

## ANTI-BRIBERY AND CORRUPTION POLICY

**Playing fair is a core behaviour within Fletcher Building and it's an important principle that applies in all our dealings.**

It's only fair that customers, suppliers, 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.
- Fletcher Building Personnel must:
  - conduct our business activities with honesty and integrity and in compliance with anti-bribery and corruption laws;
  - not offer to pay, solicit or accept bribes, secret commissions or facilitation payments in any form;
  - not engage in any form of fraudulent or corrupt business practice, whether for the benefit of Fletcher Building, themselves or another party;
  - not provide or accept gifts, entertainment, sponsored travel or donations in circumstances which could be considered to give rise to undue influence;
  - adhere to the Company's Gifts and Hospitality Policy when providing or accepting any gift or entertainment;
- 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.

**This policy applies to** all Fletcher Building Personnel.

## ANTI-BRIBERY AND CORRUPTION POLICY - GUIDANCE NOTE

### 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.

**Secret Commissions** are the benefits given, offered, received or solicited by an agent or representative of another person or entity, where that benefit is:

- not disclosed to the principal; and
- an inducement or reward for providing or having provided a favour, or the receipt of which would tend to influence the provision of a favour.

### What are facilitation payments?

A '**facilitation**' or 'grease' payment is a payment or other benefit made to a public official to obtain or 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.

Fletcher Building Personnel may only attend a function or event organised by a political party that required financial contribution or payment, if the function or event is relevant to Fletcher Building's activities and any amount payable is not disproportionately above the value of the event. Attendance at any of those events requires prior approval of the Chief Executive of a Division and the General Manager Corporate Affairs.

Fletcher Building reports all amounts paid to any political, public official or political party for any reason and irrespective of size, even if those amounts may not constitute donations requiring disclosure under the relevant jurisdictions disclosure scheme.

Any charitable contributions involving Fletcher Building funds or assets must be approved in

accordance with Fletcher Building's Delegated Financial Authorities.

### **Gifts and Hospitality**

Fletcher Building prohibits the giving or receiving of gifts or hospitality in connection with its business or operations which go beyond the common courtesies of general commercial practice. Further information about our policies and obligations in this regard can be found in our Gifts and Hospitality Policy.

### **Travel and Accommodation**

Fletcher Building will only provide payment of travel and/or accommodation to a third party where there is an appropriate business reason to do so, and with the prior approval of the relevant Executive Leadership Team member.

Fletcher Building prohibits Personnel from accepting travel and accommodation offered by a third party for any reason. More information about these policies can be found in our Travel and Entertainment Policy.

### **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:

- 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
- include payment 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**

Strict compliance with this Policy is a condition of employment or other engagement with Fletcher Building. Breaches of it may constitute misconduct or serious misconduct and may also lead to disciplinary action, which can include termination. Failure to comply with this Policy may also lead to a breach of applicable legislation, stock exchange listing rules or other regulations.

## **Reporting**

Breaches of this Policy should be reported to Fletcher Building's Group General Counsel. Alternatively, Fletcher Building has a free phone and online service ([FBuCall](#)) that you can use.

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.

## **Where to seek further help**

Discuss any question you may have regarding the Policy and its application with your direct manager, or with Fletcher Building's Company Secretariat.

## **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.

**Next policy review:** February 2024