

Anti-Bribery and Corruption ("ABC") Working Group



Terms of Reference

Membership

- The ABC Working Group (the "Working **Group**") shall be chaired by an individual (the "**Nominated Chairperson**") nominated from time to time by the Group Company Secretary
- Each meeting is to be attended by a nominated individual (each an "**ABC Representative**") from, or on behalf of, each Group Company
- Only the Nominated Chairperson and ABC Representatives have the right to attend meetings of the Working Group. However, at the discretion of the Nominated Chairperson, individuals may be invited to attend meeting of the Working Group on an *ad hoc* basis

Quorum and Meetings

- Meetings of the Working Group will normally be held on a fortnightly basis, but at the discretion of the Nominated Chairperson may be held more, but not less, frequently than this
- Each Group Subsidiary is required to have an ABC Representative, or in the case of absence or illness, their nominated deputy, in attendance for each meeting of the Working Group
- In every jurisdiction in which the Group operates there must be an appointed ABC project manager to ensure that, where applicable, the Group's ABC P&P have been distributed and implemented appropriately. The Nominated Chairperson may, at his or her discretion, invite any such project manager to join the Working Group

Duties and Responsibilities of the Group

The Working group will:

- Review whether the Group's ABC policies and procedures (the "**ABC P&Ps**") are being satisfactorily implemented across the Group;
- Review and make recommendations concerning the content and appropriateness of the Group's ABC P&Ps, and ensure that these are communicated and implemented throughout the Group by each ABC Representative;
- Direct and administer the Group's ABC 'Risk Assessment Procedure', which should be completed on a two-yearly basis by each business area within the Group, and to make specific recommendations on the Group's ABC P&Ps following the completion of that procedure;
- Act as a liaison with the Group's Internal Audit department during its three-yearly cycle of testing compliance with the ABC P&Ps across all Group Companies
- Receive, on a six-monthly basis, confirmation from each ABC Representative that, with the exception of known and approved (by the Group Company Secretary) derogations, that each of the ABC P&Ps is to the best of his/her knowledge are implemented within the Group Company he/she is representing
- On a quarterly basis, produce a report to the Group Company Secretary which shall include, amongst other things:
 - a summary of discussions of the latest meeting of the Working Group;
 - any recommendations made by the Working Group concerning the latest form ABC P&Ps;
 - an analysis of any gaps outstanding across the Group with regards to the implementation of the ABC P&P's and a timeline for completion of any action required as a result