

ANTI-BRIBERY AND CORRUPTION POLICY

1. PURPOSE AND SCOPE

Ruralco is committed to ensuring that all our people behave in a manner that is consistent with the law and with behaviour and a culture that is consistent with Ruralco's values. Ruralco has a zero tolerance approach to bribery, corruption and facilitation payments across all parts of the Ruralco Group.

This policy applies to all businesses within the Group, including subsidiaries and joint ventures where the Group has a controlling interest. It is applicable to all directors, employees, temporary staff, contractors, suppliers and service providers.

2. UNDERSTANDING AND MANAGING BRIBERY AND CORRUPTION RISKS

The Group's business units and subsidiaries must consider and understand the risk of bribery and corruption throughout their operations. Ruralco prohibits:

- the giving of bribes or other improper payments or benefits to public officials
- the payment of secret commissions to those acting in an agency or fiduciary capacity.

Serious criminal and civil penalties and significant reputational damage may be incurred if anyone in the Group or any of the Group's representatives are involved in bribery or corruption.

Ruralco also prohibits the making of political donations to any political party on behalf of the Group.

All parts of the Group must identify bribery and corruption risks and manage the controls that are applied to those risks. This includes monitoring key risk indicators and applying an assurance program to test the ongoing effectiveness of the control environment.

3. NOTIFYING BREACHES OR UNETHICAL BEHAVIOUR UNDER THIS POLICY

Group employees, contractors, directors, suppliers or representatives must report any information relating to any suspicion or act of bribery or corruption or other unethical behaviour:

- to the Group General Counsel & Company Secretary
- to an appropriate manager, or
- under Ruralco's Whistleblowing Policy (which ensures that reports are treated appropriately and that the person raising the concern is protected).

4. OUR COMMITMENT TO ETHICAL DEALINGS

TRANSPARENCY

Ruralco is committed to managing actual, potential or perceived conflicts of interests and to acting with transparency in our dealings with our customers, partners and suppliers. This means managing recruitment and remuneration processes, dealings with regulators and our relationships with people who are politically exposed in accordance with this policy.

KNOWING OUR PARTNERS

Ruralco representatives must know who they are doing business with and who is conducting business on their behalf. All parts of the Group must conduct appropriate due diligence prior to engaging contractors, making donations, entering into business relationships with, or acquiring, other entities.

Ruralco's business units and subsidiaries must ensure that payments to contractors or payments for other goods and services are made at arm's length. They must ensure that the giving or accepting of any gifts or entertainment is appropriate, could not be perceived to give rise to undue influence, and that it is at all times in accordance with the Ruralco **Code of Conduct**.

COMMUNICATING OUR COMMITMENT

Ruralco's commitment to ethical dealings applies from the top down. All Ruralco managers and executives are responsible for communicating this commitment across the Group.





TRAINING OUR PEOPLE

All Ruralco employees are required to undertake mandatory training on this policy. Managers and employees who are more likely to be exposed to bribery and corruption must undertake further training on antibribery and corruption measures.

5. QUESTIONS ABOUT THIS POLICY

If you have any questions about this policy, please contact the Group General Counsel and Company Secretary:

Registered Office

-  Level 5, Building A, 26 Talavera Road, Macquarie Park NSW 2113
PO Box 64, North Ryde BC 1670
-  (02) 9952 6555
-  (02) 9952 6599
-  companysecretary@ruralco.com.au

Approved by the Board on 23 August 2018.