



Australia & New Zealand

Anti-Bribery & Corruption Policy

Australia & New Zealand

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Anti-Bribery & Corruption Policy

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1 Why we have this policy

Corruption is a crime. If corruption were committed within the Penske organisation, it would erode the integrity and credibility which Penske stands for and has developed as the backbone of its business. Here at Penske, we are committed to complying with all relevant anti-corruption laws and do not tolerate corruption of any kind.

Corruption can take many forms, including:

- Bribery
- Fraud and money laundering (often used to cover up corruption)
- Anti-competitive practices (e.g. collusion)

Without transparency, certain business activities can be conducive for bribery and corruption, including the following:

- Conflicts of interest management
- Gifts, benefits and hospitality (including charitable donations and sponsorships)
- Political lobbying and donations
- Procurement decisions

This policy sets out rules on appropriate business and ethical conduct in situations that could cause us or others to act corruptly. Contact the Compliance Manager if you have any questions about applying this policy to practical scenarios.

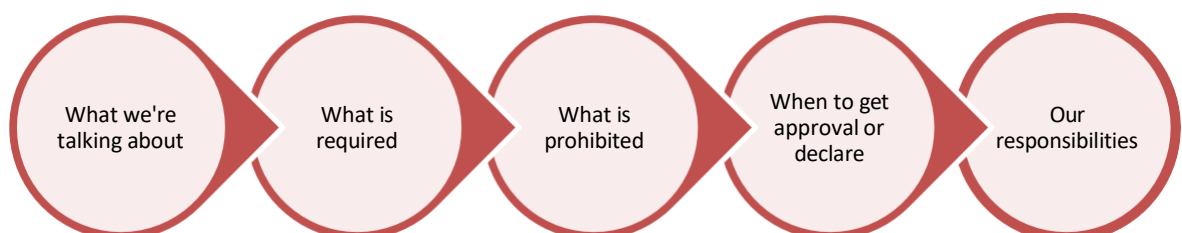
2 Who this policy applies to

This document applies to directors, officers, and employees of Penske Transportation Group International Pty Ltd, Penske Australia Pty Ltd and Penske New Zealand and their subsidiaries in Australia and New Zealand (**Penske**). Non-compliance with this policy may result in disciplinary action, including termination of employment.

Penske expects suppliers and contractors (including employees of suppliers and contractors) to act in a manner consistent with the spirit, intention and purpose of this policy. Contractors who fail to do so may be ineligible for renewal or a breach of contract.

3 How to use this policy

Each section in this document generally follows this structure:



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4 Definitions

The terms below have their defined meaning wherever used in this document regardless of capitalisation.

Term	Definition
\$	References to currency amounts are to the currency of the country in which you are dealing and apply per person.
Bribe	See section 5.1.
Conflict of interest	See section 6.1.
Corruption	The abuse of entrusted power for private gain.
Facilitation payment	A payment made to facilitate or expedite decisions or routine actions by government agencies or government officials. <i>Such payments are considered facilitation payments even where they are legal under local laws.</i> <i>Paying an official a published fee is not a Facilitation Payment, e.g. a fee for expediting passport renewal.</i>
GBH	Gift, benefit or hospitality. See section 8.1.
Government official	Any: <ul style="list-style-type: none"> • person holding, or candidate for, a legislative, administrative or judicial office whether appointed or elected; • person exercising a public function; • person representing a public agency, or enterprise in which a government has an influence (e.g. public-private partnership); • official or agent of a public international organisation; and • family member of any of the above. The term Government official is to be interpreted broadly.
Penske	Penske Transportation Group International Pty Ltd, Penske Australia Pty Ltd and Penske New Zealand and their subsidiaries in Australia and New Zealand.
We/ you	Directors and employees of Penske.

5 Bribery

5.1 What we're talking about

A **bribe** is any undue advantage:

- promised, offered, given, solicited or accepted;
- directly or indirectly through or to an intermediary or other person; and
- to improperly influence or reward any action, inaction or decision of any person in their business or official capacity.

In this context, advantage includes anything of value. Facilitation payments are considered bribes.

Bribery can be a crime whether it is given or received, whether it is done directly or indirectly, and regardless of whether the bribe unduly influences the recipient. Both you and Penske can

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be prosecuted for offences regardless of whether you are in-country or abroad. There may also be consequences for Penske if our business partners engage in bribery.

5.2 What is required

We act honestly in all our business practices and make reasonable efforts to prevent those who perform services for, or on behalf of, Penske from supplying bribes.

When in doubt, we seek advice before acting.

5.3 What is prohibited

You must not:

- offer or promise bribes to any person; or
- request or accept bribes from any person.

These prohibitions are especially important when dealing with Government officials. For example:

- *Engaging a government official as a consultant through a third party vendor in order to conceal the arrangement.*
- *Granting any kind of undue advantage with the intention of buying the decision of a state authority is prohibited.*

5.4 Our responsibilities

We must:

- understand and apply this policy;
- document and report incidents of suspected or attempted bribery to the Compliance Manager or General Manager – Legal & Governance.

Managers must:

- ensure their team understand and follow this policy and are comfortable raising issues and concerns; and
- take necessary steps to ensure they have sufficient oversight of their team's activities to avoid the risk of bribery.

6 Conflicts of Interest

6.1 What we are talking about

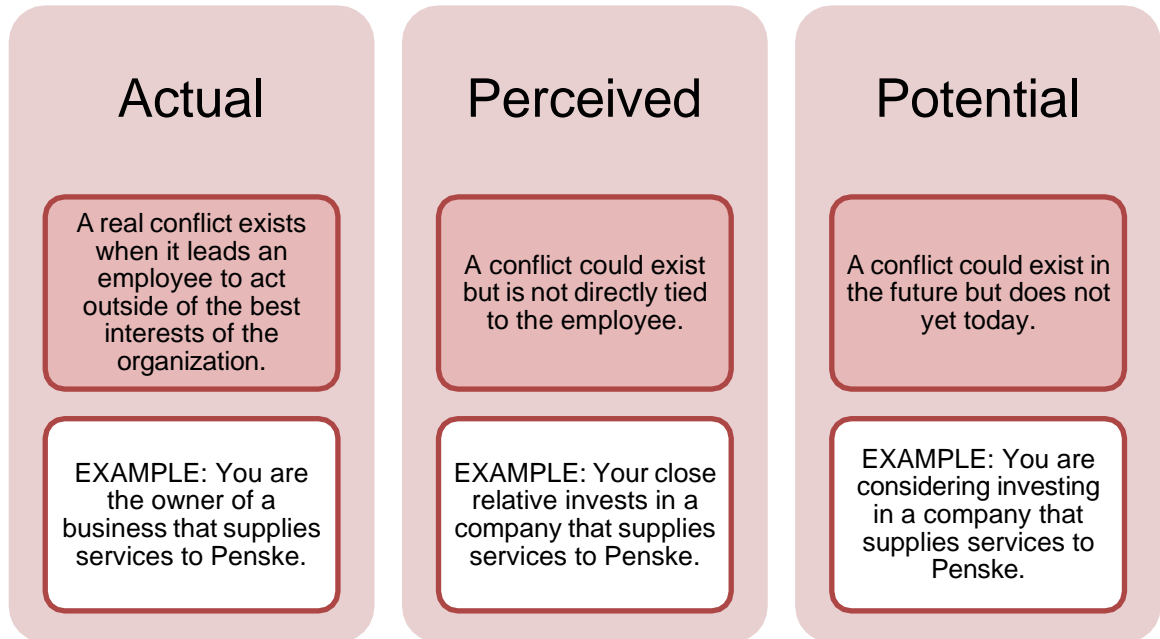
Penske recognises and respects individual rights and choices to participate in personal interests or outside work, provided those interests do not encroach on Penske's business interests.

There is a **conflict of interest** when our interests could interfere with or influence our conduct at Penske.

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Conflicts of interest can be:



Examples include:

- Outside employment
- Buying parts from Penske and servicing Penske customer/potential customer vehicles or equipment as a sideline
- Workplace relationships
- Selling goods or services to Penske
- Political commitments
- Personal financial interests
- Improper use of company information

6.2 What is required

We avoid conflicts of interest even if they do not result in improper or unethical conduct.

6.3 What is prohibited

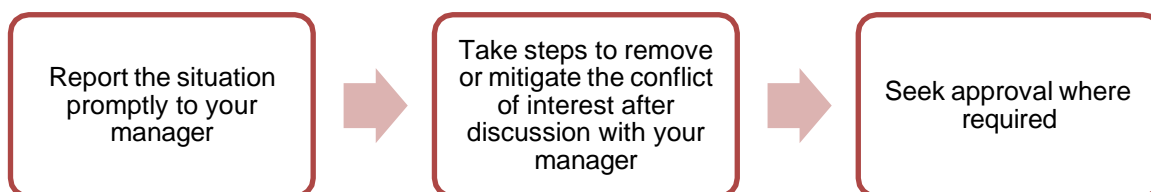
You must not:

- ignore a conflict of interest; or
- use your position in the company, information acquired in your job, or Penske's assets to obtain a benefit or advantage for yourself or someone else.

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6.4 What requires approval and when



If we cannot avoid a conflict of interest, we are transparent and discuss the conflict with a manager.

6.5 Our responsibilities

All new employees must declare any conflicts of interest before they commence employment with Penske.

We must make conflicts of interests which arise during our employment known to our manager.

Managers must:

- manage their direct reports' conflicts of interest
- document any facts surrounding the conflict of interest and the process adopted to manage it
- escalate any conflicts of interest where appropriate to the Compliance Manager or General Manager – Legal & Governance.

Notes for managers:

As a manager, you are in a position to view a potential conflict of interest more objectively than someone who is in the conflict situation. Use this position to assess your reports' declared conflicts of interest and escalate the conflict if appropriate.

6.6 Executive responsibility

Members of the Executive Management Team, and Directors of Penske Australia Pty Ltd and Penske New Zealand, must declare any conflicts of interest at appointment and on an annual and ongoing basis.

7 Business Conflicts

7.1 What we are talking about

Penske has several important external relationships, particularly with Government entities, which require additional care and management in relation to conflicts of interest. Penske may be required to warrant that there is no conflict of interest or a conflict is not likely to arise during the relationship. In such cases, we must take due care to ensure that Penske can commit to and sustain the warranty.

Example:

Penske may be seen to have acted contrary to a conflict of interest warranty provided to the Australian Department of Defence if it has decided to bid for a contract opportunity for a project with a foreign government which is considered a national security threat to Australia.

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8.2 What is required

You must declare any conflicts of interest if Penske asks. All information collected on this basis will be treated confidentially. If you decline to do so, Penske may take any steps it deems necessary to avoid a potential conflict of interest or breach of contract.

Example:
Penske may ask you to declare conflicts of interest if you work in a sensitive area such Defence, or if a business partner requires as part of pre-qualification.

7.3 Our responsibilities

Where we are responsible for relationships between Penske and third parties, we must:

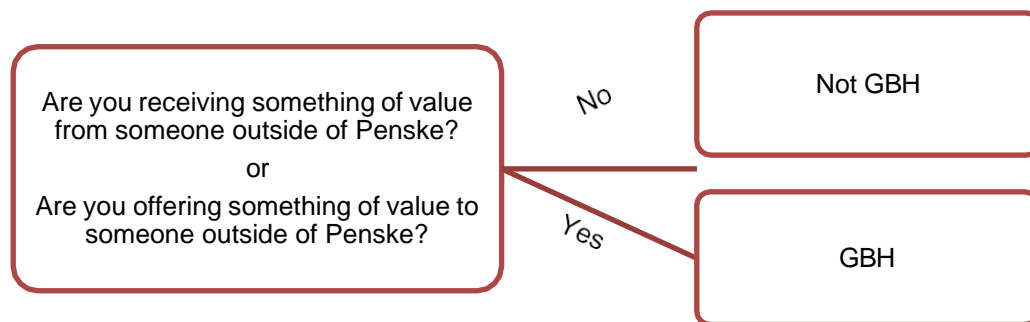
- understand any conflict of interest warranties given by Penske; and
- understand the types of situations which may give rise to a conflict of interest.

Managers must develop and maintain processes to ensure that any conflict of interest can be detected and acted upon in a manner consistent with Penske's commitments.

8 Gifts, Benefits and Hospitality

8.1 What we're talking about

Gifts, benefits and hospitality (**GBH**) are legitimate tools for building relationships, publicity and showing appreciation. However, it is not legitimate to use GBH as a bribe or for any other improper purpose.



Examples include: entertainment, meals, funding, charitable donations, gifts or other gratuities, personal services or favours, cash equivalents (e.g. gift cards), admission tickets for events (e.g. conferences, training, trade fairs, sporting events, social events), promotional gifts, merchandise, customary gifts such as presents of wine or food.

GBH does not include:

- performance recognition awards, such as gift vouchers or plaques, which you receive from Penske;
- promotional materials offered to the public for recruitment or marketing.

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8.2 What is required

You can offer or accept GBH if it:

- has a **clear business purpose** (i.e. directly related to Penske's commercial objectives);
- is **proportionate** (i.e. reasonable and would not be seen as unduly lavish, and an efficient use of Penske's resources);
- is **permitted under local law** and should conform to generally accepted local customs;
- **respects the recipient's** organisational policy or code of conduct;
- is **given directly** by Penske or the third party;
- is **transparent** (i.e. approved in accordance with the Delegation of Authority Policy and declared via the Compliance Team Room, where required); and
- does not pose a **conflict of interest** or other **reputational risk**.

Examples of clear business purpose:

- *Reward from a business partner which is offered to the wider business as part of an incentive scheme based on performance of an existing contract.*
- *Product samples as part of a demonstration or explanation of Penske's products.*
- *Gratuities that by their nature are not intended for personal use (e.g. specialist books, product training, maintenance services).*
- *Donation to a charity auction where there is a link to our customers/industry profile.*

Example of a conflict of interest:

- *Giving/accepting GBH during a tender process is not appropriate.*

In practice: Ask before offering and be aware that some organisations have a zero-gift policy.

8.3 What is prohibited

We do not:

- solicit GBH from business partners or government officials for ourselves or the benefit of any family member or friend; and
- attempt to circumvent this section by giving or accepting GBH of apparently nominal value but with a cumulative value exceeding specified thresholds.

We do not offer or accept cash as a gift or make payments into private bank accounts.

8.4 What needs approval/ declaration and when

Refer to the Delegation of Authority Policy for approval requirements.

In addition to approval, you must **declare** GBH via the Compliance Team Room according to the following rules:

- When dealing with Government officials, declare all GBH given or received regardless of value.
- When dealing with business partners, declare all GBH given or received valued at \$150 (per person) or over.

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- Declare GBH at the earliest possible opportunity and no later than:
 - Giving – 1 business day in advance; and
 - Receiving – 5 business days after receiving.
- If in doubt, declare.

Notes on Government officials:

- *Government officials (especially senior officials) must be able to demonstrate that they cannot be improperly influenced in the performance of their duties by offers of GBH. Don't put them in a position where their integrity is called into question.*
- *External service providers and locally engaged staff that are acting in an official capacity on behalf of Government must be treated as Government Officials.*

8.5 Manager responsibilities

Managers must:

- ensure that processes within their teams for giving or receiving GBH comply with this policy;
- consider the following when reviewing their direct reports' justification for requests to offer or receive GBH:
 - **What is OK**
 - **What is Prohibited**
 - due diligence enquiries
 - approvals required under the Delegation of Authority Policy.
- ensure their reports declare GBH.

Due diligence tips:

- *Is the individual or their organisation associated with Government or a charity?*
- *Is the individual or their organisation outside of Australia or New Zealand?*
- *Is the individual or their organisation an intermediary?*
- *For donations, is the organisation a registered charity and aligned with Penske's values?*

Consider whether GBH received is appropriate for an individual to retain or if it would be more appropriate for its benefit to be shared amongst other employees.

9 Donations and sponsorships

9.1 What we're talking about

Monetary and other contributions to charities, social projects and funds (including schools, educational funds and infrastructure projects) can be conduits for corrupt payments and must be handled cautiously.

Penske sponsors or makes donations to charitable organisations to positively impact the community for causes that align with Penske's values. Sponsoring is a form of benefit based on a contractually agreed consideration. In contrast, donations are benefits given voluntarily with no expectation of consideration in return.

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This policy covers charitable donations and sponsorships. Government or political sponsorships and donations are covered under the Government Relations Policy.

9.2 What is required

A decision relating to the giving of charity must:

- be aligned with Penske's values;
- be well informed and made with due care; and
- be transparent (documentation must include recipient identity, purpose, reasons for sponsorship or donation).

9.3 What is prohibited

A decision relating to the giving of charity must not:

- be motivated by improper purposes or be made whilst there is a conflict of interest;
- involve the misuse of information or position; and
- create a risk for Penske to fall into financial difficulty (including insolvency).

9.4 What needs approval/ declaration and when

Refer to the Delegation of Authority Policy for approval requirements. Donations and sponsorships are treated as GBH and must be declared in the same way. See section 8.

9.5 Our responsibilities

Managers must:

- treat donations and sponsorships as GBH and apply the additional requirements and prohibitions under this section;
- obtain approvals per the Delegation of Authority Policy; and
- declare donations and sponsorships.

10 Speak Up!

Bribery and corruption can occur in environments which are uncertain or lack direction or clarity. Speak with your manager, the Compliance Manager or General Manager – Legal & Governance, if you are ever in doubt or feel pressured to do something you are not comfortable with. It doesn't have to be formal, but it always helps to speak with someone independent and objective.

If you are aware of or suspect that someone at Penske, a business partner or agent is involved in practices which do not represent Penske's values, you must immediately make a report under the Australian Whistleblower Policy (for Penske Australia) or the Grievance Procedure (for Penske New Zealand). Refer to the Compliance Team Room for Speak Up! options.

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11 Applicable Documents

Name	Location
Australian Whistleblower Policy	resources/Business Documentation/AU
Code of Ethical Conduct	resources/Business Documentation/ALL
Competition and Consumer Law Policy and Manual - Australia	resources/Business Documentation/ALL
Delegation of Authority Policy	resources/Business Documentation/ALL
Grievance Procedure	resources/Business Documentation/ALL
National Credit Policy	resources/Business Documentation/PPS
Procurement Policy	resources/Business Documentation/ALL
Theft and Fraud Reporting Procedure	resources/Business Documentation/ALL

12 Amendments

Please Note:

- The issue of an update invalidates the previous issue;
- The currently valid version of the policy can be accessed on the intranet;
- Hard copy print-outs are not covered by any subsequent amendments;
- Always verify that the version is current before using the information contained therein.