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## Anti-Bribery and Corruption Policy

Version	Date	Document Owner	Reviewed by	Approved by
Rev 0	16 <sup>th</sup> April 2018	GB	BH	

Anti-Bribery and Corruption Policy

Issue Date: 16<sup>th</sup> May 2018  
Last Review Date: not applicable  
Next Review Date: 16<sup>th</sup> May 2020

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## 1 Anti-Bribery and Corruption Policy

### 1.1 Introduction

Centrex strictly prohibits bribery and other unlawful or improper payments made to any individual or entity, as outlined in this **Anti-Bribery & Corruption Policy**. This Policy reflects the laws that apply in each country in which Centrex operates or trades.

Centrex is committed to conducting its business in accordance with all applicable laws and regulations and in accordance with the highest standards of ethical behaviour at all times.

Centrex prohibits any activity that seeks to bribe or otherwise improperly influence a Public Official in any country to act (or omit to act) in a way that differs from that official's proper duties, obligations and standards of conduct.

Centrex also prohibits any activity that seeks to bribe or otherwise improperly influence any other individual or company in the public or private sector to act (or omit to act) in a way that differs from the proper performance of their role or function.

### 1.2 Application of Policy

This policy applies to the Board, Committees of the Company, all staff and its subsidiaries and ventures that are controlled by the Company.

### 1.3 The Laws Apply in Australia and Overseas

Laws prohibiting bribery and other improper payments apply in many countries. In addition, a number of these laws, such as the Australian Criminal Code, the US Foreign Corrupt Practices Act and the UK Bribery Act 2010, have extra-territorial reach. This means that, for example, under Australian law an Australian citizen may be prosecuted in Australia even where the relevant activity occurred entirely overseas.

### 1.4 Prohibitions and Requirements

The conduct prohibited and/or required by this Policy is set out below.

## 2 Prohibition on Bribery

### 2.1 General prohibition

Centrex prohibits the giving, offering, promising, authorising, accepting or requesting of a bribe.

Bribery involves improperly giving, offering or promising a benefit (monetary or otherwise) to a person, to:

- obtain or retain a business advantage that is not legitimately due; or
- to induce or reward the improper exercise of the duties or functions of a Public Official or a person within the public or private sector.

The benefit can be direct or indirect.

It is irrelevant whether the payee or recipient of the act of bribery works in the public or private sector. The relevant laws apply to bribery of Public Officials as well as bribery in relation to any commercial transaction in the private sector.

It is irrelevant whether the bribe is accepted or ultimately paid. Merely offering the bribe will be a contravention of this Policy and will usually be sufficient for an offence to be committed.

Liability may arise notwithstanding that the benefit is given or offered indirectly to the person who is sought to be influenced, for instance to a business associate or family member.

In addition to the above, you should check whether any Public Officials you deal with have their own code of conduct or are subject to local laws relating to acceptance of hospitality and gifts. In the Australian Public Service there is a Code of Conduct and Values as well as individual agency guidelines. These guidelines generally provide that acceptance of gifts or hospitality will not be appropriate in a range of circumstances, including where the provider of the gift or hospitality is involved in a tender process with the agency or is the subject of a decision within the discretionary power or substantial influence of the government employee concerned. However, outside such circumstances, the guidelines do permit some acceptance of hospitality in circumstances where that hospitality may genuinely assist the agency to develop and maintain constructive relationships with stakeholders.

## 2.2 Prohibition on Facilitation Payments

Centrex prohibits the making of facilitation payments.

Facilitation payments are minor unofficial payments made to Public Officials either directly or indirectly to expedite or secure the performance of routine government action (for example, to facilitate the expedition of applications for visas, licences, etc). Facilitation payments are prohibited under the laws of many countries and under this Policy.

## 2.3 Prohibition on Secret Commissions

Centrex prohibits the paying or receiving of secret commissions or payments to any person or entity.

Secret commissions or payments occur where a commission from a third party is taken or solicited without disclosing that commission to their principal. The secret commission is given as an inducement to that person to use their position to influence the conduct of their principal's business. This would include, for instance, making a payment to an employee or agent of a customer of Centrex, where that employee or agent does not disclose the payment to the customer, in return for obtaining a commercial advantage to Centrex from that customer.

## 2.4 Prohibition on Improper Gifts and Entertainment

Centrex prohibits the giving or receiving of gifts, entertainment or sponsored travel in circumstances which could be considered to give rise to undue influence.

The practice of giving corporate gifts and arranging corporate hospitality varies between countries, regions and industries, and what may be common and appropriate in one place may not be in another. Centrex personnel must approach this issue carefully and conservatively.

The payment of travel and accommodation costs for third parties is specifically dealt with at clause 4 of this policy.

## 2.5 Prohibition on Money Laundering

Centrex prohibits any forms of money laundering in connection with its business activities.

Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Use by Centrex of proceeds of illegal activity can give rise to liability to Centrex and/or to individuals involved in that conduct.

If you become aware of any transaction that you think might involve the payment or receipt of proceeds of any unlawful activity you should contact the Company Secretary immediately.

## 2.6 Prohibition on breach of Sanctions

Centrex prohibits the making of any payment or engaging in any transaction that is in breach of any Sanctions Law. This includes:

- the providing or receiving of any payment, other benefit, goods or service, directly or indirectly, to or from any individual or entity that is subject to a Sanctions Law;
- any activity in connection with a designated country, where that activity is prohibited by a Sanctions Law;
- encouraging, permitting or otherwise allowing any person or entity acting on behalf of Centrex to engage in any conduct or transaction that is prohibited by a Sanctions Law; and
- any measure intended to circumvent prohibitions imposed under a Sanctions Law.

Centrex also prohibits engaging or continuing to engage with a third party where it is expected or likely that the nature of the engagement may breach a Sanctions Law.

Sanctions are subject to frequent change. If you are uncertain whether a Sanctions Law applies in a particular situation you should consult with the Company Secretary.

## 2.7 Payments to Protect Your Safety

Payments to protect your safety are permitted. When Centrex Personnel face demands that involve imminent explicit or implicit threats to personal safety, they may make a payment which would otherwise be prohibited under this Policy, in which case the individual must notify his or her manager and the Company Secretary, as soon as reasonably practicable. Any such payment must be promptly recorded (including the amount, to whom it was made and the circumstances in which it was made).

## 3 Application to Third Parties: Agents, Intermediaries, Distributors, Suppliers, and Contractors

### 3.1 Prohibition on provision of benefit for improper purpose through an agent or third party

In certain circumstances, Centrex may be liable for the improper actions of third parties.

Centrex prohibits the provision of a benefit to a third party where it is expected or possible that some or all of that benefit will be provided or offered to another person, in order to obtain any improper business advantage for Centrex.

### 3.2 Internal controls

Where Centrex proposes to engage a third party to represent it or act on its behalf, it is important to implement appropriate controls to ensure that the actions of the third party will not adversely affect Centrex. These third parties might include agents, distributors, intermediaries and suppliers.

Third parties who pose particular risk to Centrex of breaching anti-bribery laws include those that operate in developing or emerging economies (which includes many Asian or African countries), or are involved in negotiating any business arrangements or transactions with the public or private sector on behalf of Centrex in any country (including bidding for tenders, negotiating supply contracts, arranging leases or licences or providing transportation or customs clearance services).

### 3.2.1 *Communication of the Policy*

The standards of conduct set out in this Policy should be clearly communicated to third parties, together with the expectation that the third parties comply with the standards.

### 3.2.2 *Contracts with third parties*

Contracts with third parties should be in writing and contain relevant anticorruption clauses and assurances and prohibition on conduct that would breach Sanctions laws.

### 3.2.3 *Oversight of third parties*

Centrex employees who engage third parties must maintain oversight of the work of those third parties, including where appropriate, receiving progress reports, reviewing invoices and other documentation, in order to determine that legitimate work has been done and improper payments have not been made.

### 3.2.4 *Due Diligence*

Where it is proposed that Centrex:

- enter into a joint venture, due diligence must always be conducted on the proposed partner before entering into the joint venture relationship,
- acquire or invest (either solely or in conjunction with another party) in a third party entity, due diligence must always be conducted on the entity concerned; or
- enter into any transaction in a country in which it has not previously conducted business, due diligence must always be conducted on the country concerned.

In the case of the first two points, the due diligence investigation must define how the resource or asset was acquired by the proposed partner or third party entity.

Where due diligence is required, a due diligence report must be completed and retained. If any issues of concern or 'red flags' are identified by this due diligence, the Company Secretary must be informed immediately. The Company Secretary should take steps to determine if a more detailed investigation is required prior to engaging in the proposed relationship.

## **4 Travel and Accommodation Provided to Third Parties for Business Purposes**

The application of the legislation with regard to the provision of benefits in the form of travel and accommodation is highly dependent on the facts surrounding the particular payment or benefit provided, including Centrex's intention in providing the benefit.

Due to the subjective nature of classifying one type of expenditure over another, and the inherent risk that a regulator may form a contrary view of the Company's determination, Centrex takes a prescriptive view with regard to what travel and accommodation is allowed to be provided to any third party.

Travel and accommodation expenditure may be provided to third parties provided it meets all of the following conditions:

- There is a very clear business connection to the trip (E.g. a visit to a Company operation or site, a visit to inspect infrastructure along a point in the logistics chain);
- The person to whom the expenditure relates is an employee of the company or official of an organisation and such a trip would be expected of someone performing that role;
- Approval of the trip and the estimated costs that Centrex will bear is provided by a person of higher authority at the relevant company or organisation unless they are the Chief Executive Officer/Managing Director or equivalent; and
- Is approved by the Managing Director.

Acceptable travel and accommodation costs accord with the Company's Travel and Entertainment policy and include (to a maximum level):

- Business class airfares for international travel;
- Economy class airfares for domestic travel (within Australia);
- Accommodation at a four star hotel; and
- Meal costs of up to AUD 100 per day.

Expenditure of a personal nature is not allowed, and:

- Includes expenditure for any relatives or friends of the third party that themselves don't meet the tests above;
- Includes any entertainment that is not at a Centrex organised function; but
- Excludes lay-over time for international journeys. [One additional day of accommodation may be provided on either side of an international journey to allow the person to recover from fatigue].

## 5 Donations and Sponsorships

Donations and sponsorships must not be used as a means of making improper payments. All donations and sponsorships must comply with Centrex's Donations Policy.

## 6 Accounting, Books and Records

Centrex is required to maintain a system of internal accounting controls and make and keep books and records which accurately and fairly reflect, in reasonable detail, the parties, the payment arrangements and the purpose of all transactions and disposition of assets.

No undisclosed or unrecorded fund or account may be established for any purpose.

False, misleading or incomplete record keeping is a criminal and civil offence in many countries.

## 7 Consequences of Non-Compliance

Bribery and the other types of improper payments prohibited by this Policy are prohibited under the laws of many countries. Breaches may expose Centrex and Centrex personnel to criminal penalties and/or civil action.

Possible penalties include substantial fines and, for individuals, imprisonment. For Centrex, the risks also include exclusion from tendering for government or private contracts and reputational damage.

Conscious disregard, deliberate ignorance and wilful blindness will not avoid liability in relation to any of the matters set out in this Policy.

Failure to observe this Policy by Centrex personnel will also lead to disciplinary action by Centrex, which may include termination of employment.

## 8 Reporting Bribery or Other Improper Payments

Centrex recognises the value and importance of its directors, officers and employees reporting identified or suspected instances of bribery, secret commissions, money laundering, facilitation payments or other improper payments and strongly supports such disclosures and reports.

All persons should remain alert to any instances of directors, officers, employees, subsidiaries or joint venture partners, agents, suppliers, distributors or other contractors attempting to, or engaging in, bribery or other improper conduct or otherwise not meeting the standards of behaviour required under this Policy.

Reports concerning suspected or actual instances of bribery or other improper practices should be made to Company Secretary.

If you are unsure whether a particular act constitutes bribery, a facilitation payment, a secret commission or money laundering, or if you have any other queries, you should ask your manager or the Company Secretary.

Centrex will take all available steps to protect from detrimental treatment anyone who refuses to take part in conduct that may constitute bribery or improper conduct or who raises genuine concerns in respect of any such conduct, even if they turn out to be mistaken or that refusal may affect Centrex's business.

## 9 Review

This policy will be reviewed at least every two years.