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## **Anti-Bribery and Corruption Policy**

September 2020

**Plenti Group Limited**

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## 1. Introduction

- 1.1 The Company has zero tolerance for bribery and corruption in any form. It is the policy of the Company to conduct its business with complete integrity, and in a manner that applies the highest ethical standards and is in compliance with the letter and the spirit of all relevant laws, including all relevant anti-bribery and corruption laws.
- 1.2 The Company will not participate in transactions that are not compliant with, or seek to evade, these laws. The Company expects everyone working for, or on behalf of, the Company and its subsidiaries, whether they are employees, contractors, consultants, third party intermediaries or agents, to have the highest ethics, and to be honest and worthy of trust.
- 1.3 This Policy sets out the Company's anti-bribery and corruption rules to ensure compliance with the Criminal Code Act 1995 (Cth) and the legislation in the various States and Territories, the and any other applicable anti-bribery and corruption legislation and regulations. Where any actions are undertaken on behalf of the Company in, or in connection with, another jurisdiction then the anti-bribery legislation in that jurisdiction must also be complied with including, without limitation, the UK Bribery Act and the US Foreign Corrupt Practices Act.
- 1.3. This Policy should be read together with the Company's Code of Conduct.
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## 2. Definitions

- 2.1 In this Policy, unless the context otherwise requires:

**Agent** means contractors, sub-contractors, suppliers, consultants, agents, intermediaries, finders, brokers, advisors and any other third parties performing services for, or on behalf of, the Company.

**Benefit** includes any advantage and is not limited to property. It can include (but is not limited to) cash, vouchers, Gifts to family members, loans, personal favours, entertainment, meals and travel, political and charitable contributions, sponsorships, job opportunities, medical care, services, loans and loan guarantees, transportation, favours, the payment or reimbursement of debts, preferential treatment in the provision of, or preferential access to, business opportunities, goods or services.

**Bribe or Bribery** means to provide, promise, offer or cause a Benefit to be provided to another person, either directly or indirectly, with the intention to influence that person to obtain or retain a Benefit or business advantage that is not legitimately due. For the purpose of determining if a Benefit or business advantage is legitimately due, these circumstances should be disregarded: the fact that the Benefit or business advantage may be (or be perceived to be) customary, the value of the Benefit or business advantage and official tolerance of the Benefit or business advantage.

**Company** means Plenti Group Limited ACN 643 435 492 and any direct and indirect subsidiaries, affiliates and joint ventures.

**Facilitation Payment** means unofficial payments of small sums to induce a Public Official to facilitate the performance of their government functions, such as issuing licences or permits to obtain routine services.

**Gift(s)** means free or heavily discounted items, money or other intangible Benefits offered in relation to work activities. Examples include, but are not limited to, a gift basket, wine, tickets to a sporting event or concert, or any other item of value.

**Government Body** means: (i) a national (domestic or foreign) government, political subdivision thereof or local jurisdiction therein; (ii) an instrumentality, board, commission, court or agency, whether civilian or military, of any of the above, however constituted; (iii) a government-owned/government-controlled association, organization, business or enterprise (for example a state-owned bank); (iv) or a political party.

**Hospitality** means any form of entertainment including meals, drinks, sporting events, movie or theatre visits and hotel accommodation and includes any travel associated with that hospitality.

**Policy** means this Anti-Bribery and Corruption Policy.

**Public Official** means employees or officers of a Government Body including individuals who perform work under contract for a Government Body or hold or perform the duties of an appointment, office or position of a Government Body. This includes employees or officers of government owned or controlled enterprises such as public institutions and state-owned enterprises. Examples of Public Officials include, without limitation, members of judiciary and politicians at any level of government, employees of financial regulators, employees of state-owned banks.

**Secret Commission(s)** means a situation where an Agent, or someone acting in a fiduciary capacity, accepts a commission or other unauthorised payment or Benefit from a third party, without the consent or knowledge of their principal, for services rendered or other benefits provided which are connected with the relationship between the Agent/fiduciary and their principal.

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### **3. Scope**

- 3.1 This Policy must be strictly complied with by all employees, officer, directors and any Agents providing services or acting for, or representing, the Group, in all their dealings in connection with the Company including (but not limited to) interactions with customers, retailers, local authorities, Government Bodies, Public Officials, subcontractors or service providers.
- 3.2 All individuals, regardless of their position, are responsible for their own behaviour and the consequences of their actions and decisions.
- 3.3 An employee that engages in prohibited conduct may be liable for disciplinary or administrative action, and in some cases, legal proceedings and investigations by the relevant government authorities.

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### **4. Summary of prohibited conduct**

- 4.1 Employees, officers, directors and Agents of the Group must not, either directly or indirectly:
  - (a) offer, promise, give, solicit or accept any Bribe or Facilitation Payments (section 5);
  - (b) falsify any books, records or accounts relating to the Company (section 8);
  - (c) offer or provide Gifts, Hospitality or any other Benefit to Public Officials without prior written approval of the Compliance Department of the Company, or provide/receive any Gifts or Hospitality which do not comply with the Gifts and Hospitality guidelines (section 9) and Travel and Expenses Policy;
  - (d) make any political or charitable donations on behalf of the Company which are or could be perceived to be a Bribe or contrary to this Policy (section 10);
  - (e) engage with or deal with Agents acting for or representing the Company in a manner contrary to this Policy (section 11). This includes the prohibition of offering or giving Secret Commissions to those acting in an agency or fiduciary capacity;
  - (f) cause, authorise or wilfully ignore any conduct that is believed or suspected to be contrary to this Policy or any anti-corruption laws, or to aid or abet such conduct. Any notice of such conduct or suspected conduct must be immediately reported (section 12); or

- 4.2 There are serious criminal and penalties that may be incurred, and significant reputational damage that may be done, if the Company or any of its officers, employees or Agents are involved in Bribery or corruption.
- 4.3 If there is any doubt about whether a particular conduct may violate this Policy, or if there are any questions about the application of the Policy, you should contact your manager (or alternatively, the Compliance Department) for clarification.

**5. Prohibition against Bribes or Facilitation Payments**

- 5.1 It is prohibited to promise, offer, provide (or cause to be provided) any Bribe or Facilitation Payment, whether directly or indirectly, with the intention of securing business or a commercial advantage for the Company.
- 5.2 This prohibition applies to dealings with private and public businesses and individuals, as well as Public Officials.
- 5.3 Laws in relation to Bribery of Public Officials are especially strict. Consequently, dealings with Public Officials are particularly high risk, and extra care must be taken when dealing with Public Officials. Any Benefits (including Hospitality or Gifts) offered or provided to a Public Official must be in compliance with this Policy, and can only be made with the prior written approval from the Company's Compliance Department (for further details see section 9.7 below).
- 5.4 There will be no penalty or adverse consequences for refusing to pay a Bribe or Facilitation Payment, even if it may result in the Company losing business.

**6. Situational examples**

- 6.1 If an employee, director, officer or Agent suspects that a situation they are involved in may result in a breach of the Policy, they should either seek guidance from Compliance Department or respectfully decline to act in a manner as proposed and promptly report the circumstances to their supervisor or Compliance Department.

Scenario	Recommended response
The Company is in the process of obtaining tenders for their IT services from a number of service providers. One service provider invites a Company executive and some employees to attend a major sporting event final which includes dinner and champagne at a 5 star restaurant, and which is to take place just before the tender process concludes.	<b><i>What should the executive and employees do?</i></b>  The executive and employees should decline attending the event or the meal as this could be perceived to be a Bribe. If in doubt seek guidance from the Compliance Department.
We have just closed a large deal and we wish to invite the other party to a restaurant to celebrate and to get to know all the members of their team that we will be dealing with during the contractual term.	<b><i>Is this permitted under the Policy?</i></b>  If this is part on an business relationship, and is not a Benefit that had been promised in advance for the award of the contract, this would be appropriate. However the celebration should be within the financial limits and provisions specified in section 9 below, and should not be lavish or at a controversial venue.

**7. Exception to the Prohibition**

- 7.1 A person will not be in breach of this Policy if a payment or Benefit is provided to a Public Official or another party, due to an imminent risk of serious physical harm .
- 7.2 Where a payment or Benefit is provided under such circumstances, that person must promptly report the payment or Benefit made to the Compliance Department and set out the full circumstances of that payment (including the value of the payment, the recipient and the nature of the threat).

**8. Books and records**

- 8.1 The Company must maintain accurate records and accounts of all its transactions. This means that all transactions involving the Company's funds must be properly authorised and recorded. Any falsification or mis-description of the Company's records or accounts is strictly prohibited.
- 8.2 All invoices, agreements, receipts and expenditure approvals must be accompanied by supporting documents which accurately describe the transaction or accounts.

**9. Gifts and Hospitality guidelines**

- 9.1 Gifts and Hospitality offered by directors, officers or employees for the purpose of establishing and strengthening business relationships are acceptable from a commercial perspective. However, it becomes a criminal offence when such Gifts and Hospitality are offered in order influence the other party to obtain a Benefit. Agents are prohibited from offering any Gifts or Hospitality in connection with their services for, or on behalf of, the Company.
- 9.2 Hospitality should not be lavish and should always be at venues which are conducive to business conversations and which would not negatively affect the reputation of the Company.
- 9.3 The giving and acceptance of Gifts should be limited and never be given for the purpose of obtaining or retaining business.
- 9.4 The financial thresholds and approval guidelines for giving and receiving Gifts and Hospitality to/from parties other than Public Officials are set out below.

**(a) Gifts (Non-Public Officials)**

<b>Value of Gifts (Non-Public Official)</b>	<b>Procedure (Non-Public Official)</b>
<b>AUD \$100 or less</b>	May be received or given so long as the Requirements at section 9.6 are met.
<b>More than AUD \$100</b>	May only be received or given (i) with written approval from the Compliance Department by completing and submitting the Gifts, Hospitality & Donations Approval Form in Appendix B; and (ii) the requirements at section 9.6 are met.

(b) Hospitality and Travel (Non-Public Officials)

Value of meals, travel and/or entertainment per person (Non-Public Official)	Procedure (Non-Public Officials)
AUD \$250 or less	May be received or given so long as the requirements at section 9.6 are met.
More than AUD \$250	May only be received or given (i) with written approval from the Compliance Department by completing and submitting the Gifts, Hospitality & Donations Approval Form in Appendix B; and (ii) the requirements at section 9.6 are met.

9.5 Gifts and/or Hospitality with a combined total value of more than **AUD \$500** per year from or to the same person or entity is not permitted. Prior written approval from the Compliance Department is required to exceed this limit.

9.6 **Requirements**

The following requirements must be met for **all** Gifts and Hospitality:

- it is not made/received in explicit or implicit exchange for favours or Benefits;
- it complies with all relevant local laws;
- it is given in the Company's name, not in the names of the director/employee;
- it does not include cash or a cash equivalent (e.g., cash cards, shopping gift cards, jewellery, etc.);
- it is given or received openly, not secretly, and does not give rise to a perceived, potential or actual conflict of interest;
- it could not be perceived as bringing the Company into disrepute;
- a Company director, officer or employee must be present for any Hospitality provided;
- it is not given within three months prior to, or after, the completion of a competitive bid, tender exercise, contract negotiation or the like with the recipient; and
- it is not received by or given to the same person more than 4 times a year. Approval from the Compliance Department is required to exceed this limit.
- it is not given to a family member or extended family member of the person giving the Gift or Hospitality (e.g., a spouse, partner, child, grandparent, parent, sibling, uncle, aunt, nephew, niece, grandchildren, first cousin; the spouse of any of the foregoing people; or, any other individuals who share the same household as you), unless approved by the Company's Compliance Department in writing.

9.7 **Gifts and Hospitality to Public Officials:** Gifts and Hospitality provided to Public Officials attract additional risks for the Company. Written pre-approval from Company's Compliance Department must be obtained before giving Gifts and/or Hospitality of **any** value to a Public

Official. Pre-approval should be requested by completing the Gifts, Hospitality & Donations Approval Form provided in Appendix B. Pre-approvals must take into account any relevant local prohibitions or governmental policies against the receipt of Gifts and/or Hospitality by Public Officials.

**(a) Gifts to Public Officials**

As a general guideline, providing small tokens of a *de minimis* value with the Company's logo, such as coffee mugs or calendars, to Public Officials may be permitted (subject to the pre-approval requirement discussed above and special circumstances such as prohibitions under the internal policies of the relevant Government Body). However, due to stringent anti-bribery and corruption laws in relation to dealing with Public Officials, any other Gifts over a *de minimis* value to Public Officials are generally prohibited, and approval will not be granted.

**(b) Hospitality to Public Officials**

Except in exceptional circumstances, the Company will not approve any individual Hospitality expense for a Public Official exceeding AUD \$100 per person. Total Hospitality provided to an individual Public Official may not exceed an aggregate of AUD \$300 per recipient per year. The Company's Compliance Department will keep a log of all reported Hospitality to monitor the Company's compliance with this limitation. Exceptions to this annual value cap may be considered by the Company's Compliance Department and the senior management on a case-by-case basis.

9.8 All offers and acceptances of Gifts and Hospitality (to both Public Official and non-Public Officials) should be recorded in the Gifts and Hospitality Register and each entry must indicate whether the Gift/Hospitality was accepted or declined. Promotional items of a nominal value such as pens, drink bottles etc are exempt.

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**10. Charitable or political donations**

**(a) Charitable donations**

10.1 Charitable donations can be used as a form of Bribe. Therefore, charitable donations must not be made, offered or promised on behalf of the Company, without prior written approval from the Compliance Department by completing and submitting the Gifts, Hospitality & Donations Approval Form at Appendix B, and anti-bribery and corruption due diligence must be conducted on the recipient of the donation.

10.2 All charitable donations must:

- (a) be made only to not-for-profit organisations;
- (b) be accurately recorded in the Company's records;
- (c) be tax-deductible; and
- (d) not be made in cash or to private accounts.

10.3 All approvals in relation to charitable donations, along with the relevant details of the donations, must be recorded in the Donations Register.

10.4 Employees are permitted to make charitable donations in their personal capacity so long as they are not made in order to obtain or retain any business or business advantage.

**(b) Political donations**

10.5 Any financial or other support or assistance to, including a Gift made to or for the benefit of, political parties, political campaigns, individual politicians, government departments or administrative bodies on behalf of the Company can only be made with the prior written approval from the Compliance Department by completing the Gifts, Hospitality & Donations



Form at Appendix B, and if the necessary limits on amounts and disclosure requirements are complied with.

- 10.6 A political donation includes payments such as memberships, entry fees and tables purchased at political fundraising events.
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## **11. Engaging Agents**

- 11.1 The Company could potentially become criminally liable and suffer damage to its reputation as a result of an act of Bribery by its Agents, regardless of whether or not the Company approved, or even had knowledge of, the Bribery. All Agents engaged by the Company must act with complete integrity and undertake their business without Bribery when providing services for or on behalf of the Company.
- 11.2 Any employee, director or officer that deals with Agents is responsible for taking reasonable precautions to ensure that those Agents are ethical in their conduct of business and compliant with this Policy.
- 11.3 It is important for the Company to ensure that there is a clear business rationale for engaging an Agent and that a fulsome anti-bribery and corruption due diligence review of each Agent is undertaken prior to any engagement.
- 11.4 Payments to Agents may only be made upon the presentation of a valid invoice or statement that evidences the services were provided. Any commissions or service fees made to Agents should be comparable to the prevailing market rates for similar services and must be made by bank transfer into an account in the name of the Agent. All contracts with Agents must include anti-bribery clauses requiring the Agent to comply with all relevant anti-bribery legislation, to disclose any connections to Public Officials and Government Bodies, and to provide audit rights.
- 11.5 The offering or giving of Secret Commissions is prohibited. Likewise, the receipt of any Secret Commissions is also prohibited.
- 11.6 If there are any concerns or red flags about the conduct of Agents in their business dealings which may be contrary to this Policy, such concerns must be reported to the Compliance Department prior to proceeding or continuing with the engagement to ensure compliance with the applicable anti-bribery and corruption laws.
- 11.7 Some examples of red flags could include:
- unusual or excessive payment requests, including upfront payments, suspicious commissions or payments into separate accounts in a country foreign to the nationality or business of that third party;
  - reluctance or refusal by that Agent to disclose the company's beneficial owners, partners or principals, or respond to anti-bribery due diligence questions;
  - the Agent has little experience in the industry but "*knows the right people*"; or
  - the Agent is, or is affiliated to, a Government Body or Public Official.
- 11.8 Upon receiving a report, the Company shall conduct relevant investigations and may suspend further payments to the Agent pending the outcome of that investigation.
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## **12. Compliance and reporting**

- 12.1 All employees, directors, officers and Agents must read, understand and comply with this Policy; and they will be required to ensure they avoid any actions that may lead to or suggest a violation of this Policy.



- 12.2 All employees, directors and officers must complete and sign the Policy Acknowledgment and Commitment Statement when they first receive this Policy and on an annual basis thereafter (provided in Appendix A), which confirms their commitment to comply with this Policy.
- 12.3 Given the stringent anti-bribery and corruption laws in respect of dealing with Public Officials, employees, directors and officers must disclose in writing to the Compliance Department whether they, or any of their family members up to a second degree (which includes a spouse or companion, children or step-children, grandchildren, parents, grandparents, siblings and half siblings, uncles, aunts, nephews, and nieces) are current or former Public Officials.
- 12.4 The Company will also offer periodic compliance training to ensure that all employees, directors, officers and Agents are up-to-date on their obligations under the Policy and the relevant anti-corruption laws. All employees, directors, officers and Agents must participate in such training whenever they are requested to attend. Such training will include, but is not limited to, the following:
- (a) the obligations of employees, directors and officers under this Policy;
  - (b) how to recognise Bribery and corruption; and
  - (c) how to effectively deal with and report Bribery, corruption or other breaches of this Policy.
- 12.5 Any employees, directors, officers and Agents that becomes aware of or suspects the Policy has been breached by any person acting for or representing the Company, must report the known or suspected breach to the Compliance Department and include the basis for their suspicion and/or knowledge. Reports may be made confidentially and on an anonymous basis. Please refer to the Whistleblower Policy for more details.
- 12.6 Any employee, director, officer or Agent that breaches this Policy or fails to report known or suspected breaches of the Policy will face disciplinary action, which may result in dismissal for misconduct. Any employee, director, officer or Agent that breaches this Policy may also face legal proceedings and be subject to investigations by the relevant government authorities.

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**13. Compliance**

The Board's Audit and Risk Committee is responsible for monitoring and reporting to the Board on compliance with this policy.

**14. Review of Policy**

- 14.1 The Company will periodically review this Policy to ensure it is operating effectively and determine whether any changes to the Policy are required.

**APPENDIX A**  
**POLICY ACKNOWLEDGEMENT AND COMMITMENT STATEMENT FOR ALL EMPLOYEES,  
DIRECTORS AND OFFICERS**

1. I acknowledge that I have received my personal copy of the Anti-Bribery and Corruption Policy (the "**Policy**"). I understand that I am responsible for knowing, understanding and adhering to the standards and requirements of the Policy and that a violation would constitute a disciplinary offence that could result in a penalty, which may include termination of my contract of employment.
  
2. In particular, I acknowledge and affirm that in all of my work for and activities on behalf of the Company:
  - (a) I will comply with all anti-bribery and corruption laws, the Policy, and the Gifts and Hospitality guidelines.
  
  - (b) I will maintain accurate books and records in relation to the Company's business.
  
  - (c) I will be vigilant in identifying any violations of the Policy. When I have a concern about a possible violation of the Policy, I will report the concern to the Compliance Department according to the procedures described in section 12 of the Policy and will participate in any investigation in relation to such report or any other aspect of the Policy or related laws.
  
  - (d) I understand my obligation to disclose any connections to current/former Public Officials/Government Bodies set forth in section 12 of the Policy, and I confirm that I do not have any such connections to Public Officials/Government Bodies other than those disclosed below.

**Disclosure of Connections to Public Officials/Government Bodies:**

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Signature \_\_\_\_\_  
Print Name \_\_\_\_\_  
Position / Company \_\_\_\_\_  
Date \_\_\_\_\_

**APPENDIX B**  
**GIFTS, HOSPITALITY & DONATIONS APPROVAL FORM**

<b>(A) Background</b>		
<b>Name of Applicant:</b>		<b>Position/Department:</b>
<b>Reporting Item (please select as appropriate):</b>		
Gift <input type="checkbox"/>	Hospitality <input type="checkbox"/>	Political Donation <input type="checkbox"/>
Charitable Donations <input type="checkbox"/>	Sponsorship/Community Project(s) <input type="checkbox"/>	
<b>Given or Received</b>		
Given <input type="checkbox"/>	Received <input type="checkbox"/>	
<b>(B) Details of the reporting item</b>		
<b>Details of giver or recipient:</b>		
<i>Name of individual:</i>		
<i>Position:</i>		
<i>Name of Organization:</i>		
<b>(Proposed) Date offered:</b>		
<b>Business purpose / justification:</b>		
Value (Recommended Retail Price):		
<b>Nature and value of other Gifts, Hospitality, donations and sponsorship to/from the same individual and / or organization during the current financial year (as known):</b>		
<b>Are you aware of any current, proposed or anticipated business between the Company and the giver/recipient?</b>	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
<i>Details:</i>		
<b>(C) Public Officials</b>		
<b>Is the giver/recipient a Public Official?</b>	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
<i>Details:</i>		
<i>(only complete this question if the reporting item concerns a Public Official)</i>	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
<b>Does the Public Official have authority to award contracts to, approve licenses and / or examine or regulate the Company?</b>		
<i>Details:</i>		
<b>(D) Supporting Documents</b>		
Invoice(s) / Receipt(s) / <input type="checkbox"/> Proof of Payment	Other: _____ <input type="checkbox"/>	
<b>(E) Declaration</b>		
<input type="checkbox"/> I confirm that, to the best of my knowledge, the above details are complete and correct and that I shall notify my Supervisor of any additions and/or changes in the information provided at such times that these may arise immediately.		
Name and signature of Applicant: _____		
Name, capacity and signature of Approver/s: _____		
If <b>not approved</b> , please provide reasons: _____		