

Anti-Bribery & Anti-Corruption Policy

1.0 Intent:

1.1 Industrial Minerals (NZ) Ltd is a supplier of quality products and services.

1.2 Industrial Minerals (NZ) Ltd is committed to conduct all of our business in an honest and ethical manner.

1.3 We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our dealings wherever we operate.

1.4 It is our policy to comply with the New Zealand Anti-Bribery Act 2015 and all other bribery and corruption laws in the countries where we do business.

1.5 The purpose of this Policy is to provide guidance and education about what is considered Bribery and Corruption and to set out Industrial Minerals (NZ) Ltd expectations.

2.0 Scope:

2.1 This policy applies to individual employees, agents, suppliers, consultants or any other people or bodies associated with Industrial Minerals (NZ) Ltd or any of its subsidiaries and employees.

3.0 Policy Requirements:

To achieve our commitment, we expect compliance of the following code of conduct from all our clients, associates, business partners and suppliers. This will benefit the industry and industry standards, contractors, stake holders and all asset owners:

3.1 Zero Tolerance.

3.1.1 Industrial Minerals (NZ) Ltd has a zero tolerance approach to bribery and corruption.

3.1.2 No individual shall, either directly or indirectly through third parties or trusts or charitable trusts:

- a) Never engage in any form of bribery, either directly or through any third party.
- b) Never offer or make an improper payment, or authorise an improper payment (cash or otherwise) to any individual, including any local or foreign official anywhere in the world.
- c) Never attempt to induce an individual, or a local or foreign official to act illegally or improperly.



INDUSTRIAL Minerals (NZ) Ltd

Freephone NZ 0800 646 372
Freephone AU 1800 309 734
www.mineralscorp.com

- d) Never offer, or accept, money or anything of value, such as gifts, kickbacks or commissions, in connection with the procurement of business or the award of a contract.
- e) Never offer or give any gift or token of hospitality to any public employee or government official or representative if there is any expectation or implication for a return favour.
- f) Never accept any gift from any business partner if there is any suggestion that a return favour will be expected or implied.
- g) Never facilitate payments to obtain a level of service that one would not normally be entitled to.
- h) Never disregard or fail to report any indication of improper payments to the appropriate authorities.
- i) Never induce or assist another individual to break any applicable law or regulation.
- j) Never disclose private, confidential or proprietary information to outside parties or any party without implied or expressed consent or for unfair, unjustified or unlawful gain.
- k) Never access unauthorised or misuse any information for unfair, unjustified or unlawful gain.
- l) Never destruct, remove or inappropriately use or disclosure any records, data, materials, intellectual property or assets, or anything similar for unfair, unjustified or unlawful gain.
- m) Never destruct, remove, or inappropriately use furniture, property, fixtures, or equipment for unfair, unjustified or unlawful gain.

4.0 This policy does not prohibit the following practices:

4.1 Giving and receiving ordinary and usual business hospitality and entertainment and promotional or other business expenditure which seeks to improve the image of the company and its services or to establish or cement cordial relations is recognised as an established part of doing business. Our company's policy does not prohibit reasonable and proportionate hospitality and promotional or other similar business expenditure (offered or received) intended for any of the foregoing purposes.

5.0 Charitable donations:

5.1 Charitable donations shall not be made or received for purposes of gaining commercial advantage.

5.2 Charitable donations shall not be made or received through a third party or a third party charitable trust for purposes of gaining commercial advantage.

6.0 Training:

6.1 Training is an important part of the effective implementation of this Policy. All employees will be provided suitable training as part of their induction process. Training includes responsibilities around avoiding bribery and corruption.



INDUSTRIAL Minerals (NZ) Ltd

Freephone NZ 0800 646 372
Freephone AU 1800 309 734
www.mineralscorp.com

7.0 Raising Concerns:

7.1 Employees will be encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. No employee will suffer any detriment as a result of raising genuine concerns about bribery, even if they turn out to be mistaken. Employees who report serious wrongdoing in the workplace can be protected by the Protected Disclosures Act 2000. • [Further information on protected disclosures/whistle-blowing](#)

7.2 The effectiveness of this policy will be regularly reviewed by the Directors. Internal control systems and procedures will be subject to audit under internal audit process.

7.3 All employees are responsible for the success of this policy and should ensure they use it to disclose any suspected concerns or wrongdoing to their Manager or Managing Director.

7.4 Failure to comply with this policy may result in disciplinary action, including dismissal (employees), or appropriate sanctions (business partners) in addition to civil or criminal charges.

7.5 All confirmed fraudulent or corrupt activities will be treated as serious misconduct in accordance with Industrial Minerals (NZ) Ltd Employment Agreement Disciplinary Process and will be referred to the New Zealand Police, Serious Fraud Office or other appropriate enforcement agency where statutes may have been breached, or loss suffered, for prosecution consideration.

7.6 This policy has been approved and adopted by the Directors of Industrial Minerals (NZ) Ltd.

8.0 Roles and Responsibilities:

8.1 All Individuals are responsible for:

8.2 Reading, understanding and complying with this Policy at all times.

8.3 Being vigilant to “red flag” issues or significant bribery risks, which necessitate further due diligence (more information on red flags [Anti-Corruption Guide produced by BusinessNZ, in partnership with Deloitte and Chapman Tripp in 2014.](#))

8.4 Reporting any incidents of facilitation payments or kickbacks, or any other actual or potential breaches of this Policy to Management.

8.5 Management: Responsible for ensuring that all those reporting to them understand and comply with this Policy and are provided adequate training on the Policy.

VersionV2.2019



INDUSTRIAL Minerals (NZ) Ltd

Freephone NZ 0800 646 372
Freephone AU 1800 309 734
www.mineralscorp.com

9.0 Related policies and procedures:

9.1 Gifts & Gratuities Policy.

9.2 Personal Gain through Employment Policy (such as customer travel, hospitality, entertainment and expenses).

10.0 New Zealand legislation:

- Bribery and Corruption are criminal offences in New Zealand and many other jurisdictions. This includes the [New Zealand Anti-Bribery Act 2015](#).
- This act Introduces significant fines as penalties for bribery of up to \$5m or 3 times the commercial gain.
- Making companies liable for the corrupt acts of their employees or agents unless they have taken 'reasonable steps' to prevent it.

In New Zealand it is an offence to engage in bribery and corruption in both the public sector (under the Crimes Act 1961) and in the private sector (under the Secret Commissions Act 1910). These offences apply to conduct outside of New Zealand. Potential penalties include unlimited fines, exclusion from tendering for public contracts and associated reputational damage and for individuals, up to ten years' imprisonment and/or significant fines, as well as personal and career reputation damage.

Note: Acts can change and legislation will be applicable to all current or updated Acts

<http://www.legislation.govt.nz/>

11.0 Definitions

11.1 Bribe: The offer, promise or giving of anything of value in order to improperly influence a person's actions or decisions to gain or retain a business benefit. Bribery and corruption can take many forms including, the provision or acceptance of cash payments, facilitation payments, kickbacks, political contributions, charitable contributions, social benefits, gifts (i.e. including BBQ's, golf clubs etc.), vouchers (i.e. petrol), travel and accommodation expenses, hospitality and rebates or reimbursements, reward points or reward point schemes.

11.2 Corruption: The misuse of entrusted power or office, whether in the public or private sector, for private gain.

11.3 Due Diligence: An investigation of a business or person prior to signing a contract, or a standard of care taken before entering into an agreement or a transaction with another party.

VersionV2.2019



INDUSTRIAL Minerals (NZ) Ltd

Freephone NZ 0800 646 372
Freephone AU 1800 309 734
www.mineralscorp.com

11.4 Facilitation Payments: Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. These constitute Bribes under the law, regardless of whether they are a “way of doing business” in a particular country.

11.5 Public Official: Those in government departments, including employees of government-owned commercial enterprises, international organisations, political parties and political candidates.

11.6 Kickback: Payment for awarding business given to a person in a position of power or influence for having assisted the supplier in relation to awarding of the business.

12.0 Bribery & Corruption Red Flags:

Payments and Transactions.

- Payments being received (in cash) that are irregular and/or are not in the normal course of business.
- Requests for commissions that are substantially higher than the “going rate” in that country.
- Payments or transactions made in a country or industry with a history of corruption.
- Continually inadequate or missing documentation and records.
- Significant observed changes in the attitude and behaviour of an employee (for example suddenly becoming more animated and aggressive or alternatively becoming evasive when they had always been quite open).
- Vendors request over-invoicing, invoice backdating or cheques to be made out to “bearer” or “cash”.
- Requests for payments to be made urgently or ahead of normal accounts payable schedule.
- Payments being made through a third-party country e.g. goods or services supplied to country “A” but payment made to shell company in country “B”.
- Payments split into multiple accounts for the same agent, often in different countries.
- Payments made to a third party with no clear link to the commercial transaction.
- Payments requested to be made to a private account or private address.



INDUSTRIAL Minerals (NZ) Ltd

Freephone NZ 0800 646 372
Freephone AU 1800 309 734
www.mineralscorp.com

Contracting and Procurement.

- Private meetings being held with public contractors or companies tendering for contracts.
- Close relationships with suppliers/customer/contractor, such as taking holidays with them.
- Individual never takes leave even if sick or for holidays. Individual insists on dealing with specific contractors him/herself.
- Decisions surrounding projects or contracts which have been accepted seem illogical or unexpected.

13.0 Useful Resources

- [Online anti-corruption training module developed by SFO & TINZ](#)
 - [Serious Fraud Office: information for complainants](#)
 - [Further information on protected disclosures/whistle-blowing](#)
 - [State Services Commission Standards of Integrity and Conduct](#)
 - [Association of Certified Fraud Examiners website](#)
 - [OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transaction](#)
 - [United Nations Convention Against Corruption](#)
- [Anti-Corruption Guide produced by BusinessNZ, in partnership with Deloitte and Chapman Tripp in 2014.](#)
- [City of London Police video](#)

CONTACT US

Phone NZ – 0800 646 372 | AU – 1800 309 734 | INT – +64 9 444 3322

Email – evan@industrial-minerals.co.nz