

ANTI-BRIBERY & CORRUPTION POLICY



Policy Name: Anti-Bribery & Corruption Policy
Implementation: Group
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Date: 23 April 2021

WHO THIS POLICY APPLIES TO:

This Policy applies to all directors, officers and employees of Australian Country Choice ("ACC") Group, and all subsidiaries, contractors, secondees, consultants, agents and other individuals or entities that are effectively controlled by ACC Group or act on its behalf, either directly or indirectly ("ACC Personnel").

It is the responsibility of all ACC Personnel to understand and comply with this Policy and to follow the reporting requirements set out in this Policy.

PURPOSE:

We are subject to a range of legal obligations relevant to bribery and corruption within Australia, including the Australian Criminal Code Act 1995 (Cth).

In some instances, we may also be subject to related international law for bribery and corruption purposes, such as the US Foreign Corrupt Practices Act and the UK Bribery Act 2010, which have extra-territorial reach. This means that, for example, an Australian citizen may be prosecuted in Australia even where the relevant activity occurred entirely overseas. These laws apply to both ACC Group (corporate entities) and ACC Personnel (individuals).

ACC Group is committed to conducting its business in accordance with all applicable laws and regulations and in accordance with the highest standards of ethical behaviour.

We prohibit any activity that seeks to bribe or otherwise improperly influence a Public Official in any country to act (or omit to act) in a way that differs from that official's proper duties, obligations and standards of conduct.

We also prohibit any activity that seeks to bribe or otherwise improperly influence any other individual or company in the public or private sector to act (or omit to act) in a way that differs from the proper performance of their role or function.

Any queries regarding how to apply this Policy to a particular event or circumstance should be directed to your manager or the Group General Counsel.

1. DEFINITIONS

For the purpose of this Policy:

"Bribery" involves improperly giving, offering or promising a benefit (monetary or otherwise) to a person, to obtain or retain a business advantage that is not legitimately due or to induce or reward the improper exercise of the duties or functions of a Public Official or a person within the public or private sector.



“PUBLIC OFFICIAL” includes:

- (a) an employee, official or contractor of a government body or state-owned or state-controlled enterprise;
- (b) a person performing the duties of an office or position created under a law of a foreign country or by the custom or convention of a country, such as a member of a royal family and some tribal leaders;
- (c) a person in the service of a government body including a member of the military or the police force;
- (d) a politician, judge or member of the legislature of a local government authority, state, province or country;
- (e) an employee, contractor or person otherwise in the service of a public international organisation (such as the United Nations);
- (f) an individual who is or who holds himself or herself out to be an authorised intermediary or representative of a Public Official; or
- (g) a party official or candidate for public office.

“Sanctions Law” means any law, legislation, statute, regulation, ordinance, government directive or otherwise which restricts trade or prohibits other transactions with particular countries, individuals or entities and which has been imposed by Australia, the United Nations or by any country with or in which the ACC Group does business or which otherwise applies to ACC Personnel.

2. PROHIBITIONS

2.1 Prohibition on Bribery

The ACC Group prohibits the giving, offering, promising, authorising, accepting or requesting of a bribe.

Bribery involves improperly giving, offering or promising a benefit (monetary or otherwise) to a person to:

- (a) Obtain or retain a business advantage that is not legitimately due; or
- (b) Induce or reward the improper exercise of the duties or functions of a Public Official or a person within the public or private sector.

The benefit can be direct or indirect.

It is irrelevant whether the payee or recipient of the act of bribery works in the public or private sector. The relevant laws apply to bribery of Public Officials as well as bribery in relation to any commercial transaction in the private sector.

It is irrelevant whether the bribe is accepted or ultimately paid – merely offering the bribe will be a contravention of this Policy and will usually be sufficient for an offence to be committed.

Liability may arise notwithstanding that the benefit is given or offered indirectly to the person who is sought to be influenced, for instance to a business associate or family member.



In addition to the above, ACC Personnel should check whether any Public Officials we are dealing with have their own Code of Conduct or are subject to local laws relating to acceptance of hospitality and gifts – see Example below.

EXAMPLE:

The Australian Public Service Code of Conduct and Values set out in **Section 10** of the Public Service Act 1999 (Cth), as well as individual agency guidelines, generally provide that acceptance of gifts or hospitality will not be appropriate in the majority of circumstances, including where the provider of the gift or hospitality is involved in a tender process with the agency or is the subject of a decision within the discretionary power or substantial influence of the government employee concerned.

However, outside such circumstances, the guidelines do permit some acceptance of hospitality in circumstances where that hospitality may genuinely assist the agency to develop and maintain constructive relationships with stakeholders.

2.2 Prohibition on Facilitation Payments

We prohibit the making of facilitation payments.

Facilitation payments are minor unofficial payments made to Public Officials either directly or indirectly to expedite or secure the performance of routine government action (for example, to facilitate the expedition of applications for visas, licences, etc).

Facilitation payments are prohibited under the law and under this Policy.

2.3 Prohibition on Secret Commissions

We prohibit the paying or receiving of secret commissions or payments to any person or entity.

Secret commissions or payments:

- (a) occur where a commission from a third party is taken or solicited without disclosing that commission to their principal; and
- (b) is given as an inducement to that person to use their position to influence the conduct of their principal's business.

EXAMPLE:

Making a payment to an employee or agent of a customer of ACC Group, where that employee or agent does not disclose the payment to the customer, in return for obtaining a commercial advantage to ACC Group from that customer.

2.4 Prohibition on Improper Gifts and Entertainment

We prohibit the giving or receiving of gifts, entertainment or sponsored travel in circumstances which could be considered to give rise to undue influence or a direct conflict of interest.

Gifts, entertainment and sponsored travel must not be provided or accepted unless in accordance with this Policy.

The practice of giving corporate gifts and arranging corporate hospitality varies between countries, regions and industries, and what may be common and appropriate in one place may not be in another. ACC Personnel must approach this issue carefully and



conservatively. If you are uncertain about the potential issue in giving or receiving gifts, entertainment or travel you should consult with your respective Chief Operating Officer, Group General Counsel or Chief Financial Officer.

2.5 Prohibition on Money Laundering

We prohibit any forms of money laundering in connection with our business activities.

Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Use by us of proceeds of illegal activity can give rise to liability to us and/or our personnel that are involved in that conduct.

If you become aware of any transaction that you think might involve the payment or receipt of proceeds of any unlawful activity you should report the transaction to the Group General Counsel or Chief Financial Officer immediately.

2.6 Prohibition on Breach of Sanctions

We prohibit the making of any payment or engaging in any transaction that is in breach of any Sanctions laws. This includes:

- (a) the providing or receiving of any payment, other benefit, goods or service, directly or indirectly, to or from any individual or entity that is subject to a Sanctions Law;
- (b) any activity in connection with a designated country, where that activity is prohibited by a Sanctions Law;
- (c) encouraging, permitting or otherwise allowing any person or entity acting on behalf of us to engage in any conduct or transaction that is prohibited by a Sanctions Law; and
- (d) any measure intended to circumvent prohibitions imposed under a Sanctions Law.

We also prohibit engaging or continuing to engage with a third party where it is expected or likely that the nature of the engagement may breach a Sanctions Law.

Sanction Laws are subject to frequent change. If you are uncertain whether a Sanctions Law applies in a particular situation you should consult with the Group General Counsel.

3. PAYMENTS TO PROTECT YOUR SAFETY

Payments to protect your safety are permitted. When ACC Personnel face demands that involve imminent explicit or implicit threats to personal safety, they may make a payment which would otherwise be prohibited under this Policy, in which case the individual must notify their respective Chief Operating Officer, Group General Counsel and Chief Financial Officer, as soon as reasonably practicable.

Any such payment must be promptly recorded (including the amount, to whom it was made and the circumstances in which it was made).



4. APPLICATION TO THIRD PARTIES: AGENTS, INTERMEDIARIES, DISTRIBUTORS, SUPPLIERS, CONTRACTORS, JOINT VENTURE PARTNERS AND MERGER AND ACQUISITION TARGETS

4.1 Prohibition on provision of benefit for improper purpose through an agent or third party

We engage with a broad range of third parties in a variety of circumstances, including the procurement of goods and services, supply chain and business and investment opportunities. We may also be involved in joint venture activities.

In certain circumstances, we may be liable for the improper actions of these third parties.

We prohibit the provision of a benefit to a third party where it is expected or possible that some or all of that benefit will be provided or offered to another person, in order to obtain any improper business advantage for the ACC Group.

4.2 Internal Controls

Where we propose to engage a third party to represent us or act on our behalf, it is important to implement appropriate controls to ensure that the actions of the third party will not adversely affect our business. These third parties might include agents, distributors, intermediaries and suppliers.

Third parties who pose particular risk to us of breaching anti-bribery laws include those that operate in developing or emerging economies or are involved in negotiating any business arrangements or transactions with the public or private sector on behalf of us in any country (including bidding for tenders, negotiating supply contracts, arranging leases or licences or providing transportation or customs clearance services).

4.3 Communication of this Policy

The standards of conduct set out in this Policy should be clearly communicated to third parties, together with the expectation that the third parties comply with the standards.

4.4 Contracts with Third Parties

Contracts with third parties should be in writing and contain relevant anti-corruption clauses and assurances and prohibition on conduct that would breach Sanctions Laws.

4.5 Oversight of Third Parties

Any of ACC Personnel who engage third parties must maintain oversight of the work of those third parties, including where appropriate, receiving progress reports, reviewing invoices and other documentation, in order to determine that legitimate work has been done and improper payments have not been made.

4.6 Due Diligence

Where we propose to enter into a business relationship, a due diligence report will be completed and retained. If any issues of concern or 'red flags' are identified as part of the due diligence process, the Group General Counsel is to be notified; and a decision as to whether a more detailed investigation is required prior to engaging in the proposed relationship will be made.



5. JOINT VENTURES

We will ensure that any joint venture that is effectively controlled by ACC Group through ownership, management or other involvement complies with this Policy, or has in place equivalent policies and procedures.

We are committed to working with any joint venture partner to achieve the standards outlined in this Policy where we do not exercise effective control within the joint venture. We will take such steps as are open to us to require that any such joint venture complies with the standards set out in this Policy.

ACC Personnel who are involved in the operations of joint venture partners should pay particular attention to signs of improper payments and should voice objections where appropriate. If you become aware of evidence that a joint venture partner has engaged or may engage in improper payments, that evidence must be reported to the Group General Counsel.

6. DONATIONS AND SPONSORSHIPS

Donations and sponsorships must not be used as a means of making improper payments. All donations and sponsorships must comply with the intent of this Policy.

7. ACCOUNTING, BOOKS AND RECORDS

We are required to maintain a system of internal accounting controls, and make and keep books and records, which accurately and fairly reflect, in reasonable detail, the parties, the payment arrangements and the purpose of all transactions and disposition of assets.

No undisclosed or unrecorded fund or account may be established for any purpose.

All ACC Personnel should be aware that false, misleading or incomplete record keeping is a criminal and civil offence in Australia.

8. CONSEQUENCES OF NON-COMPLIANCE

Bribery and the other types of improper payments prohibited by this Policy are prohibited under the laws of Australia. Breaches may expose us and ACC Personnel to criminal penalties and/or civil action.

Possible penalties include substantial fines and, for individuals, imprisonment. For the ACC Group, the risks also include exclusion from business and investment opportunities, tendering for contracts and reputational damage.

Conscious disregard, ignorance and wilful failure to acknowledge events will not avoid liability in relation to any of the matters set out in this Policy.

Failure to observe this Policy by ACC Personnel may lead to disciplinary action, which may include termination of employment and/or contracted services.

9. REPORTING BRIBERY OR OTHER IMPROPER PAYMENTS

We recognise the value and importance of directors, officers and employees reporting identified or suspected instances of bribery, secret commissions, money laundering, facilitation payments or other improper payments and strongly support such disclosures and reports.

ANTI-BRIBERY & CORRUPTION POLICY



All personnel should remain alert to any instances of directors, officers, employees, subsidiaries or joint venture partners, agents, suppliers, distributors or other contractors attempting to, or engaging in, bribery or other improper conduct or otherwise not meeting the standards of behaviour required under this Policy.

Reports concerning suspected or actual instances of bribery or other improper practices should be escalated through your Chief Operating Officer, Group General Counsel or Chief Financial Officer.

If you are unsure whether a particular act constitutes bribery, a facilitation payment, a secret commission or money laundering, or if you have any other queries, you should ask the Group General Counsel.

We will take all available steps to protect from detrimental treatment anyone who refuses to take part in conduct that may constitute bribery or improper conduct or who raises genuine concerns in respect of any such conduct, even if they turn out to be mistaken or that refusal may affect our business.

Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If you are subjected to such treatment, you should inform the Group General Counsel immediately.

Suppliers, contractors, agents or other business partners who have any concerns which they wish to raise under this Policy should approach the Group General Counsel for assistance.

10. TRAINING, MONITORING AND REVIEW

We provide training and information for all our people in relation to anti-bribery and corruption requirements.

Additional information and resources are included in this Policy and all staff have access to raise queries, concerns or seek further assistance from your respective Chief Operating Officer, Group General Counsel or Chief Financial Officer.

The Group General Counsel will monitor the implementation of this Policy and will review on a periodic basis the Policy's suitability and effectiveness. Internal control systems and procedures will be periodically reviewed to ensure that they are effective in minimising the risk of non-compliance with this Policy.

11. BREACH OF POLICY

A breach of this Policy may be regarded as misconduct and can result in disciplinary action, including termination of employment or engagement.

An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.

12. POLICY AMENDMENT

This Policy cannot be amended or otherwise altered without approval of the ACC Board.

It will be reviewed periodically to ensure that it remains effective and meets current legal requirements, industry standards and the needs of ACC Group.



13. RELATED DOCUMENTS

- ACC Group Code of Conduct
- ACC Group Whistleblower Policy and Procedures
- ACC Group Gifts, Benefits and Entertainment Policy
- ACC Group Procurement Policy and Procedures

14. OTHER RESOURCES

Commonwealth Attorney General's Department Foreign Bribery Information: website link

<https://www.ag.gov.au/crime/foreign-bribery>

Corruption Information – website link:

<https://www.ag.gov.au/integrity/anti-corruption>

Austrade: A guide for Australians doing business offshore:

<https://www.austrade.gov.au/ArticleDocuments/1358/Anti-Bribery-Corruption-%20A-guide-for-Australians-doing-business-offshore.pdf.aspx>

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DOCUMENT CONTROL

Document Owner ACC Group General Counsel

Signed:

A handwritten signature in black ink, appearing to be "T. Lee".

Trevor Lee – Director

23 April 2021

Date

Version No.	Issue Date	Reason for Change
1.0	April 2021	New Policy