - the next level of management;
  - the Human Resources representative for your Business Group, the Group General Counsel and Company Secretary or Group General Manager, Audit;
  - the manager responsible for the policy area; or
  - the Orora Integrity Reporting Service.
- So as not to prejudice or hinder further investigation, do not discuss your suspicions with the alleged offender or other colleagues; and
- Retain as much documentary evidence as available and provide this to the person to whom you report your findings or suspicions.

Orora is committed to ensuring that team members can raise concerns based on reasonable grounds where they suspect misconduct or an improper state of affairs or circumstances without being subject to victimisation, harassment or discriminatory treatment, and to properly investigating such concerns. Orora recognises that reporting such behaviour based on reasonable grounds and in accordance with Orora's Whistleblower Procedure is an important aspect of each team member's role.

Group Internal Audit is responsible for the co-ordination of all investigations into potential bribery and corruption. No individual should initiate or conduct any investigation into a suspected violation of this Policy without the prior written approval of the Group General Manager, Audit.

## Consequences of a breach of this Policy

**Breaches of this Policy are serious and will be treated accordingly.**

Breaches of the requirements in this Policy may expose Orora and the individuals involved to serious criminal and civil liability, including imprisonment and significant financial penalties. Suspected breaches of this Policy will be reported to the Managing Director & Chief Executive Officer and material breaches will be reported to the Board of Orora Limited, or Board Committee as appropriate.

Orora takes its responsibilities seriously and will treat violations of this Policy seriously. If it is found that a team member or business partner has not complied with this Policy, Orora will take appropriate and proportionate corrective measures, up to and including dismissal or termination.

Where criminal conduct is found or suspected to have occurred, Orora will refer the matter to the appropriate enforcement agencies. Where corruption is established and loss or damage has been sustained as a result, Orora may take appropriate action to recover that loss or damage.