



**BROOKFIELD MULTIPLEX EUROPE**  
**ANTI-BRIBERY AND CORRUPTION POLICY**  
**2011**

Brookfield Multiplex Europe (“the Company”) is committed to ensuring that its business is conducted according to ethical, professional and legal standards in a fair, honest and open manner. We will endeavor to ensure that this is reflected in every aspect of business that we undertake, so that we bring integrity to all our dealings.

Bribery and corruption expose the Company, its employees and business partners to the risk of criminal prosecution, in addition to harming the Company’ reputation. Accordingly, we operate a zero tolerance approach to all forms of bribery and corruption. It is vital that we ensure that our employees and those who work on our behalf understand their responsibilities and operate to high ethical standards.

### **What is Bribery?**

Bribery is the offer, promise, giving, demanding or acceptance of an advantage in monetary or other form, as an inducement or reward for the improper performance of a function or activity which is expected to be performed in good faith, or impartially or by someone in a position of trust. Bribery is a criminal act.

Bribery and corruption can take many forms. It is not possible to provide an exhaustive list of examples of bribery or corruption which may be made directly or indirectly through a third party. However, some examples may include:

- The direct or indirect promise, offering or authorization of anything of value;
- The offer or receipt of any kickback, loan, fee, reward or other advantage;
- The giving of aid, donations or voting designed to exert improper influence;
- Payments for lavish or inappropriate entertainment or travel;
- Favours including offers of employment;
- Facilitation payments.

Facilitations payments are small payments or ‘grease’ payments made to secure or speed up routine actions or otherwise induce public officials to perform routine functions they are otherwise obligated to perform, such as issuing permits, immigrations controls or releasing goods held in customs. Directors and employees are not permitted to make any facilitation payments regardless of whether the payment is considered acceptable under local custom or practice. You must also ensure that our agents and other intermediaries, joint ventures, contractors and suppliers do not make facilitation payments on our behalf.

## Hospitality and Corporate Entertainment

We recognize that corporate hospitality can be a valuable tool to strengthen the working relationships between the Company and its business partners and supply chain. This Policy does not seek to prevent those activities. However, you must ensure the hospitality is reasonable, proportionate and for a bona fide business purpose and complies with the Company's Gift, Entertainment and Services Register where required.

## Limitations on Authority

The Company has in place strict financial and accounting procedures which are designed to prevent any one individual being in a position where he or she can unduly influence a business decision of the Company. This applies to all aspects of our business and to all stages of a project; from the appointment of subcontractors to the authorization of final accounts. Decisions are made through numerous approval levels, both on site and then at our head office, in accordance with the value of the proposition.

## Our 10 Point Action Plan against Bribery and Corruption

We prohibit the offering of a bribe in any form, including kickbacks, facilitations payments or the use of other routes or channels to provide improper benefits to customers, agents, contractors, suppliers or employees of any such party or government officials.

We also prohibit any employee or business partner from accepting a bribe, facilitation payment or kickback from customers, agents, contractors, suppliers or employees of any such party or from government officials, for their own benefit or that of their family, friends, associates or acquaintances.

We oppose all forms of bribery and corruption, large as well as small, whether initiated by corrupt officials or corrupt companies or individuals and whether it takes place in the public or private sector or in the UK or abroad.

The Company has adopted a 10 point plan to combat bribery and corruption:

1. The **commitment from the Board** to the Company's 10 point action plan and measures for preventing and detecting bribery and corruption;

2. The Board will be required to oversee the development and implementation of this policy and to monitor compliance. **The legal department has the executive responsibility** to implement the policy and report to the Board;
3. The **assessment of risk of bribery and corruption** within the Company and the development of effective, efficient and transparent controls to reduce exposure to those risks;
4. The establishment of a **clearly articulated and visible Anti-Bribery and Corruption Policy** to implement the Company's principles prohibiting bribery and corruption at all levels of the business. This policy is communicated to all employees throughout the Company and to our business partners and supply chain;
5. The adoption of appropriate and proportionate **due diligence on business partners, sub-contractors and suppliers** coupled with a requirement that they implement adequate procedures for the prevention of bribery and corrupt practices, in accordance with the Bribery Act 2010 and pass this obligation onto their own supply chains;
6. **Training** of all relevant individuals throughout the Company so that compliance with our policies and procedures is the duty of all relevant employees at all levels and so that individuals can recognize bribery and corruption and take steps to avoid the same;
7. A requirement that our employees remain vigilant and report any suspicion of bribery or corruption or improper business practices through the **whistle-blowing channels** described in the Code of Business Conduct and Ethics to enable proper and thorough investigations to be carried out;
8. The use of **financial and accounting procedures**, including a system of internal controls, designed to ensure no one individual is able to unduly influence a business decision of the Company and to ensure the maintenance of fair and accurate books, records and accounts which cannot be used to hide bribery or corruption;
9. The imposition of appropriate **disciplinary and other sanctions** for violations of our policies and procedures and/or laws against bribery and corruption.
10. Annual **audits and reviews** of the Company's anti-bribery and corruption risk assessments and policies and procedures to monitor, evaluate and improve their effectiveness.

This Policy has been formally adopted by the Company which is committed to preventing bribery and corruption. Its aim is to establish a culture within the Company and within our business partners and supply chain in which bribery and corruption are never tolerated.

Failure to comply with this Policy may result in disciplinary action, including summary dismissal (employees) or appropriate sanctions (supply chain) in addition to civil or criminal charges.



**Ross Ballingall**  
**Managing Director**  
**Brookfield Multiplex Europe**

