

RPMGlobal Holdings Limited

ACN 010 672 321

Anti-Bribery and Corruption Policy

Adopted by the Board on 9 July 2019

Last reviewed by the Board on 23 August 2021



Table of Contents

1. Introduction	3
2. Application of Policy	3
3. Purpose.....	3
4. Identifying Bribery and Corruption	3
5. Prohibition Against Bribery and Corruption	4
5.1. Prohibition Against Bribery	4
5.2. Prohibition Against Facilitation Payments, Secret Commissions and Money Laundering.....	4
5.3. Restrictions on Gifts, Entertainment and Hospitality	4
5.4. Restrictions on Charitable and Political Donations.....	5
6. Common Red Flags for Conduct involving Bribery and Corruption	5
7. Training and Communication	6
8. Making a Report.....	6
9. Review	6

1. Introduction

RPMGlobal Holdings Limited and its related subsidiaries and group companies (together '**RPM**' or the '**Company**') are guided by its Core Values. This Anti-Bribery and Corruption Policy (the '**Policy**') has been developed to align with RPM's core values of Courage and Respect and to establish control and to ensure compliance with all applicable anti-bribery and corruption laws and regulations.

2. Application of Policy

This Policy will apply to:

- a) Employees;
- b) Directors;
- c) Officers;
- d) Contractors (including the employees of the contractors); and
- e) RPM's subsidiaries and group companies (including the employees of the subsidiaries and group companies) (collectively referred to as '**Personnel**' in this Policy).

This Policy will apply globally to all Personnel. Personnel that operate outside of Australia will have to comply with the laws and regulations of the country that they are in. This Policy must be adhered to regardless of whether or not that country has anti-bribery and corruption laws. In the event that the country's anti-bribery and corruption laws are of a lesser standard to this Policy, this Policy will prevail.

3. Purpose

The objective of this Policy is to:

- a) Set out responsibilities when encountering or observing conduct involving Bribery or Corruption;
- b) Provide information and guidance on how to recognise and deal with conduct involving Bribery or Corruption;
- c) Provide a framework for reporting any actual or suspected conduct of Bribery or Corruption.

4. Identifying Bribery and Corruption

RPM acknowledges the serious civil and criminal penalties that may be incurred and the reputational damage that may be inflicted on the company if it engages in fraudulent, corrupt or collusive activities.

Bribery means directly or indirectly giving, offering, promising, requesting, accepting or soliciting a bribe to induce another person to act in a way that is illegal, unethical, or a breach of his or her duties. Bribes can take many forms, including but not limited to gifts, loans, fees, rewards or other advantages that when accepted by a party, causes that party to gain a commercial, contractual, regulatory or a personal advantage over a transaction.

Corruption means the misuse or abuse of power entrusted by a public or private office for private gain.

5. Prohibition Against Bribery and Corruption

RPM and its Personnel must not commit, or become involved, whether directly or indirectly in conduct involving Bribery and Corruption.

5.1. Prohibition Against Bribery

RPM and its Personnel are prohibited directly or indirectly giving, offering, promising, requesting or authorising a bribe. This prohibition applies both to Bribery involving public officials or private parties.

5.2. Prohibition Against Facilitation Payments, Secret Commissions and Money Laundering

RPM and its Personnel are prohibited from money laundering and making facilitation payments or secret commissions to public officials or private parties.

Money Laundering occurs when a person or a company conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Secret Commissions occur when a person or a company gives or offers a commission to an agent or representative of another company (and that commission is not disclosed by that agent or representative to their principal or manager) as an inducement to influence the conduct of another company to obtain a commercial advantage.

Facilitation Payments occur when a person or a company gives or receives a bribe for the purpose of speeding up the performance of a government official for a routine governmental process (such as issuing permits).

5.3. Restrictions on Gifts, Entertainment and Hospitality

RPM recognises that giving or receiving gifts, entertainment and hospitality in good faith which seeks to improve RPM's image and standing is an important part of the business. However, Personnel should be mindful that all gifts, entertainment and hospitality must be for a genuine purpose and cannot be given or received where there is an intention to influence performance.

An acceptable gift is one that is legal, is of reasonable value and appropriateness and also does not place any obligations on the receiving party. Gifts such as those given in work related seminars or conferences to all participants (mugs, pens, stress ball, memory sticks, stationery etc.), a ceremonial gift from another organisation on behalf of RPM, work lunches or dinners, light refreshments (i.e. coffee, tea, water, juice) or light meal, and invitations to present at a relevant professional association (this includes flights and accommodation) are generally permitted and will be counted as exceptions to this part of the Policy.

However, Personnel must inform their manager of any proposition of gifts, entertainment or hospitality, valued at \$250 or more. Even where a gift or benefit is of a value lesser than \$250, the Personnel must, where possible discuss with their manager before accepting it, to ensure that most appropriate action

is carried out. All Personnel must turn down (or avoid where necessary) the acceptance of gifts and benefits which exceed the value of \$1,000 or more.

5.4. Restrictions on Charitable and Political Donations

RPM encourages its Personnel to support their chosen charities and causes, however there are ways in which charitable contributions must be made to remain above board, legal and ethical. Personnel are to communicate with their most direct Senior Manager to discuss any potential charitable contributions to be made on behalf of RPM.

If Personnel wish to make individual contributions to political parties on behalf of RPM, they must seek approval from RPM's CEO.

6. Common Red Flags for Conduct involving Bribery and Corruption

The following is a list of common “red flags” for conduct involving Bribery and Corruption that may be encountered by Personnel in the course of engaging with RPM. The following list is not intended to be an exhaustive list of conduct constituting Bribery and Corruption.

- a) Knowledge of any conduct of improper business practices;
- b) Knowledge that a person (whether internal or external) has a reputation for paying or receiving bribes;
- c) Knowledge that a person (whether internal or external) insists on receiving an undocumented commission or fee payment before committing to sign up to a contract or agreement, or for carrying out or processing a government function;
- d) Knowledge that a person (whether internal or external) refuses to sign a formal agreement or to provide an invoice or receipt for a payment made without first receiving a cash payment;
- e) Knowledge that a person (whether internal or external) is requesting or requested that payment be made to a country or location different from where that person normally resides or conducts business;
- f) Knowledge that a person (whether internal or external) is requesting or requested an unexpected additional fee or payment to “facilitate” or “speed up” a service;
- g) Knowledge that a person (whether internal or external) demands lavish gifts, entertainment or hospitality before commencing or continuing contractual negotiations for the provision of goods or services;
- h) Knowledge that a colleague has been taking a particular supplier or business partner out for frequent and expensive meals;

- i) Knowledge that a person (whether internal or external) is requesting payment to “overlook” potential legal violations;
- j) Knowledge that a person (whether internal or external) has received an invoice from another person that appears to be non-standard or customised; or
- k) Knowledge that a person (whether internal or external) insists on the use of side letters or refuses to put terms agreed in writing.

7. Training and Communication

To the extent applicable to each Personnel’s role, all new Personnel will undertake training on this Policy as part of their induction process, and existing Personnel will receive regular updates on this Policy via RPM’s intranet.

8. Making a Report

All Personnel are encouraged to report any actual or suspected breaches of this Policy in accordance with RPM’s Whistleblower Policy. A report made under this Policy should describe the grounds for making the report and include as much detail as possible of all the relevant facts and supporting documents.

Any Personnel that is unsure or unclear about whether certain conduct may constitute Bribery or Corruption should contact RPM’s Group General Counsel and Company Secretary and/or EGM Human Resources.

9. Review

The Board is responsible for reviewing this policy annually to ensure that it remains up-to-date and in the best interests of the Company. This policy may be amended by resolution of the Board and was last reviewed by the Board on 23 August 2021.