

Anti-Bribery and Corruption Policy

1. Introduction

- 1.1 The Company is committed to maintaining a high standard of integrity, investor confidence and good corporate governance.
- 1.2 The Company's Anti-Bribery and Corruption Policy (**Policy**) forms part of the Company's risk management and control framework, which includes the Risk Management Policy and other associated risk and compliance policies.
- 1.3 This Policy outlines the Company's requirements regarding the management of gifts and benefits, which protects you and your reputation and minimises potential negative consequences for you and the Company. This Policy is also underpinned by the Company's values, as set out in its Statement of Values, which is available on its website.
- 1.4 Under this Policy you must:
 - (a) not give or accept gifts and/or benefits that will compromise, or appear to compromise, your integrity and objectivity in performing your duties;
 - (b) not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest;
 - (c) record gifts or benefits worth \$100 or more in the Company's Gift and Entertainment Register or such other amount as determined by the Company from time to time (the form of which is contained in Appendix 1 below);
 - (d) record in the Gift and Entertainment Register where a gift or benefit provided on behalf of the Company is in excess of \$100 (or such other amount as determined by the Company from time to time); and
 - (e) gifts and/or benefits worth \$400 (or such other amount as determined by the Company from time to time) or more should generally not be accepted unless there is a legitimate business reason and appropriate approval is obtained..
- 1.5 The Policy also applies globally. If travelling outside of Australia, the Company's employees are subject to the laws of the country they are in; however, the principles of this Policy must be followed regardless of whether or not that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws which are of a lesser standard to this Policy, this Policy prevails.
- 1.6 A breach of bribery and/or corruption laws can have very serious consequences for both the Company and individuals involved in the conduct, including potential criminal and civil

liabilities (including fines and imprisonment), loss of business and damage to reputation and relationships.

2. Scope

2.1 This Policy applies to anyone who is employed by or works at the Company, including employees (whether permanent, fixed term or temporary), contractors, consultants, secondees and Directors wherever located (collectively referred to as **employees** in this Policy).

2.2 **Third party** means any individual or organisation you come into contact with during the course of your work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers and government and public bodies, including their advisers, representatives and officials, politicians and political parties.

3. What is Bribery and Corruption?

3.1 **Bribery** is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

3.2 **Corruption** is the abuse of entrusted power for private gain.

4. Policy

4.1 Bribes

(a) Employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

4.2 Gifts and hospitality

(a) Employees must declare all gifts and benefits, valued at \$100 or more, in the Gift and Entertainment Register.

(b) Employees are also expected to decline (or avoid accepting) gifts and benefits which are valued at \$400 or more, with the exceptions being:

- (i) work related conferences¹;
- (ii) invitations to speak at a professional association (including flights and accommodation);
- (iii) working lunches; and
- (iv) where it is part of a Company sponsorship deal.

(c) Approval process for gifts and benefits*:

- (i) Employees should, where possible, discuss with their manager the fact that they have been offered a gift / benefit before accepting it, in order to determine the appropriate action.

¹ Where travel is involved, it is expected that the Company will pay for the flights and accommodation.

- (ii) Employees are required to enter any gift / benefit in the Gift and Entertainment Register within 5 working days of receiving or being offered the gift / benefit.
- (iii) Managers need to action² any gifts and benefits reported to them within 5 working days of receiving the disclosure from the employee.

*Noting that gifts / benefits should not be accepted on a re-occurring basis or broken down into parts of less than \$100.

- (d) Acceptable gift and entertainment expenditure:
 - (i) A gift and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable, provided it complies with the following:
 - (A) it is made for the right reason: it should be clearly given as an act of appreciation or common courtesy associated with standard business practice;
 - (B) no obligation: it does not place the recipient under any obligation;
 - (C) no expectation: expectations are not created by the giver or an associate of the giver and the gift does not have a higher importance attached to it by the giver than the recipient would place on such a transaction;
 - (D) made openly: if made secretly and undocumented, then the purpose will be open to question;
 - (E) reasonable value: its size is small and in accordance with general business practice;
 - (F) appropriate: its nature is appropriate to the relationship;
 - (G) at "arm's length": all transactions / gifts should be at an "arm's length" basis with no special favours and no special arrangements;
 - (H) legal: it complies with relevant laws; and
 - (I) documented: the expense or gift, if valued at \$100 or more³, is fully documented in the Gift and Entertainment Register.
 - (ii) Some examples of acceptable gifts and/or benefits:
 - (A) token gifts / benefits where offered in business situations or to all participants and attendees (e.g. work-related seminars, conferences, trade and business events and would include items such as a pen, cap, stationery, coffee mug, stress ball, mouse pad, corporate umbrellas, memory sticks and similar corporate merchandise);

² Approve, decline, donate or return the gift.

³ Based on the reasonable person test, i.e. if the value is not known, what value would a reasonable person place on the gift?

- (B) a gift / benefit for presenting at a work-related conference, seminar, and / or business event;
 - (C) a ceremonial gift from another organisation on behalf of the Company. Please note that ceremonial gifts belong to the Company and, as such, you must declare and report the item on the Gifts and Entertainment Register and arrange to display the item in the Company, where appropriate;
 - (D) a gift / benefit given in gratitude when hosting business events or overseas delegations only where refusal would be unreasonable and unnecessarily offensive; and
 - (E) light refreshments (e.g. tea, coffee, water, juice) or a modest meal during a meeting or as a participant of a working group.
- (iii) These circumstances are never acceptable:
- (A) gifts in the form of cash and / or cash equivalent vouchers or gift certificates;
 - (B) "*quid pro quo*" (a benefit or advantage offered for something in return); and
 - (C) making incomplete, false or inaccurate entries in the Company's books and records, e.g. the Gift and Entertainment Register.

4.3 **Facilitation payments**

- (a) Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g. processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.
- (b) Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

4.4 **Secret Commissions**

- (a) Secret Commissions are an undisclosed payment (or something of value) that is offered or provided to an agent or representative of a person/company for the purpose of influencing the conduct of the business of that person or company.
- (b) The offering or accepting of Secret Commissions is prohibited under this Policy.

4.5 **Political contributions**

- (a) The Company may make donations to political parties from time to time. Individual donations must be approved by the CEO (or if the Company does not have a CEO, the Chairman), and must be within the Company's board-approved financial limits. The Company will disclose all political donations in the Company's Annual Report under 'Corporate Governance', and to the Australian Electoral Commission and state electoral authorities, as required.

4.6 **Charitable contributions**

- (a) The Company can only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.
- (b) No donation must be offered or made on behalf of the Company without the prior approval of the Chairman.
- (c) Any charitable contributions made by the Company will be publicly disclosed in the Company's Annual Report.

5. Your responsibilities

- 5.1 You must ensure that you read, understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or under its control.
- 5.2 All employees are required to avoid any activity that might lead to or suggest a breach of this Policy.
- 5.3 You must notify your manager as soon as possible if you believe or suspect that a conflict with, or breach of, this Policy has occurred, or may occur in the future. Any employee who breaches this Policy will face disciplinary action, up to and including termination of employment or engagement.
- 5.4 All notifications of believed or suspected conflicts with, or breaches of, this Policy (whether they have occurred or may occur in the future) will be escalated to the Board where appropriate having regard to the nature and seriousness of the matter.
- 5.5 Remember, a bribe does not actually have to take place; just promising to give a bribe or agreeing to receive a bribe is an offence.

6. Record-keeping

- 6.1 The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 6.2 You must declare and enter any gifts and entertainment (whether given or received) in the Gifts and Entertainment Register within 5 business days. This Register may be subject to managerial review and internal and external audit. You must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's expenses policy and specifically record the reason for the expenditure. Appendix 1 sets out what details are required to be recorded in the Gifts and Entertainment Register.
- 6.3 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments. Noting it is an offence under the *Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016* for a person to make, alter,

destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

7. Exceptions

- 7.1 Approval for any gifts or benefits above \$400 generally require approval from the CEO (or Chairman, as applicable) and must be disclosed in the register.

8. Training

If the Company determines that you are in a position in which you are likely to be exposed to bribery or corruption, the Company will provide you with appropriate training about how to recognise and deal with those situations.

9. How to raise a concern

- 9.1 Under the Code of Conduct, all Company employees have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrongdoing in connection with the Company's business. The Company is committed to ensuring that all employees have a safe, reliable and confidential way of reporting any suspicious activity. You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with your manager. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with your manager.
- 9.2 If you are not comfortable, for any reason, with speaking directly to your manager, the Company has a Whistleblower Protection Policy which affords certain protections against reprisal, harassment or demotion for making the report. The Whistleblower Protection Policy is made available to all employees, and is available on the Company's website.

10. Monitoring and review

- 10.1 Regular reviews of the register enable the identification and management of any emerging risks, e.g. if a particular company is presenting a significant number of gifts to various employees or if companies are offering frequent and substantial hospitality to employees, e.g. dinners, seats at sporting events, access to corporate boxes at sporting or cultural venues, upgrades on flights, theatre tickets etc.
- 10.2 Internal control systems and procedures (including this Policy) will be subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption. There may also be independent reviews undertaken from time to time by the Company's external Auditors.

Appendix 1

Completing the Gift and Entertainment Register

The following information is required in completing the Gift and Entertainment Register:

Receiving Gifts and Entertainment	Offering Gifts and Entertainment
Date Received	Date Offered
Name, Position & Business Unit of Recipient	Name, Position & Business Unit of Offeror
Name of Giver (Who is giving you the gift / entertainment?)	Name of Recipient (Who are you offering the gift / entertainment to?)
Description of gift / entertainment	Description of gift / entertainment
Value* \$	Value* \$
Reason for acceptance	Reason for offering
Decision on what will happen to gift / entertainment	
Name and Position of Approving Manager (e.g. GM)	Name and Position of Approving Manager (e.g. GM)

*Based on the reasonable person test, i.e. if the value is not known, what value would a reasonable person place on the gift / entertainment?