



OM HOLDINGS LIMITED

Anti-Bribery and Corruption Standard

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1. PURPOSE

OM Holdings Limited (**OMH** or the **Company**) and OMH group companies (the Group) conducts business in line with the Company's values of sustainability, accountability, teamwork, integrity, diligence and respect. Bribery and corruption, in any form, are wholly inconsistent with these values, and OMH has a strict policy of zero tolerance for them.

OMH is committed to complying with all laws of the jurisdictions in which it operates, including those relating to bribery and corruption.

This Standard sets out responsibilities of OMH personnel, including in their dealings with and through third parties. It addresses protection of OMH personnel seeking to comply with this Standard, dealing with false reports, investigations, consequences for breach, examples of improper conduct (including red flags), contact with government officials, donations, non-cash gifts and corporate hospitality, political and charitable contributions and sponsorships, facilitation payments, secret commissions and money laundering.

In addition to this Standard, the Code of Conduct provides that all business transactions must be conducted solely in the best interests of OMH; conflicts of interest (where personal interests, the interests of an associate or relative or a duty or obligation to another person or entity conflict with a person's duty or responsibility to OMH) must be avoided.

OMH personnel must not give, offer, promise, accept or request a bribe, and must not cause a bribe to be given, offered, promised or accepted by another person, or be a party in any way to any of those things. OMH personnel must comply with all applicable laws and this Standard, including requirements for dealing with third parties, and follow the reporting requirements set out in this Standard. OMH personnel must avoid any activity that might lead to, or suggest, a breach of this Standard.

2. PERSONS TO WHOM THIS STANDARD APPLIES

OMH requires that all Directors and full-time and part-time and employees of the Group together with agents, suppliers, contractors, business partners and any other party acting for or representing any of the Group (**OMH personnel**), act fairly, honestly, with integrity and in compliance with applicable laws at all times.

3. RESPONSIBILITIES

3.1 All OMH personnel

DETECT – PREVENT – REPORT

- **Training:** As part of employee induction training on this Standard should occur and regular training updates on how to implement and adhere to this Standard, where identified as appropriate.
- **Compliance:** Understand and comply with this Standard, including requirements for dealing with third parties, and follow the reporting requirements set out in this Standard. Avoid any activity that might lead to, or suggest, a breach of this Standard. Comply with all applicable laws.
- **Communicate:** Convey OMH's prohibition on bribery and corruption to all OMH personnel including suppliers, contractors and business partners at the outset of a



business relationship with them, and as appropriate during the course of their work for OMH.

Report: Be vigilant and raise concerns regarding red flags, actual or suspected unethical, improper, unlawful or undesirable conduct, bribery or corruption with either of the Joint Company Secretaries or any Board member.

3.2 The Joint Company Secretaries or Deputy Chairman (OMH's Anti-bribery Officers)

Administer, monitor and apply this Standard and the OMH anti-bribery and anti-corruption implementation, monitoring and review program, including by providing where necessary:

- **An Annual Bribery and Corruption Report** to the Board, maintaining the confidentiality of matters raised under this Standard. In general these reports will provide a summary of bribery and corruption incident reports, their status and action being taken, identify any patterns of bribery and corruption and make recommendations, as appropriate, such as recommending the allocation of resources or areas requiring further attention.
- **A Half-Yearly Bribery and Corruption Report** to the Audit Committee at each half-yearly scheduled Audit Committee meeting.

Where a report of suspected bribery or corruption could be material or potentially involves a breach of any law, then the matter will be immediately referred to the Chairman of the Audit Committee. A report will also be referred directly to the Deputy Chairman if the bribery and corruption is about a Company Secretary or the Executive Chairman.

3.3 Dealing with and through “third parties”

“Third party” means any individual or organisation with whom OMH personnel come into contact during the course of their employment or business relationships on behalf of OMH, and includes actual and potential clients, customers, suppliers, joint venture partners, contractors, agents, intermediaries, consultants, distributors, business contacts, advisers, and government and public bodies.

When OMH proposes to engage a third party to act for or on behalf of OMH, it must implement appropriate controls to ensure that the actions of the third party will not adversely affect OMH. Third parties that pose particular risk of breaching anti-bribery laws include those that operate in developing or emerging economies, and those involved in negotiating any business arrangements or transactions with the public or private sector on behalf of OMH in any country (including bidding for tenders, negotiating supply contracts, arranging leases/licenses or providing transportation or customs clearance). OMH will ensure that:

- **Due diligence:** sufficient due diligence is completed to ensure that it is appropriate for the third party to represent OMH where such activities form part of their scope of work. If any issues of concern or 'red flags' are identified by this due diligence, they should be elevated to the relevant line manager and, if resolved, then elevated to one of the Anti-bribery Officers for final approval. If they are not satisfactorily resolved, the third party must not be engaged by OMH.
- **Contracted:** all third parties engaged to act for or on behalf of OMH are engaged by means of a contract and contract terms and conditions include reference to OMH's Code of Conduct. One of the Anti-bribery Officers may require that in relation to any particular jurisdiction or type of contract third parties must in addition satisfactorily



complete a detailed questionnaire provided by one of the Anti-bribery Officers before being engaged.

- **Records:** All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts may be kept “off-book”. All expenditure by OMH personnel, including gifts and entertainment, shall be included in expense reports and be approved in the ordinary course of business.

3.4 Joint ventures and acquisitions

OMH is involved in a number of joint venture arrangements. Where OMH effectively controls a joint venture, that joint venture entity must comply with this Standard. Additionally, where it is not in effective control of a joint venture, OMH is committed to exercising its influence to assist the joint venture entity to avoid improper conduct.

Where a joint venture partnership is proposed, a due diligence report must be completed before entering into contractual relations. If any issues of concern or 'red flags' are identified by this due diligence, the legal team must be informed immediately. Contracts with proposed joint venture partners must include standard terms concerning the issues addressed by this Standard. Relationships with joint venture partners need to be the subject of ongoing monitoring and any OMH personnel engaged with a joint venture partner should pay attention to signs of improper conduct, and voice or report concerns where appropriate.

On acquisitions, OMH must conduct and keep detailed records of anti-bribery due diligence investigations on any proposed merger or acquisition target prior to entering into contractual arrangements with the entity concerned.

4. PROTECTION

OMH is committed to creating and maintaining an open working environment in which OMH personnel are able to raise concerns regarding actual or suspected unethical, unlawful or undesirable conduct, reporting their concerns freely and without fear of reprisal or intimidation.

The OMH Board recognises that any genuine commitment to detecting and preventing illegal and other undesirable bribery and corruption conduct must include a mechanism whereby OMH personnel can report their concerns freely and without fear of reprisal or intimidation.

OMH personnel who wish to raise a concern or have refused pressure to either accept or offer a bribe, may be worried about possible repercussions. **OMH will support anyone who raises any concerns on reasonable grounds under this Standard, even if they turn out to be mistaken.**

OMH is committed to ensuring no one suffers detrimental treatment as a result of refusing to take part in conduct that may constitute bribery or corruption or raises a genuine concern in respect of any such potential conduct. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. OMH personnel who are subjected to such treatment or face any obstacle or resistance in seeking to comply with this Standard should inform one of the Anti-bribery Officers immediately. If the matter is not remedied and the relevant member of OMH personnel is an employee, they should raise it formally with any Board member or in accordance with the OMH Whistleblower Standard.



5. FALSE REPORTS

OMH will not tolerate false reports made by employees of bribery and corruption, except where employees are acting on reasonable grounds. Where it is established that an employee is not acting on reasonable grounds, or that he or she has knowingly made a false bribery and corruption report, this will be regarded as a serious disciplinary matter and will be dealt with.

6. INVESTIGATIONS

Reports of bribery and corruption will be treated seriously and be the subject of an investigation as soon as possible after the matter has been reported. Where an employee of a contractor makes a report of bribery and corruption to OMH, OMH may decline to investigate the matter if it considers that it would be more appropriate for the matter to be dealt with by the contractor. In such circumstances, OMH will monitor the progress of the matter to the extent that OMH considers it is appropriate to do so.

All investigations will be conducted in a thorough, confidential, objective and fair manner and reasonably and appropriately having regard to the nature of the alleged bribery and corruption and all of the circumstances. The Anti-bribery Officers may appoint an investigation officer on a case by case basis, being a manager or senior executive, an external independent resource, or another suitably qualified person (the Investigation Officer).

Any person who has had claims made against them, will be informed of the claims and will be given the opportunity to answer to the claims. Their defence will also be fairly set out in any report that arises from the investigation. OMH will keep the person who has had the claims made against them informed of the progress of the investigation and outcomes, as reasonable, and having regard to the nature of the bribery and corruption and all of the circumstances including any legal considerations.

At the end of the investigation, the Investigation Officer will report their findings to the Anti-bribery Officers, who in conjunction with the Executive Chairman will determine the appropriate response. Should the investigation refute the claims made, then the person who has had the claims made against them, will be advised accordingly and will be entitled to continue in their role as if the allegations had not been made.

7. CONSEQUENCES OF BREACH

Bribery and the related improper conduct addressed by this Standard are very serious offences. If a Group company is found to have taken part in bribery or any other related improper conduct addressed by this Standard it could face a fine, be excluded from tendering for public contracts or receiving government assistance, and suffer reputational harm.

Breach of this Standard by OMH personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment. The matter may also, depending on the circumstances, be referred to law enforcement agencies. Breach of this Standard may also expose an individual to criminal and civil liability and could result in imprisonment or in the imposition of a significant financial penalty.



8. IDENTIFYING BRIBERY AND CORRUPTION

Bribery and corruption can take many forms. It is important that OMH personnel understand where risks may arise. If anyone is unsure whether a particular act constitutes bribery or corruption, or has any other queries, they should ask one of the Anti-bribery Officers.

8.1 What is bribery?

Bribery is the act of offering, promising, giving or accepting a benefit (monetary or non-monetary) with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Group with business or any other advantage that is not legitimately due.

Bribery can be both direct and indirect, and includes:

- procuring an intermediary or an agent to make an offer which constitutes a bribe to another person; or
- making an offer which constitutes a bribe to an associate of a person who is sought to be influenced.

Whether the payee or recipient of the act of bribery or corruption works in the public or private sector is irrelevant. It is also irrelevant if the bribe is accepted or ultimately paid. Merely offering the bribe will usually be sufficient for an offence to be committed.

Potential Red Flags

The following is a list of bribery and corruption 'red flags' that may arise during the course of working for or providing services to OMH – it is not intended to be exhaustive.



An OMH personnel member learns that a third party engages in, or has been accused of engaging in, improper business practices.



An OMH personnel member learns that a third party has a reputation for paying bribes, or requiring that bribes be paid to them.



A third party insists on receiving a commission or fee payment before committing to sign up to a contract with OMH, or carrying out a government function or process for OMH.



A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.




A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business.



A third party requests an unexpected additional fee or commission to "facilitate" a service.



-  A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
-  An OMH personnel member learns that a colleague has been taking out a particular supplier for very expensive and frequent meals.
-  A third party requests that a payment is made to “overlook” potential legal violations.
-  A third party requests that OMH personnel provide employment or some other advantage to a friend or relative, or offers the same.
-  An OMH personnel member receives an invoice from a third party that appears to be non-standard or customised.
-  A third party insists on the use of side letters, or refuses to put terms agreed in writing.
-  A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to OMH.
-  An OMH personnel member is offered an unusually generous gift, or offered lavish hospitality by a third party.
-  A proposed loan is not on ordinary commercial terms, or an OMH personnel member is unsure of the use of funds.
-  There is a suggestion of reciprocal favours as part of a business relationship.

Other Circumstances

The following is a list of other circumstances which may involve bribery and corruption that may arise during the course of working for or providing services to OMH. The list is not intended to be exhaustive.

8.2 Public and government officials

It is OMH’s policy that gifts, entertainment or hospitality must not be offered to, or accepted from, public or government officials or their associates (including politicians or political parties), without the prior approval of one of the Anti-bribery Officers.

Example of bribery - OMH personnel arrange for OMH to pay a cash sum (over and above normal duties and other government charges) to a third party, who pays it to a public official, where that payment is not provided for by the law of the country where it is made, in order to secure an order of goods through customs.

From time to time OMH may engage in debate on policy and may share its view on policy matters which relate to OMH’s business and activities. This activity may only be undertaken by authorised employees and must be undertaken in a manner which is consistent with OMH’s values and this Standard.



Travel

OMH prohibits the payment of travel and travel related expenses for government officials (unless such payment has been approved by the Executive Chairman). The Executive Chairman may grant exceptions to the general prohibition provided the payment is for reasonable and bona fide expenditure properly incurred in relation to travel or travel related activity, the travel is directly related to the promotion, demonstration or explanation of OMH's business, products or services or directly related to the performance of a contract with a government or government owned organisation and payment is made direct to the provider, on the basis of invoiced amounts. The Executive Chairman is required to report any exceptions to the Board on a semi-annual basis. This prohibition does not apply to travel undertaken by a government official or employee to an OMH site in connection with the execution or performance of their regulatory functions (where, for health and safety reasons, OMH organises and facilitates travel arrangements to an OMH operating site).

8.3 Gifts, entertainment and hospitality

May be OK

OMH recognises that accepting or offering gifts, entertainment or hospitality of moderate value is customary and in accordance with local business practice.

The practice of giving business gifts and taking part in corporate entertainment or hospitality events varies between countries, regions and industries, and what may be normal and acceptable in one may not be in another. It is a matter to be approached conservatively and prudently by both OMH personnel and the Group.

It is OMH's policy that the offer or acceptance of gifts, entertainment or corporate hospitality is not prohibited where:

- it is done for the purpose of general relationship building only, and given or received in good faith without expecting any benefit in return, which may include meals with commercial associates which are reasonable having due regard for the context, venue, business discussed and attendees;
- it is for a legitimate business purpose, and cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- it complies with the local law;
- it is given in an open and transparent manner;
- it does not include cash, loans or cash equivalents (such as gift certificates or vouchers), and is tasteful, decent and consistent with generally accepted standards for professional courtesy;
- it complies with the financial limit on gifts, entertainment or hospitality that may be accepted or offered that has been set by the Executive Chairman (currently A\$500);
- it is otherwise consistent with OMH policies, and of a nature, value and frequency appropriate to the occasion; and
- if in excess of the reportable gift, entertainment or hospitality threshold that has been set by the Executive Chairman, it has been recorded in accordance with the requirements of this Standard.



Prohibited

OMH prohibits the offering or acceptance of gifts, entertainment or hospitality in circumstances which could be considered to give rise to undue influence.

Examples of bribery: an IT supplier offers an iPad and personal discount card to a member of OMH personnel, but makes it clear that in return it expects that person to use their influence at OMH to ensure that OMH purchases its next order of IT equipment from that IT supplier, or OMH personnel offer to take a potential customer to a major sporting event with 5 star accommodation, travel and a champagne lunch, but on the understanding the customer agrees to short-cut its usual tendering process.

Gift and Hospitality Register

OMH personnel who receive a gift or accept entertainment or hospitality with a value in excess of the reportable gift, entertainment or hospitality threshold that has been set by the Executive Chairman must immediately report it to one of the Anti-bribery Officers, and must record the gift in the relevant register. It may be a breach of this Standard if gifts, invitations or hospitality are provided to a single individual or single organisation on multiple occasions. It may also be a breach of this Standard if gifts, entertainment or hospitality that would normally be appropriate are received in a context that makes them inappropriate (e.g. the provider of the gift is in the middle of a competitive tender process with OMH).

8.4 Political or charitable contributions and sponsorships

Political donations: OMH may choose to make donations to political parties because it believes this would enable any such political parties to perform their functions better and to improve the democratic process. Political donations shall not be made at department or OMH site level. Any political donations must be authorised by the OMH Board and disclosed as required by law and recorded in OMH accounts.

All donations and sponsorships shall be made in accordance with local laws; accurately recorded in the OMH's books and records; for charitable or community purposes; reported to the Board on an annual basis.

Charitable donations

OMH may make charitable donations that are legal and ethical under local laws and practices. A charitable donation may only be offered or made with the prior approval of the Executive Chairman. The Executive Chairman may put in place standing authorities for managers to make donations to specified levels, provided that this is consistent with delegated authorities, they are reviewed annually, and they are provided to the OMH's auditors. In some countries, charities can be used as a screen for illegal bribes. Care must be taken to ensure that charitable donations are applied for the intended purpose.

Sponsorship

Sponsorship may not be offered or provided in exchange for a contract, permit or other business benefit. They also must not be offered with the objective of obtaining an improper business or other advantage or where it is likely to be perceived by third parties that this was



the intention. Sponsorships must not be linked to a governmental official, politician or political party. Where appropriate, due diligence should be undertaken on the organisation seeking the sponsorship before providing sponsorship. Sponsorships arrangements must be transparent and documented in an agreement with the relevant organisation.

8.5 Facilitation payments, secret commissions and money laundering

The payment of facilitation payments is a statutory offence in most jurisdictions. Consequently, OMH personnel are prohibited from offering or giving facilitation payments except in jurisdictions where they are legal, and where such payments are approved and documented by the Responsible Manager, and endorsed by one of the Anti-bribery Officers. A facilitation payment is a benefit that meets the following criteria:

- the value of the benefit is minor (<A\$ 500, or less in certain jurisdictions),
- it is made to secure the performance of a routine government action of a minor nature, or secure the security or safety of our people, and
- as soon as possible afterwards the payer makes a signed record of the payment.

The details of all facilitation payments must be documented (including the amount paid or the benefit given, the date on which the payment was made or was given, the person who made the payment or gave the benefit, the person to whom it was paid or given, and the circumstances in which it was paid or given) and reported to the Anti-bribery Officers.

Secret commissions are also prohibited. Secret commissions typically arise where a person or entity (such as an employee of OMH) offers or gives a commission to an agent or representative of another person (such as a customer of OMH) which is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.

Money laundering is also prohibited. 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.

If you have any questions, concerns or feedback about this Standard, you should contact the Joint Company Secretary at: OM Holdings Limited, 10 Eunos Road 8, #09-03A, Singapore Post Centre, Singapore 408600 (marked as private and confidential to the attention of the Joint Company Secretary).

Telephone: 65-6346 5515 Email address: om@ommaterials.com

This Standard will be reviewed annually by the Board to check that it is operating effectively and whether any changes are required.