



Anti-Bribery & Corruption Policy

Evolve Prefabrication Pty Ltd

4 South Road Braybrook VIC 3019

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1. Introduction and Purpose

- 1.1 Evolve Prefabrication Pty Ltd (**Evolve**) is committed to operating in accordance with all applicable laws and regulations and in accordance with the highest standards of ethical behaviour at all times.
- 1.2 This Policy is a critical component of Evolve's delivery on its strategic goal of enduring trust, integrity and resilience and outlines Evolve's requirements regarding the management of gifts and benefits, which protects you and your reputation and minimises potential negative consequences for you and Evolve.
- 1.3 As part of this commitment, Evolve prohibits any activity that seeks to bribe or otherwise improperly influence a Public Official, or any other individual or entity 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.
- 1.4 This Policy:
 - (a) sets out the responsibilities of Evolve and Evolve personnel (defined in section 2 below) in complying with Evolve's prohibition on bribery and related improper conduct; and
 - (b) provides guidance on recognising and addressing instances of bribery and related improper conduct.
- 1.5 The Policy also applies overseas. If travelling outside of Australia, Evolve employees are subject to the laws of the country they are in; however, the principles of this Policy must be followed regardless of whether or not that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws which are of a lesser standard to this Policy, this Policy prevails.

2. Application and Scope of the Policy

- 2.1 This Policy applies to all directors, officers and employees of Evolve (whether permanent, fixed term or temporary) and all subsidiaries, contractors, distributors, consultants, agents and other individuals or entities that are effectively controlled by Evolve or act on its behalf (either directly or indirectly)(**Evolve personnel**).
- 2.2 It is the responsibility of all Evolve personnel to understand and comply with this Policy and to follow the reporting requirements set out in this Policy.
- 2.3 Wasif Madurai is Evolve's **Anti-Bribery Officer**.
- 2.4 The Anti-Bribery Officer is responsible for ensuring awareness throughout the Business Unit and Office of the requirements of this Policy.
- 2.5 Any queries regarding the application of this Policy in any particular circumstance should be directed to the Anti-Bribery Officer.
- 2.6 Overall responsibility for the administration of this Policy, including the implementation and monitoring of the Policy, lies with the Anti-Bribery Officer.

3. Laws covered by the Policy

- 3.1 Laws prohibiting bribery and the other types of improper payments covered by this Policy apply in all of the countries in which Evolve has operations and/or engages in trading activities.
- 3.2 In addition, a number of these laws, such as the *Foreign Corrupt Practices Act (FCPA)* in the United States, the *Bribery Act 2010* in the United Kingdom and the *Commonwealth Criminal Code Act 1995 (Cth)* in Australia, have extraterritorial reach (**Relevant Laws**). This means that, for instance, under Australian law, an Australian citizen, resident or company may be prosecuted in Australia where the relevant activity occurred entirely overseas. In addition, where the activity occurred in Australia, a non-Australian citizen, resident or company may be liable under Australian law. These laws apply to Evolve as well as individuals working for and on behalf of Evolve.
- 3.3 The same or substantially similar principles apply to laws in other countries where Evolve may in the near future operate or trade.
- 3.4 This means that Evolve and/or Evolve's personnel may be found liable in the country where the offending conduct occurs or in their home jurisdiction.

4. Summary of the Policy

- 4.1 Evolve prohibits bribery and the making of other unlawful or improper payments that seek to improperly influence any individual or entity in the performance of their role or function.
- 4.2 This Policy prohibits the following types of improper payments and conduct:
- (a) bribery of a Public Official or any other individual or entity in the public or private sector;
 - (b) the making of facilitation payments;
 - (c) the offering, making, soliciting or receiving of secret commissions;
 - (d) the giving or receiving of gifts and/or entertainment which is not in accordance with this Policy;
 - (e) money laundering;
 - (f) the encouragement, authorisation or facilitation of bribery or other related improper conduct by another person, such as an agent or representative of Evolve; and
 - (g) false, misleading, incomplete or inadequate accounting or books or record-keeping.
- 4.3 The Policy requires that you:
- (a) conduct appropriate due diligence on relevant third parties prior to engaging with such third parties (such as agents, distributors, other contractors, proposed joint venture partners and merger or acquisition targets);
 - (b) ensure that the standards of conduct set out in the Policy are clearly communicated to relevant third parties, and are incorporated in contracts with such parties, as authorised by Evolve's Management;

- (c) maintain accurate and transparent books and records and ensure that all expenditure is appropriately recorded; and
- (d) report any suspected or actual conduct in breach of this Policy to the Anti-Bribery Officer.

5. Public officials

- 5.1 For the purposes of this Policy, Public Officials include:
- (a) an employee, official or contractor of a government body or a wholly or partially state-owned enterprise;
 - (b) a person performing the duties of an office or position created under a law of a foreign country or by the custom or convention of a country;
 - (c) a person in the service of a governmental body including a member of the military or the police force;
 - (d) a politician, judge, or member of the legislature of a state, province or country;
 - (e) an employee, contractor or person otherwise in the service of a public international organisation (such as the United Nations);
 - (f) an individual who is or who holds himself or herself out to be an authorised intermediary of a Public Official;
 - (g) a political party, party official or candidate for public office;
 - (h) a member of a royal family; or
 - (i) a commercial entity, or the directors, officers or employees of a commercial entity, in which a government body has a significant ownership interest or over which it otherwise exerts control (ie a foreign public enterprise).

6. Prohibition on bribery

- 6.1 Evolve prohibits the giving, offering, promising, authorising, accepting or requesting of a bribe.
- 6.2 Bribery involves giving, offering or promising a benefit (monetary or otherwise) to a person where the benefit:
- (a) is not legitimately due;
 - (b) is given or offered with the intention of influencing a Public Official or person within the public or private sector in the exercise of their duties or functions; and
 - (c) is given or offered with the intention of obtaining or retaining business or a business advantage for Evolve that is not legitimately due.
- 6.3 Whether the person sought to be influenced works in the public or private sector is irrelevant. The relevant laws apply to the bribery of Public Officials as well as bribery in relation to any commercial transaction in the private sector.

- 6.4 Bribery can involve offering or providing the benefit directly to the person sought to be influenced, or doing so indirectly, for instance:
- (a) by procuring an agent or other intermediary to provide or offer the illegitimate benefit to the person sought to be influenced; or
 - (b) by giving the illegitimate benefit to a relative or business associate to the person sought to be influenced, or to a political party or charitable organisation with which the person is associated.
- 6.5 It is irrelevant whether the bribe is accepted or ultimately paid. Merely offering the bribe is a contravention of this Policy and usually is sufficient for an offence to be committed; further, business or a business advantage does not need to be actually obtained or retained for an offence to have been committed.

7. Prohibition on facilitation payments

- 7.1 Evolve prohibits the making of facilitation payments by Evolve personnel.
- 7.2 Facilitation payments are typically minor unofficial payments 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 or licences).
- 7.3 Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a Public Official for a routine governmental action, e.g. Processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.
- 7.4 If asked by a Public Official for a facilitation payment or told that one is required in order for the routine government service to be obtained, or to be obtained by a particular time, you should firmly state that it is Evolve's Policy that no such payment can be made. If pressed, you should refuse to make the payment and inform immediately Evolve's Anti-Bribery Officer.
- 7.5 Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

8. Prohibition on secret commissions

- 8.1 Evolve prohibits the paying or receiving of secret commissions to any person or entity, including any private party or Public Official. It is also an offence in Australia, the United Kingdom and most countries around the world to pay a secret commission.
- 8.2 Secret commissions arise where a person who is the agent or representative of another person or entity takes or solicits a commission from a third party without disclosing that commission to their principal. The secret commission is given as an inducement to the agent or representative to use their position to influence the conduct of their principal's business. This would include, for instance, making a payment to an agent of a customer of

Evolve, where that agent does not disclose the payment to the customer and, in return, the agent facilitates favourable commercial terms for Evolve with that customer.

9. Prohibition on improper gifts and entertainment

- 9.1 Evolve prohibits the giving or receiving of gifts or entertainment in circumstances which could be considered to give rise to undue influence.
- 9.2 Gifts and entertainment must only be provided or accepted in accordance with this Policy.
- 9.3 This Policy does not prohibit the giving or receiving of minor gifts, meals and entertainment to or from Public Officials or any private person or entity, provided that those expenditures:
- (a) are given in the name of Evolve and not any individual employee;
 - (b) are solely aimed at building a general relationship and understanding;
 - (c) are not intended, and could not be construed as, an attempt to influence improperly the performance of the recipient's role or function;
 - (d) are given in an open and transparent manner;
 - (e) comply with any relevant governmental law, regulation, rule, or code;
 - (f) are otherwise lawful in the jurisdiction in which they are made;
 - (g) do not include cash, loans or cash equivalents;
 - (h) if their value exceeds the financial limit set by Evolve's Anti-Bribery Officer receive prior written approval from the Anti-Bribery Officer and record it in the Evolve's Gift Register managed by the Anti-Bribery Officer (see Appendix 1); and
 - (i) are accurately and transparently recorded in Evolve's books and records.
- 9.4 The practice of giving corporate gifts and arranging corporate entertainment varies between countries, regions and industries, and what may be common and appropriate in one place may not be in another. Evolve personnel must approach this issue carefully and conservatively. For instance, gifts or entertainment should not be given or received while the relevant parties are involved in an invitation to tender process or contractual negotiations.
- 9.5 Further, if gifts or entertainment are frequently given to or received from the same person or entity, and/or create an ongoing expectation for such gifts or entertainment, they are unlikely to comply with this Policy.
- 9.6 If you are in any doubt as to the appropriateness of any gift or entertainment, you should consult Evolve's Anti-Bribery Officer before it is given or accepted or otherwise as soon as possible.

10. Prohibition on money laundering

- 10.1 Evolve prohibits any form of money laundering in connection with its business activities.
- 10.2 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.

- 10.3 Use by Evolve of proceeds of illegal activity can give rise to liability to Evolve and/or Evolve's personnel involved in that conduct.
- 10.4 If you suspect that any transaction might involve the payment or receipt of proceeds of any unlawful activity, you should contact Evolve's Anti-Bribery Officer immediately.

11. Application of this Policy to third parties: agents, distributors, intermediaries and suppliers

- 11.1 Evolve engages with a broad range of third parties in a variety of circumstances. For the purposes of this Policy, 'third parties' include agents, distributors, intermediaries, suppliers, actual or potential clients, customers, consultants, advisers or other contractors. These parties may also be part of state-owned entities.
- 11.2 In certain circumstances, Evolve may be liable under anti-bribery or other laws for the improper conduct of these third parties.
- 11.3 Evolve prohibits the provision of a benefit to a third party where it is expected or likely that some or all of that benefit will be provided or offered to another person, in order to obtain business or a business advantage that is not legitimately due.
- 11.4 Where Evolve 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 Evolve.
- 11.5 Third parties that pose particular risk to Evolve of breaching anti-bribery laws include those:
 - (a) operating in developing or emerging economies (which includes many Asian or African countries); or
 - (b) involved in negotiating any business arrangements or transactions within the public or private sector on behalf of Evolve in any country (including bidding for tenders, negotiating supply contracts, arranging introductions to potential business clients or key government decision-makers, arranging leases or licenses or providing transportation or customs clearance services).
- 11.6 The Anti-Bribery Officer will be responsible for determining the categories of third parties engaged by Evolve to whom the controls set out at paragraphs 11.6(a) to (c) apply. Accordingly, when Evolve is proposing to engage a third party, the Anti-Bribery Officer must be informed so that they can determine the extent to which those controls apply.
 - (a) **Due diligence**

Sufficient due diligence must be performed to ensure that it is appropriate for the third party to represent Evolve or act on its behalf. If due diligence is required, a written due diligence report about the third party and the third party's work must be completed and approved. A due diligence checklist and standard form for the written report is available from the Anti-Bribery Officer. If any issues of concern or 'red flags' are identified by this due diligence, they must be identified in the written report and immediately raised with the Anti-Bribery Officer. The Anti-Bribery Office will then determine if it is appropriate for the third party to be retained, or if further

investigations or discussions with the third party are required prior to entering any such arrangement.

(b) **Standard contractual terms**

Standard terms that incorporate the issues addressed by this Policy must be included in all contracts with third parties. Where a contract is to be entered into with a third party, the Anti-Bribery Officer must be notified. The Anti-Bribery Officer will then determine the appropriate standard terms (adapted as necessary) to be used.

(c) **Oversight of third parties**

Evolve's personnel that engage third parties must maintain oversight of the work of those third parties (including, where appropriate, receiving progress reports and reviewing invoices and other documentation) in order to confirm that legitimate work is undertaken, and improper payments are not made. The identification of any "red flags" must be fully documented, reported to the Anti-Bribery Officer and investigated.

12. Joint ventures

12.1 If Evolve is involved in any joint ventures, then any joint venture that is effectively controlled by Evolve through ownership, management or other involvement must comply with this Policy.

12.2 Evolve is also committed to working with its joint venture partners to achieve the standards outlined in this Policy where Evolve does not exercise effective control of the joint venture. This includes any joint venture with a partly or fully state-owned enterprise. Evolve will take such steps as are open to it to require that any such joint venture complies with the standards set out in this Policy.

12.3 Additionally, in respect of every joint venture arrangement, regardless of whether Evolve exercises control over the entities concerned, Evolve has procedures in place that aim to address the potential for bribery, or any other improper payments made in the course of the joint venture operations. These procedures include but are not limited to the following:

(a) **Due diligence**

Where a joint venture is proposed, due diligence must be performed on the prospective joint venture partner, and an accompanying written due diligence report must be completed and approved, prior to entering into contractual relations. A due diligence checklist and standard form for the written report is available from the Anti-Bribery Officer. If any issues of concern or 'red flags' are identified by this due diligence, they must be identified in the written report and immediately raised with the [Anti-Bribery Officer. The Anti-Bribery Officer will then determine if it is appropriate to enter into a joint venture arrangement, or if further investigations or discussions with the prospective joint venture partner are required.

(b) **Standard contractual terms**

Contracts with proposed joint venture partners must include terms that incorporate the issues addressed by this Policy. Evolve has developed standard contractual terms for this purpose, which are available from the Anti-Bribery Officer.

(c) **Responsibilities of Evolve's personnel involved in the operations of joint venture partners**

Evolve personnel that are in Management positions with the company or are otherwise involved in the operations of joint venture partners should pay particular attention to signs of improper payments and should voice objections where appropriate. If Evolve personnel become aware of evidence that a joint venture partner has engaged in improper payments, or might engage in such payments, that evidence must be reported to the Anti-Bribery Officer.

13. Accounting, books and records

- 13.1 Evolve is required to maintain internal financial recording and accounting systems and procedures to 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.
- 13.2 No undisclosed or unrecorded fund or account may be established for any purpose.
- 13.3 False, misleading or incomplete record keeping is a criminal and civil offence in many countries in which Evolve operates or trades.

14. Consequences of non-compliance

- 14.1 Bribery and the other types of improper payments prohibited by this Policy are prohibited under the laws of the countries in which Evolve operates. Breaches of such laws may expose Evolve and Evolve personnel to criminal penalties and/or civil action.
- 14.2 For Evolve, possible consequences include the imposition of substantial fines, exclusion from tendering for government or private contracts and reputational damage.
- 14.3 For individuals, possible consequences include criminal and civil liability with associated significant fines and/or lengthy terms of imprisonment.
- 14.4 Further, failure to observe this Policy by Evolve personnel will be regarded as serious misconduct and lead to disciplinary action, which may include dismissal from employment, or termination of any engagement contract.
- 14.5 Conscious disregard, deliberate ignorance and wilful blindness will not avoid liability in relation to any of the matters set out in this Policy.

15. How to raise a concern

- 15.1 Evolve recognises the value and importance of Evolve personnel reporting identified or suspected instances of bribery and other improper conduct and strongly supports such disclosures and reports.

- 15.2 An accurate and auditable record of all gifts, entertainment and payments to government officials, employees and others must be maintained in accordance with generally accepted accounting principles. No entry should be made in Evolve's records that distorts or disguises the true nature of any transaction.
- 15.3 It is the responsibility of Evolve personnel to remain alert to any instances of directors, officers, employees, subsidiaries, joint venture partners, suppliers or other contractors engaging in, or attempting to engage in, bribery or other improper conduct, or otherwise not meeting the standards of behaviour required under this Policy.
- 15.4 Evolve directors, officers and employees must report suspected or actual instances of bribery or other improper conduct to the Anti-Bribery Compliance Officer.
- 15.5 Evolve directors, officers and employees also can make an anonymous report via Evolve's Whistleblower Policy. Detailed information must be provided to enable a formal investigation to be undertaken. A copy of the Whistleblower Policy is available from our office.
- 15.6 If you are unsure as to whether particular conduct constitutes bribery or related improper conduct, you should ask your manager and/or the Anti-Bribery Officer.
- 15.7 Evolve will take all available steps to provide protection from detrimental treatment to directors, officers and employees who report bribery or related improper conduct or refuse to take part in such conduct. Detrimental treatment includes dismissal, disciplinary action and victimisation. Persons who are subjected to such treatment should inform the Anti-Bribery Officer immediately.
- 15.8 Contractors, distributors, agents, suppliers and other business partners who have any concerns which they wish to raise under this Policy should approach the Anti-Bribery Officer.

16. Training, monitoring and review

- 16.1 Training on this Policy forms part of the orientation process for all relevant Evolve personnel. Relevant existing Evolve personnel will receive regular training updates on how to comply with this Policy.
- 16.2 The Anti-Bribery Officer will monitor the implementation of this Policy and will review on an ongoing basis the Policy's suitability and effectiveness. Internal control systems and procedures will be regularly audited to ensure that they are effective in minimising the risk of non-compliance with this Policy. There may also be independent reviews undertaken from time to time by External Audit.
- 16.3 The Evolve Gift Register will be reviewed by the Anti-Bribery Officer (or his delegate) twice a year, and a report on the registers will be provided annually to Evolve's Director. Any non-compliance will be managed under clause 14 of this Policy.



17. Version Control

Version	Date	Author	Changes
1.0	22/04/2022	Regulatory Assurance	First version of policy. Communicated and implemented to all staff.

DEFINITIONS



For the purpose of this Policy, the following definitions apply:

Term	Meaning
bribery	<p>The offering, authorising, promising, giving, receiving, soliciting, or attempted offering, authorising, promising, giving, receiving, soliciting, of anything of value, directly or indirectly, to improperly influence the execution of an individual or organisation's public, commercial or legal duties.</p>
corruption	<p>Means dishonest activity in which a director, executive, manager, employee or contractor of an entity acts contrary to the interests of the entity and abuses his/her position of trust in order to receive some personal gain or advantage for him or herself or for another person or entity.</p>
government body	<p>Means:</p> <ul style="list-style-type: none"> • any politician, political party, party official or candidate of political office; • any official, employee or representative of a domestic or foreign government, government body or agency (e.g. an employee of a state or federal regulator or government department); • any official, employee or representative of a government-owned or controlled entity (e.g. state-owned energy companies); • any official, employee or representative of a public international organisation; • any person who holds or performs the duties of any appointment created by custom or convention (e.g. Indigenous Elders or representatives authorised to act on behalf of an indigenous group or community). <p><i>Please note:</i></p> <ul style="list-style-type: none"> • The definition of 'government body' is relatively broad and extends beyond the common understanding of government official or government employee.
Red Flags	<p>The following is a list, but not exhaustive, of possible 'red flags':</p> <ol style="list-style-type: none"> 1. You learn that a third party or third party with whom you are dealing has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with government or local government officials. 2. A public official insists on receiving a commission or fee payment before committing to sign a contract with Evolve. 3. A public official requests payment in cash and/or refuses to sign



	<p>a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.</p> <ol style="list-style-type: none"> 4. A public official or third party with whom you are dealing requests that payment is made to a country or geographic location different from where the third party resides or conducts business (particularly a tax haven or jurisdiction with a poor reputation for bribery and corruption). 5. A public official request an unexpected additional fee or commission to “facilitate” a service. 6. A public official demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services. 7. A public official request that a payment is made to “overlook” potential legal violations. 8. A public official request that you provide employment or some other advantage to a friend or relative. 9. You receive an invoice from a third party that appears to be customised or is from a different third party from the one you are dealing with. 10. You learn that Evolve has been invoiced for a commission or fee payment that appears disproportionate to the service stated to have been provided. 11. You are asked to give hospitality to persons not directly associated with the organisation with which you are doing business (e.g. family members). 12. 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 us.
<p>Relevant Laws</p>	<p>Includes:</p> <ul style="list-style-type: none"> • the Criminal Code Act 1995 (Cth); • the Foreign Corrupt Practices Act 1977 (US); • the Bribery Act 2010 (UK); • any other anti-corruption laws of the Commonwealth of Australia or any State or Territory of Australia (including any applicable common law, law of equity, any written law, statute, regulation or other instrument made under statute or by any government agency); • any anti-corruption law of a country other than Australia which applies to Evolve, its business partners or third parties operating on Evolve’s behalf.
<p>Third Party</p>	<p>means any individual or organisation you come into contact with during the course of your work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.</p>



APPENDIX 1

Completing Evolve’s Gift Register

The following information is required in completing the Gift Register:

Receiving Gifts and Entertainment	Offering Gifts and Entertainment
Date Received	Date Offered
Name, Position & Business Unit of Recipient	Name, Position & Business Unit of Offer
Name of Giver (Who is giving you the gift / entertainment)	Name of Receiver (Who are you offering the gift / entertainment too)
Description of gift	Description of gift
Value \$ *	Value \$ *
Reason for acceptance	Reason for offering
Decision on what will happen to gift	
Name and Position of Approving Manager (e.g. FC)	Name and Position of Approving Manager (e.g. FC)