

# WSA Policy Anti-Bribery and Corruption

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## Change history

Version Details	Document Author:	Verified by:	Approved by:
Revision: 00 25/10/2019	<b>Melanie Burnicle</b>   Company Secretary & Corporate Counsel	<b>General Counsel</b>	<b>WSA Board</b>
<b>Main Changes:</b> Original Issue			
Revision: 01 18/08/2023	<b>Steven van der Donk</b> Chief Legal Officer		<b>WSA Board</b>
<b>Main Changes:</b> updated definition of “corruption” to align to the definition in the <i>National Anti-Corruption Commission Act 2022</i> (the <b>NACC Act</b> ); and reference to the obligations under the NACC Act to report corruption to the NACC.			

## Related Documents

This policy should be read in conjunction with the related documents listed in the table below.

Document Number:	Document Description:
WSA00-WSA-00000-RI-PRO-000003	Risk Appetite Statement
WSA-FI-POL-000002	Reimbursement & Expense Policy
WSA00-WSA-00000-HR-POL-000001	Code of Conduct
WSA00-WSA-00000-CP-POL-000002	Gifts and Hospitality Policy
WSA00-WSA-00000-CP-POL-000005	Whistleblower Policy
WSA00-WSA-00000-HR-POL-000003	Conflict of Interest Policy
WSA00-WSA-00000-CP-POL-000004	Statement of Business Ethics
WSA00-WSA-00000-RI-PRO-000001	Enterprise Risk Management Framework
WSA00-WSA-00000-HR-POL-000005	Disciplinary Policy

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## **1. What is this Policy about?**

WSA Co Limited (WSA) is committed to upholding the highest standards of integrity, corporate governance and stakeholder confidence.

WSA is committed to conducting its business in an honest and ethical manner and does not condone bribery or corruption in any form.

This WSA Anti-Bribery and Corruption Policy (Policy) forms part of WSA's governance and risk management framework(s) which include the Code of Conduct, Statement of Business Ethics, Expense Reimbursement Policy, Gifts and Hospitality Policy, Whistleblower Policy and Public Interest Disclosure Procedures and other associated policies and procedures.

This Policy complements and supports the WSA core values set out in the WSA Code of Conduct and Statement of Business Ethics. The Code of Conduct and Statement of Business Ethics provide information about the standards of behaviour expected of those working for WSA, and WSA's commitment to fostering a culture where honesty and ethical conduct is valued and demonstrated.

This Policy applies at all times in all countries that WSA does business.

## **2. Introduction**

### **2.1. To whom does this Policy apply?**

This Policy applies to all Directors, officers, employees, contractors, agents, secondees and volunteers of WSA (WSA People).

WSA People are expected to conduct WSA's business in an honest and ethical manner. WSA People must act professionally, fairly, and with integrity in all business dealings and relationships.

The categories of activities covered by this Policy are set out in paragraphs 3.1 – 3.5 below.

WSA expects its business partners, consultants, intermediaries, joint venture partners, suppliers, or other contractors (Third Parties) to implement and enforce effective policies and systems to counter bribery and corruption that are consistent with this Policy.

### **2.2. Policy review**

This Policy will be reviewed annually to ensure that it is operating effectively and to identify whether any changes should be made to the Policy.

### **2.3. Policy availability**

This policy is available to be accessed on the **WSA Published Documents SharePoint** site. Currency and accuracy cannot be guaranteed if sourced from other locations.

### 3. What is Bribery and Corruption?

**Bribery** is the offering, promising, giving, accepting, or soliciting of a Bribe as an inducement for action which is illegal, unethical or a breach of trust or duty.

A **Bribe** is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

An **Improper Benefit** is anything of value that is not legitimately due to a party. “Anything of value” includes gifts and benefits such as kick-backs, cash, meals, services, entertainment, travel benefits, business opportunities, offers of employment (including for family and friends), the award of a contract or access to confidential information.

**Corruption** is the abuse of entrusted power and includes “*corrupt conduct*” as defined in section 8 of the *National Anti-Corruption Commission Act 2022*. That section provides that the following is corrupt conduct:

- any conduct of any person (whether or not a public official) that adversely affects, or could adversely affect, either directly or indirectly:
  - the honest or impartial exercise of any public official’s powers; or
  - the honest or impartial performance of any public official’s functions or duties as a public official;
- any conduct of a public official that constitutes or involves a breach of public trust;
- any conduct of a public official that constitutes, involves or is engaged in for the purpose of abuse of the person’s office as a public official;
- any conduct of a public official, or former public official, that constitutes or involves the misuse of information or documents acquired in the person’s capacity as a public official.

With respect to WSA People, and in reference to the *National Anti-Corruption Commission Act*, “public official” includes employees, directors, and contractors of any kind. Corruption need not be for personal benefit and can be engaged in alone or with the agreement or participation of other persons (whether or not those other persons are public officials).

#### 3.1. Bribery and Corruption

WSA prohibits the bribery of, or corrupt practices involving, domestic or foreign government officials, private sector, or commercial parties.

This includes the offering, receiving, promising, authorising or providing any Bribe or Improper Benefit to any third party, whether directly or indirectly.

WSA expects WSA People and Third Parties working for or on behalf of WSA to reject any efforts made by others (including suppliers, customers or clients) to unfairly affect any official decision-making process in order to achieve an unfair advantage or benefit.

#### 3.2. Gifts and Hospitality

The giving and receiving of gifts or hospitality is common in business, and in most instances is not unlawful. However, the acceptance of gifts or hospitality may create the perception that the recipient’s ability to act with integrity, impartiality and transparency is impaired.

WSA expressly discourages WSA People from accepting Gifts or Hospitality (as defined in the Gifts and Hospitality Policy).

If a Gift or Hospitality is proposed to be given to or received from a public or government official, you must obtain prior written approval from the CEO and the Company Secretary.

Please see the WSA Gifts and Hospitality Policy for further details.

### **3.3. Facilitation Payments**

WSA prohibits WSA People from making or receiving facilitation payments as part of doing business.

Facilitation payments are generally small, unofficial payments or commissions, requested by, offered or made to a public or government official that serve as an incentive for that official to complete or expedite a routine action or process.

Facilitation payments can be in the form of monetary payments, or other gifts or benefits.

WSA expects WSA People to be mindful when making or receiving payments and to always ask for a receipt which details the payment and an itemisation of each cost incurred to WSA.

### **3.4. Secret Commissions**

WSA prohibits the giving or receiving of secret commissions.

Secret commissions typically arise where a person or entity offers or gives a commission to an agent or representative of another person 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.

### **3.5. Donations and Sponsorship**

WSA only accepts charitable donations and sponsorships that comply with WSA's policies and procedures, and only when they are legal and ethical under local laws and practices.

WSA prohibits the use of company funds to make contributions to political parties.

## **4. Record keeping**

All WSA's accounts and records must be accurate, and fully reflective of all transactions.

Integrity in record keeping requires that any amounts paid for services are accurately described and recorded and can be justified in the context of the services being provided, and the skills and experience of the person or Third Party undertaking the work.

Please refer also to the WSA Expense Reimbursement Policy.

## **5. Breaches and investigations**

A breach of anti-bribery and anti-corruption laws is a serious offence, which can result in fines and imprisonment for the people involved, WSA and its Directors and officers.

Even the perception of a breach of these laws can have a serious reputational impact on WSA. Non-compliance with this Policy will be considered a breach of the WSA Code of Conduct and may result in disciplinary action, including termination of employment or engagement with WSA.

WSA employees should refer to the WSA Disciplinary Policy for further information.

WSA will always report and document any breach of the law brought to its attention to the police or other relevant authorities and co-operate with any investigation.

Where WSA's Chief Executive Officer (CEO) becomes aware of a corruption issue within WSA, they are obliged to refer the matter to the National Anti-Corruption Commission (**NACC**) as soon as reasonably practicable if all of the following apply:

- the corruption issue concerns the conduct of a person who is, or was, a staff member of WSA; and
- the CEO suspects the issue could involve serious or systemic corrupt conduct.

Similarly, if an "Authorised Officer" of WSA receives an internal disclosure under the Public Interest Disclosure Act that raises a corruption issue within WSA, they are obliged to refer the matter to the NACC as soon as reasonably practicable if all of the following apply:

- they received the internal disclosure in the course of performing their functions under the PID Act
- the internal disclosure raises a corruption issue under the NACC Act
- the corruption issue concerns the conduct of a person who is, or was, a staff member of WSA while that person is, or was, a staff member of WSA, and
- the Authorised Officer suspects the issue could involve serious or systemic corrupt conduct.

The NACC has wide powers to investigate alleged corruption issues and to take other related action including entering, searching and seizing documents or things, conducting hearings, compelling witnesses to attend hearings and produce documents, applying for search warrants, using covert powers, and obtaining financial orders such as freezing orders.

## **6. Reporting and Review**

WSA places great importance on fostering a culture that encourages employees and others to speak up about issues or conduct that concerns them.

Everyone at WSA is required to immediately report any concerns or suspicions relating to bribery and corruption. If you become aware of any activity that breaches, or may breach, this Policy, please contact your manager or another WSA Leader who is authorised to receive disclosures under the WSA Whistleblower Policy and Public Interest Disclosure Procedures.

Alternatively, a report may be made via the **WSA Faircall Service** which is a free external hotline and reporting service independently monitored by KPMG.

You can contact the Faircall Service in the following ways:

Telephone:	1800 764 346
Email:	<a href="mailto:FairCall@kpmg.com.au">FairCall@kpmg.com.au</a>
Web:	<a href="https://www.kpmgfaircall.kpmg.com.au/WSA">https://www.kpmgfaircall.kpmg.com.au/WSA</a>
Post:	The FairCall Manager   KPMG Forensic PO Box H67 Australia Square   Sydney NSW 1213
Fax:	+61 2 9335 7466

This Policy will be reviewed annually to ensure that it is operating effectively and to identify whether any changes should be made to the Policy. If you have suggestions about updates that could be made so that the Policy is clearer or applies more directly to aspects of WSA's operations that are subject to the Policy, please raise these with WSA's Company Secretary.

## **7. Training**

All WSA People who have dealings with suppliers, customers, government officials, business partners, consultants, intermediaries, joint venture partners or contractors will be provided with annual compliance training to ensure that they understand the anti-bribery and corruption laws that apply to WSA's operations, the requirements of this Policy, and the steps they should take in the event that they identify an instance of bribery, or a risk that bribery could potentially occur.

## **8. Further information**

For additional information about this Policy, please contact WSA's Company Secretary.