

## ANTI-BRIBERY AND CORRUPTION POLICY

Playing fair is a core behaviour within Fletcher Building and it's an important principle that applies in our dealings with our customers and business partners.

The business environment benefits from dealings that are free from bribery and corruption because it creates clarity and a level playing field. It's only fair that customers, business partners, regulators and Government officials have confidence that Fletcher Building deals with them in an environment of fair competition and that our business is free of bribery and corruption. We also have legal obligations to ensure that bribery and corruption does not occur.

This policy describes how we will comply with anti-bribery and corruption legislation so that we maintain the confidence and trust of our stakeholders.

### NEED TO KNOW

- Fletcher Building takes a zero-tolerance approach to bribery and corruption.
- Fletcher Building is committed to complying with the law (including Bribery and Corruption legislation) in all jurisdictions in which we operate, as well as maintaining our reputation for ethical practice.
- All personnel must conduct our business activities with honesty and integrity and in compliance with anti-bribery and corruption laws.
- Personnel must not offer to pay, solicit or accept bribes in any form.
- Personnel must not engage in any form of corrupt business practice whether for the benefit of Fletcher Building, themselves or another party.
- Facilitation payments are prohibited.
- Gifts, entertainment, sponsored travel and donations must not be provided or accepted in circumstances which could be considered to give rise to undue influence.
- When providing or accepting any gift or entertainment, employees must adhere to the Company's Gifts and Hospitality Policy.
- Unless approved by the Fletcher Building Board of Directors, political donations are prohibited. Attendance at any political fund-raising event must be approved by the CEO.
- Before engaging a third party agent to represent and act on behalf of Fletcher Building, an appropriate due diligence must be conducted to satisfy the Company that the third party agent understands and will comply with this policy.
- Any failure on the part of Fletcher Building employees to comply with this Policy may constitute misconduct or serious misconduct under an employee's terms of employment.
- Failure to comply with this policy by Fletcher Building Personnel (other than employees) may result in the termination of their relationship with Fletcher Building and other liability.
- It is expected non-wholly owned subsidiaries and applicable joint venture/alliances will adapt their rules and guidelines as much as possible to be consistent with this policy.

**This policy applies to:** All Fletcher Building Personnel who act for or on behalf of Fletcher Building or any of its subsidiaries.

## **EXPLANATORY AND GUIDANCE NOTES**

### **Fletcher Building Personnel**

Fletcher Building Personnel includes all directors, officers, employees, independent contractors and subcontractors, consultants, temporary agency personnel and secondees of Fletcher Building Limited and its subsidiaries. It also includes all agents and other third parties acting for or on behalf of Fletcher Building or any of its subsidiaries (either directly or indirectly).

### **What is Bribery and Corruption?**

Bribery is the offering, promising, giving, requesting, agreeing to receive or receipt or acceptance of a benefit or an advantage for the purpose of (or which has the effect of) influencing the recipient in the exercise of their duties in order to obtain or retain a business benefit that is not legitimately due or to induce or reward the improper exercise of the duties or functions of a Public Official or any person within the public or private sector.

Corruption means the misuse or abuse of a public or private office or power for personal gain, examples include money laundering, embezzlement, secret commissions, falsification of records and corruption of justice

The benefit can be direct or indirect and is not limited to financial payment and includes improper gifts, hospitality, benefits, loans, fees or other reward.

### **What are Facilitation Payments?**

A 'facilitation' or 'grease' payment is a small payment or other benefit made to a public official to speed up a service to which the payer is already entitled. Examples include, payments relating to the issue of a permit or licence, or the provision of utility services. Facilitation payments are illegal in many countries, even if nominal in amount.

Fletcher Building acknowledges that facilitation payments can be considered cultural norms in some of the jurisdictions in which Fletcher Building operates. However, such payments have a high probability of exposing Fletcher Building to liability for unlawful conduct and must not be offered or made by any Fletcher Building Personnel.

### **Political and Charitable donations**

Political donations include direct or indirect payments, loans, donations, gifts, advantages or benefit to political parties, candidates for public office or political organisations.

Any charitable contributions involving Fletcher Building funds or assets must be approved in accordance with Fletcher Building's Delegated Financial Authorities.

### **Dealings with Business Partners**

When engaging a third party business partner to represent Fletcher Building or act on its behalf, it is important to implement appropriate controls to ensure that the actions of the third party do not adversely affect Fletcher Building. A third party might include agents, distributors, suppliers, accountants/auditors or other professional advisors.

Business partners who pose particular risk to Fletcher Building include those (whether operating in developing or emerging economies or not) who are involved in negotiating any business arrangements or transactions with the public or private sector on behalf of Fletcher Building including bidding for tenders, negotiating supply contracts, arranging leases or licenses or providing transportation or custom clearance services.

All arrangements with Business Partners must be recorded in writing and should:

- Require the Business Partner to comply with and operate in a manner consistent with this Policy and the requirements of any applicable anti-corruption laws and conventions;
- Include provisions allowing for immediate termination if this Policy or applicable laws are contravened;
- Require the Business Partner to keep proper books and records available for inspection by Fletcher Building, its auditors or investigatory authorities;
- Have clear payment terms;
- Clearly identify what services are being paid for; and
- Payment must be appropriate for the work done.

### **No adverse consequences for refusing a bribe**

Fletcher Building Personnel will not suffer any demotion, penalty or other adverse consequence from Fletcher Building for refusing to give or receive a bribe, even if such refusal may result in Fletcher Building losing business.

### **Failure to Comply**

A breach of this policy is very likely to be a breach of law. Accordingly, Fletcher Building Personnel in breach of this policy will be subject to investigation and prosecution by the relevant authorities.

### **Reporting and Assistance**

Fletcher Building encourages personnel to report immediately any suspected improper conduct or requests. Our Whistleblowing (Wrong Doing) Disclosure Policy provides guidance and protection for personnel raising such concerns.

Any attempt to deter individuals from raising concerns, or any subsequent retaliation against individuals who speak-up, will be treated as a serious disciplinary offence.

Fletcher Building Personnel should contact as appropriate, their Manager, the General Manager of Assurance or Group General Counsel if they need advice or have any questions or concerns about this Policy.

**Printing this policy:** All our official policies are updated electronically and available on Matrix so before relying on a printed copy please check you have the latest version.

**Related policies:** Gifts and Hospitality Policy, Whistleblowing (Wrong Doing) Disclosure Policy, Travel and Entertainment Policy, Fraud Policy