

L2.PRO-GL-POL-0001-GB

AGENTS & OTHER REPRESENTATIVES POLICY

Revision : 1.0, May 7, 2024

SECTION	EDITION	REVISION	DATE	CHANGE DESCRIPTION	AUTHOR	APPROVER
ALL	1	0	07 May 2024	NEW COMPANY NAME, LOGO, NEW FORMAT	AS	BU

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1.0 INTRODUCTION

SITE Resource Group Limited Partnership (SRGLP) has in place a comprehensive Business Ethics & Conduct Policy and SRG expects its business partners to comply with that policy at all times. Consequently, SRG must very carefully assess its potential agents and other third-party representatives.

The actions of Agents and other Representatives can expose SRG, its directors and individuals to criminal, civil or administrative liability and seriously damage SRG's reputation. Anyone responsible for engaging an Agent or other Representative without approval may face disciplinary action.

2.0 POLICY APPROVAL AND GOVERNANCE

This Policy has been approved by the President and no part of this document may be amended without the written approval of the President. This policy will be reviewed by the CCO and approved by the President on a regular basis.

3.0 SCOPE OF POLICY

This Policy is applicable to the whole of the SRG group including any wholly owned subsidiaries (whether corporations, limited partnerships, or other business structures), and joint venture companies or consortia which are under the day-to-day management of SRG ("**Business**").

The specific objectives of the Policy are:

- Limit the use of Agents and Representatives;
- Manage the risk inherent in the use of Agents and Representatives;
- Achieve a consistent approach to the use of Agents and Representatives across SRG; and
- Ensure compliance with applicable legislation and regulations.

This Policy and the Appendices set out the procedures to be followed in relation to the selection, appointment, approval, and monitoring of an Agent or Representative. The Process Flow Chart is set out at Appendix 8.

Professional advisers are exempt from the specific requirements outlined in this Policy and will undergo an appointment process under separate guidelines. If any Agent or Representative is found to be in use and not in compliance with this Policy their use will

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be prohibited until the Due Diligence and approval process set out in the Policy is complied with.

4.0 RESPONSIBILITIES

- a) The Agent **Sponsor** is responsible for:
- Coordinating the completion of the Information Questionnaire and obtaining the Compliance Certificate and Supporting Documentation as required;
 - Reporting any breaches or suspected breaches of the SRG Business Ethics and Conduct Policy;
 - Conducting performance assessments of Agents and other Representatives where required; and
 - Retaining copies of all invoices, records of all financial transactions, monthly reports (as required) and performance assessments relating to Agents and other Representatives.
- b) The applicable service line **Vice President** has overall responsibility for:
- Ensuring the selection, appointment, monitoring and renewal (if appropriate) of the Agent or Representative is carried out in accordance with this Policy;
 - Notifying the President, CFO and CCO of any Legacy Agents and Representatives and ensuring they are in compliance with this Policy;
 - Assisting the CCO to investigate and resolve (if possible) any Red Flags identified through Due Diligence;
 - Ensuring that no work is carried out by the Agent or Representative before approval is obtained in accordance with this Policy;
 - Ensuring the Agent Sponsor adequately monitors the Agent or Representative within their area of operation; and
 - Reporting any breaches or suspected breaches of the SRG Business Ethics and Conduct Policy.

5.0 POLICY

a) Selection and Approval

When the Agent Sponsor has identified the need to engage an Agent or other Representative or wishes to explore the possibility of appointing an Agent or Representative, and prior to any contractual discussions, the Agent Sponsor must present a Business Case (in report format) to the service line Vice President for approval.

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Once the Business Case has been approved by the service line Vice President it must then be sent to the President or Board (copying the CFO) who will make the final decision on whether the discussions with the potential Agent or Representative can proceed. The SRG Authority Limits Policy sets out the transaction values for the President and Board approval respectively.

Once the Business Case has been approved in accordance with this subsection (a) the CCO must be notified.

b) Due Diligence

The Agent Sponsor will issue the Information Questionnaire and Compliance Certificate to the Agent or Representative for completion and execution. On completion, the Agent or Representative will return the Information Questionnaire and Certificate together with the Supporting Documentation to the Agent Sponsor.

The Agent Sponsor will send the Information Questionnaire, Compliance Certificate and Supporting Documentation to the CCO who will review and request any further information that may be required. In certain circumstances the CCO will arrange for an External Database Check to be obtained.

For the avoidance of doubt an External Database Check will be obtained for all Agents, Joint Venture Partners (incorporated or otherwise) and “high risk” Freight Forwarders (the categorization of “high risk” will be made by reference to Transparency International’s most recently published Corruption Perception Index).

Please note: External Database Checks can take up to 10 days. The CCO will advise of the anticipated return date.

c) Agreement Reviews

Agreements must be submitted to the Supply Chain Manager and CCO for review prior to any negotiations with the Agent or Representative. This also applies in the case of Renewals (see clause 5(f)).

Agreements must contain appropriate anti-bribery provisions; appropriate compensation and reimbursement terms; a commitment to comply with the SRG Business Ethics and Conduct Policy, a prohibition on improper payments; prohibition on assignment without express prior consent of the SRG Business; audit rights; and the right to terminate in the event of a breach of the anti-bribery provisions with no obligation on the relevant SRG Business to make further payments.

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d) Group President or Board Approval

The Diligence Pack shall be submitted by the Agent Sponsor to the applicable service line Vice President for approval.

The Vice President will review and submit the Diligence Pack to the President for consideration (copying the CFO and CCO).

The President will either approve the transaction in writing (subject to any request for further information and/or changes) or submit a copy of the Diligence Pack also signed by him/her, to the Board for approval. The President will communicate to the Vice President, the CFO and the CCO if the proposal has been approved by him/her or if the Diligence Pack has been submitted to the Board the Vice President will inform the Agent Sponsor.

In the event the Diligence Pack is referred to the Board, the Board will review the Diligence Pack; request any further information and/or changes required; and either approve or reject the request. The Board will communicate its decision in writing to the President who will in turn inform the Vice President, CFO and CCO. The Vice President will inform the Agent Sponsor.

*** No Agreement should be signed, or work carried out by the Agent or Representative until approval has been confirmed.**

e) Annual Certification & Repeat Due Diligence and Approval

All Agents and Representatives appointed in accordance with this Policy must execute a Compliance Certificate on an annual basis. The Due Diligence and approval processes set out in sub clauses 5(b) and 5(d) shall be repeated every 3 years or earlier if a Red Flag is identified at any time during the course of the relationship with the Agent or Representative. If any Red Flags are discovered and unable to be resolved then the agreement may be terminated, subject to taking advice from the CCO.

f) Agreement Renewal or Changes

When an Agreement with an existing Agent or Representative is due to be renewed, or changes are requested, the Agent Sponsor must repeat the due diligence process and, once collated, submit the Diligence Pack to the respective Vice President for approval.

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The Vice President will then submit the Diligence Pack to the President for consideration (copying the CFO & CCO).

The President will either approve the transaction in writing or submit a copy of the Diligence Pack also signed by him/her, to the Board for approval. The President will communicate to the Vice President, the CFO & CCO in writing if the proposal has been approved by him/her or if the Diligence Pack has been submitted to the Board. The Vice President will inform the Agent Sponsor. In the event the Diligence Pack is referred to the Board, the Board will review the Diligence Pack; request any further information and/or changes required; and either approve or reject the request. The Board will communicate its decision in writing to the President who will in turn inform the Vice President, CFO & CCO. The Vice President will inform the Agent Sponsor.

g) Termination

On termination or expiry of any Agent or Representative Agreement, the Vice President must consult with the CCO to obtain an appropriately worded termination letter. The Vice President will issue the agreed letter to the Agent or Representative and request a written acknowledgement. Copies of all executed letters and acknowledgements must be sent to the CCO and a copy retained in the Agent or Representative's file.

h) Training, Monitoring, Audits and Record Keeping

All Agents and Other Representatives (if an entity, the key individuals providing the service) must undergo SRG Anti-Bribery training either online or face-to-face. It is the responsibility of the Agent Sponsor to continually review the relationship with the Agent or Representative during the period the Agreement is in force. Any changes (e.g., changes to Agent's corporate structure, changes to key personnel), sudden relationship difficulties or poor performance with an Agent or Representative will also require review by the Vice President, CFO & CCO. Approval to continue engaging the Agent or Representative must be obtained from the President or Board.

Agents and Representatives may be subject to periodic audit CCO to ensure compliance with the requirements of this Policy.

6.0 CONTACT

Any queries in relation to this Policy should be directed to the CCO.

7.0 DEFINITIONS

The following definitions apply to this Policy:

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- **Agent Sponsor** - the individual within the Business responsible for (i) identifying the need to engage an Agent or Representative; and (ii) the subsequent management of that Agent or Representative.
- **Agents & Representatives** - the relationships set out in Appendix 1.
- **Agreement** - the agreement or contract governing the relationship between the relevant SRG Business and the Agent or Representative.
- **Compliance Certificate** - the SRG Compliance Certificate set out in Appendix 4 which must be signed by the relevant Agent or Representative prior to appointment and annually thereafter.
- **Due Diligence** - the process of investigating background of an Agent or Representative including reputation, organisational structure, business practices and connections with Government Officials or Band Counsel.
- **Diligence Pack** - the Due Diligence materials together with any External Database Check reports, the RFA and the proposed Agreement.
- **External Database Check** - a compliance check carried out using a database service (such as Dow Jones, Kroll, Red Flag) as approved by the CCO which obtains information on companies, principals and individuals including but not limited to government and other watchlists, adverse media reports and litigation proceedings.
- **Legacy Agents and Representatives** - any Agent or Representative brought in to SRG through merger or acquisition.
- **Information Questionnaire** - the Service Provider Information Questionnaire set out in Appendix 3.
- **Red Flags** - circumstance that should alert a reasonable person that illegal or unethical conduct may occur or has occurred including those set out in Appendix 6.
- **RFA** - the Request for Approval Form set out in Appendix 7 to be issued to the President (and the Board as directed by the President) following completion of Due Diligence (but prior to signature of the Agreement) in accordance with this Policy.
- **Supporting Documentation** - The information requested from, and to be provided by, the Agent or Representative as set out in Appendix 3.

8.0 REFERENCE AND SUPPORTING DOCUMENTS

Policy forms are available for download from the SRG Quality Management System or intranet:

- Appendix 1: Agents & Other Representatives
- Appendix 2: Business Case
- Appendix 3: Information Questionnaire

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- Appendix 4: Compliance Certificate
- Appendix 5: Business Ethics & Conduct Policy
- Appendix 6: Red Flags
- Appendix 7: Request for Approval
- Appendix 8: Process Flowchart

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