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## ANTI-BRIBERY AND CORRUPTION STANDARD

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## 1. Introduction

- 1.1 At Murray & Roberts (“the Company” or “the Group”) the cardinal importance of lawful and ethical behaviour in its relations with stakeholders is emphasized. We are proud of our high standards and are committed to our values. However we cannot be complacent about the threat of bribery and corruption in the Companies operations in the global environment in which it operate. The Companies approach in conducting sound practices is reflected in its Statement of Business Principles. It establishes standards to which all employees, service providers and business partners must adhere and commits Murray & Roberts to implement anti-bribery and corruption standards and procedures. These values of integrity and accountability enjoin the Company never to engage in bribery, any form of unethical inducement or payment, including facilitation payments, or any form of payment to influence illegal or wrongful activity. This standard reinforces and amplifies those commitments.
- 1.2 Anti-bribery and corruption laws to which Murray & Roberts is bound create offences and penalties for bribery and corruption. Particular laws establish the corporate offence of failure to prevent bribery and require Murray & Roberts to implement adequate systems and procedures to prevent bribery. Murray & Roberts fully endorses these laws.
- 1.3 This standard sets out the responsibilities of Murray & Roberts employees and Murray & Roberts businesses in preventing bribery and corruption and sets out what Murray & Roberts will implement to do so.<sup>1</sup>

## 2. Definitions

- 2.1 For the purposes of this standard, bribery occurs when one person promises, offers, pays, seeks or accepts a payment, gift, favour, or an undue financial or other advantage from another to influence a business outcome improperly, or induces or rewards improper conduct or accepts such conduct whether directly or indirectly, to and from a public official, a political candidate, party official or party or any private sector employee. Corruption occurs when any person directly or indirectly accepts or offers any gratification from any person in order to act in a manner that amounts to an illegal, dishonest, unauthorized, incomplete or biased abuse of a position of authority or breach of trust. In short corruption can be the misuse of power or position for private gain.

<sup>1</sup>In developing this standard reference has been made to Transparency International's Business Principles for Countering Bribery.

- 2.2 Bribery and corruption, whether involving government officials<sup>2</sup> or commercial entities, including joint ventures, can be direct or indirect through third parties such as agents, consultants, brokers or joint venture partners. It includes facilitation payments<sup>3</sup> even though in some countries facilitation payments are legal.

### 3. Scope

- 3.1 In compliance with certain laws, Murray & Roberts has put in place reasonable procedures to prevent bribery by any individual or organization that performs services for or on behalf of the Group. Consequently, this standard applies to every employee, contractor, officer and director in every Murray & Roberts business and in every joint venture under Murray & Roberts' control.
- 3.2 Contractors, consultants and suppliers which are agents of Murray & Roberts or which are working on its behalf or in its name, through the outsourcing of services, processes or any business activity, are required to act consistently with this standard when acting on Murray & Roberts' behalf. Associated companies not under Murray & Roberts' control and joint venture partners are encouraged by Murray & Roberts to adopt a similar standard, to prevent bribery and corruption.

### 4. Adequate Procedures

- 4.1 Murray & Roberts shall regularly and systematically identify bribery and corruption risks in its businesses, and implement adequate risk-based procedures aimed at preventing the occurrence of bribery and corruption. These include:
- 4.1.1 **Biannual Declarations.** All directors of Murray & Roberts Limited, their direct reports and all managing directors of each operating business, and their executive committees, shall make biannual declarations that they have complied with all regulatory requirements regarding fraud, bribery and corruption.

<sup>2</sup> Government Official may include, but is not limited to, any officer or employee of government, a public international organization, a member of a political party, a candidate for political office, any government department or agency thereof, or any official or employee of a state-owned business enterprise.

<sup>3</sup> Facilitation payment means - a payment to an official, political party or party official for "routine governmental action," such as processing papers, issuing permits, and other actions of an official, in order to expedite performance of duties of non-discretionary nature, i.e., which they are already bound to perform. The payment is not intended to influence the outcome of the official's action, only its timing.  
Red flags – see attached example.

- 4.1.2 **Communication.** This standard has been communicated across the Murray & Roberts Group through its established internal communication channels. Murray & Roberts also communicates this standard to its suppliers, contractors, agents, consultants and business partners and wider stakeholders where appropriate, in contracts concluded with such persons.
- 4.1.3 **Training.** Murray & Roberts will take reasonable measures to ensure that relevant persons within the scope of the standard undertake regulatory compliance training and shall be conversant with anti-bribery and corruption laws related to their activities and the associated risks. The Company shall keep records of such training.
- 4.1.4 **Books and records.** Murray & Roberts will maintain adequate books and records which properly and fairly document all financial transactions. Tests and procedures have been and shall continue to be carried out so that there is reasonable assurance that the standard has been implemented.
- 4.1.5 **Audit.** Internal control systems will be subject to regular internal and independent audit to provide assurance that they are effective in countering bribery and corruption. The Company shall confirm annually that these measures are taking place.
- 4.1.6 **Mergers and acquisitions.** Through appropriate due diligence procedures, Murray & Roberts will seek to avoid the acquisition of bribery and corruption related liabilities and exposures.
- 4.1.7 **Business Relationships.** Murray & Roberts will, as far as reasonably practicable, ensure that its business partners, including contractors, suppliers, agents, brokers and joint venture partners are persons fit to do business with, from an ethical perspective.
- 4.1.8 **Supply chain.** Murray & Roberts will ensure, as far as reasonably possible that bribery and corruption risk in its supply chain is avoided or mitigated by ensuring that payments made for goods and services are reasonable and never made to induce unethical behaviour.

4.1.9 **Conflicts of interest, gifts, donations, Corporate Social Investment and Hospitality.** Murray & Roberts will address conflicts of interest and the risks created by gifts, hospitality, donations and corporate social investment through the implementation of appropriate policies and standards.

4.1.10 **Government officials.** Murray & Roberts will implement procedures applicable to its (or its agents or those suppliers in its supply chains) dealings with government officials, political parties and related persons or organizations.

## 5. Responsibilities

5.1 The Group Chief Executive Officer is the person charged with primary accountability for Murray & Roberts' anti-bribery and corruption efforts and shall report the results of adherence to this standard at least annually to the Murray & Roberts Holdings Limited Board of Directors.

5.2 The Group Commercial Director has the primary responsibility for implementing the anti-bribery and corruption standard and processes within Murray & Roberts. He is assisted by the Group Legal Executive in these efforts.

5.3 Responsibility for drafting the procedures governing the actions and controls mentioned in paragraph 4 will rest with the Group Legal Executive.

5.4 The Chief Executives of the business platforms and subsidiary company Managing Directors are accountable for implementing this standard within their areas of responsibility.

## 6. Reporting actual or potential violations and seeking guidance

6.1 Any employee must report actual, potential or suspected corruption in Murray & Roberts, or by any individual or organization with whom Murray & Roberts does business. Failure to do so may result in the employee becoming personally liable to disciplinary action.

6.2 Employees must report any request for an improper payment or any indication that a person may be engaged in corrupt activities or is engaged in bribery or has an intention or plan to violate this standard.

6.3 Employees have a similar obligation to report any information or knowledge of any hidden fund or asset, of any false or artificial entry in Murray & Roberts' books and records, or any payment that circumvents Murray & Roberts' internal financial controls, procedures processes.

- 6.4 Reports must be made immediately. Employees report may be made to the Group Legal Executive or failing him to the Group Commercial Director or on an anonymous basis using the Murray & Roberts Tip-Off's Anonymous Hotline which is 0800003246 or outside South Africa 0027800003246.
- 6.5 If any instance of bribery or corruption is identified, an investigation will take place under the guidance of the Group Commercial Director.
- 6.6 Employees could also contact their human resources department, their immediate superior or the Tip Off's Anonymous Hotline to seek advice on anti-bribery and corruption issues or to make suggestions as to how Murray & Roberts could improve its anti-bribery and corruption standard and procedures.

## **7. Monitoring and review**

- 7.1 The Group Commercial Director is responsible for engaging Internal Audit to independently assess compliance with this standard.
- 7.2 The Group Commercial Director shall report quarterly on compliance with this policy to the Group Social & Ethics Committee, which will make an independent assessment of the adequacy of the standard and disclose any material non-compliance in the annual integrated report to shareholders. The Murray & Roberts Limited Board of Directors may also make an independent assessment of the adequacy of the standard in response to an occurrence of bribery or corruption.
- 7.3 Related documents to this standard are the Code of Conduct, the Statement of Business Principles, and the Retention of Records Standard.