



Anti-Bribery and Corruption Policy

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1. Purpose of this Policy

At Amotiv Limited (“Amotiv”) we have a reputation for honesty, integrity, excellence and fairness. This reputation is important to us, and we are committed to acting consistently with those values. This includes not tolerating bribery or improper conduct.

Laws prohibiting the improper conduct covered by this Policy apply in all the countries where Amotiv has operations or trading activities. Many laws, such as the Australian Criminal Code, the New Zealand Crimes Act, the US Foreign Corrupt Practices Act and the UK Bribery Act, have local and extraterritorial application.

The purpose of this Policy is to:

- (a) confirm the responsibilities of Amotiv group companies and Amotiv personnel in observing and upholding the prohibition on bribery and other improper conduct; and
- (b) provide information and guidance on how to recognise and deal with instances of bribery and other improper conduct.

This Policy can be found on Amotiv’s website.

This policy is to be read in conjunction with other Amotiv policies, in particular the Amotiv Code of Conduct and Amotiv’s Speak-Up (Whistleblower) Policy. Both of these can be found on Amotiv’s website.

2. Application of this Policy

2.1 Who does this Policy apply to?

This Policy applies to:

- (a) Amotiv Limited and all subsidiary and affiliate companies and businesses over which it exercises control.
- (b) All directors, officers and employees of Amotiv and its related businesses (which for these purposes includes temporary or contract staff) (**Employees**).
- (c) All business partners, subject to the provisions of Section 2.2 below.

It is every Employee’s responsibility to understand and comply with, and promote compliance with, this Policy.

Each Division must communicate this Policy and ensure that all their Employees, and Business Partners within their area of responsibility, understand and comply with this Policy.

2.2 Application of this Policy to Business Partners

Business partners are any person or entity which acts for or on behalf of or performs services for Amotiv, including third party agents, consultants or services providers (collectively, **Business Partners**).

This Policy applies to all Business Partners unless:

- (a) a particular Business Partner has its own anti-bribery and corruption policy that Amotiv's Company Secretary and General Counsel has reviewed and acknowledged; and
- (b) Amotiv's Company Secretary and General Counsel has given written approval for this Policy to no longer apply to that Business Partner.

2.3 Which transactions does this Policy apply to?

This Policy applies to:

- (a) all Amotiv's business and transactions, regardless of where such transactions and business occurs;
- (b) all business activities with existing or potential suppliers, contractors, customers and Employees in Australia and overseas; and
- (c) whether or not any particular conduct may be regarded as common or customary in a particular place or location.

3. Prohibited Conduct

3.1 What is prohibited?

All Employees and Business Partners of Amotiv must not (directly or indirectly):

- (a) Pay, give, offer, promise, encourage, request, accept or cause any bribe, kickback, secret commission or other form of improper benefit (however small) in order to obtain any improper business or other advantage for Amotiv, for themselves, or for others (see Section 3.2 below).
- (b) Without the express written approval in advance of Amotiv's Company Secretary and General Counsel, make facilitation payments. Facilitation payments are payments made for the purpose of expediting or facilitating the performance by a public official of a routine governmental action.
- (c) Make political, charitable or community donations which are contrary to Section 4 below.
- (d) Provide or accept gifts, entertainment, hospitality or travel contrary to Section 5 below.

- (e) Falsify, omit or mis-describe any book, record or account relating to Amotiv's business. All receipts and expenditures must be supported by documents that describe them accurately and properly.
- (f) Cause, encourage, be complicit in or authorise any of the above conduct or any other conduct which is inconsistent with this Policy.

Employees and Business Partners must not do any of the above in their 'personal capacity' in an attempt to evade the requirements of this Policy.

No Employee or Business Partner will be penalised, or be subject to other adverse consequences, for refusing to pay bribes, or engage in any other conduct which would be a breach of this Policy, even if that refusal may affect Amotiv's business.

Employees who become aware of circumstances which may constitute a breach of this Policy are encouraged to make a Disclosure under the Speak-Up (Whistleblower) Policy or inform the Amotiv Chief Risk Officer or General Counsel & Company Secretary.

3.2 What is bribery?

Under the law, bribes and bribery have a very wide definition.

Bribery is the act of offering, promising, giving or accepting (or causing to be offered, promised or given) a benefit with the intention of influencing a person (who is otherwise expected to act in good faith or in an impartial manner), to do or omit to do anything in the performance of their role or function, to provide an advantage that is not legitimately due.

The relevant laws apply to bribery of public officials as well as bribery in respect of any commercial transaction in the private sector.

Offering a bribe will usually be illegal.

A bribe may involve money or anything of value such as cash or cash equivalents (eg gift vouchers); some gifts, hospitality, entertainment or travel; donations or scholarships; the provision of favours (eg discounted or 'free' Amotiv product); political or charitable contributions, loans, reciprocal favours, business or employment opportunities, allowing the use of Amotiv services, facilities or property; or anything else that is of value to the recipient.

Bribery may be indirect, for example where:

- (i) a person procures an intermediary or an agent to make an offer which constitutes a bribe to another person; or
- (ii) an offer which constitutes a bribe is made to an associate of a person who is sought to be influenced.

3.3 Exception – physical danger

No Employee or Business Partner will be penalised for providing a payment or benefit in circumstances where they fear imminent physical injury or unlawful detention to themselves or another person if the payment or benefit is not provided.

If any payment or benefit is provided in these circumstances, you must immediately bring it to the attention of Amotiv's General Counsel & Company Secretary. Further, it must be promptly and properly recorded (including the amount of the payment or identification of the benefit provided, the identity of to whom it was made and the circumstances in which it was made).

4. Political, Charitable or Community Donations

4.1 Political Donations and Support

Employees and Business Partners must never grant financial or other support to political parties, political campaigns, or individual politicians on behalf of Amotiv, as this could be perceived as an attempt to gain an improper business advantage.

When acting on Amotiv's behalf, no action should be made which might be seen as assisting a political party, politician or political candidate.

This policy includes donations, membership or association fees or attendance at functions that are of a political nature.

4.2 Charitable Donations and Support

All charitable or community donations made on behalf of Amotiv or an Amotiv business must be approved:

- if of an amount less than \$1000 in cash or value of benefit, by the Chief Executive Officer of the relevant business; and
- if of an amount of \$1000 or more in cash or value of benefit, by the Managing Director of Amotiv.

Charitable and community donations can sometimes be used as a disguise for bribery, for example where a donation is provided to a 'charity' which is controlled by person who is in a position to make decisions affecting Amotiv. Employees must ensure through due diligence and transparency that charitable and community donations do not constitute bribery.

Things you should consider before making community or charitable donations on behalf of Amotiv include whether the:

- (a) agency / organisation is formally recognised or registered;
- (b) agency / organisation has ties to government, or a public official (for example, a public official or family member of a public official founded the charity, works at the charity or has requested or suggested that a donation be made to the agency / organisation);
- (c) agency / organisation has ties to a customer or supplier or potential customer or supplier (for example, a director or employee of the (potential) customer or supplier founded the charity, works at the charity or has requested or suggested that a donation be made to the agency / organisation);
- (d) agency / organisation has transparent public guidelines which clearly describe the program's priorities, focus areas and decision making process;
- (e) donation will be recorded in an open and transparent manner; or
- (f) agency / organisation provides, or will in the future provide, any services or benefits to Amotiv.

Employees or Business Partners who wish to make charitable or community donations on their personal behalf must make it clear that they are not doing so on behalf of Amotiv.

All charitable or community donations (of whatever value) made on behalf of Amotiv must be documented and recorded in a *Charitable and Community Donations Register* maintained by each business, and properly recorded in the books and records of that business.

A copy of the *Charitable and Community Donations Register* maintained by each business, must be provided to Amotiv's Company Secretary annually following the end of the financial year (for the purpose of reporting to the Board).

5. Gifts, Hospitality and Travel

Gifts include 'free' products (including any of Amotiv's brands), flowers, wine, tickets to events and the like, which are given to an individual (rather than being used in a hosted business context).

Hospitality includes invitations to business meals, entertainment, receptions, sports and cultural events hosted in a business context.

Travel refers to circumstances where Amotiv pays the travel expenses (for example, flights, accommodation, and living expenses) of individuals who are not its Employees, Business Partners or representatives, including by way of reimbursement.

5.1 Guidelines

Gifts, Hospitality and Travel can be customary courtesies designed to build goodwill. In some cultures they play an important role in business relationships.

However, a problem may arise when such courtesies compromise, or appear to compromise, the ability of the recipient or some other person to make objective and unbiased decisions affecting Amotiv, particularly decisions to confer or retain a commercial advantage. Accordingly some gifts are prohibited and the Group has instituted a process for review and approval of *Gifts, Hospitality and Travel*.

The following guidelines apply at all times, and do not change during traditional gift-giving seasons.

Employees and Business Partners must not offer, provide or receive any *Gift, Hospitality or Travel* that may be perceived to improperly influence a relationship or decision affecting Amotiv or its business. These are always prohibited.

Giving or receiving a *Gift, Hospitality or Travel* may be permissible if it is:

- not likely to be perceived to improperly influence a relationship or decision affecting Amotiv or its business;
- not cash or cash equivalents;
- reasonable and of modest value, both in isolation and when considered in the context of other gifts and hospitality offered to the same recipient or to other persons at the organisation for which the recipient works or exercises decision making;
- appropriate and consistent with reasonable business practice;
- provided only for the purpose of building or maintaining business relationships or normal courtesy, and not for something in return or in expectation of such; and
- provided in an open and transparent manner, and would not be embarrassing to Amotiv or the recipient.

In addition to meeting these criteria, any *Gift, Hospitality or Travel*:

- with a value or estimated value of more than A\$500; or
- for a public official,

must be approved in accordance with section 5.2.

A **public official** includes but is not limited to:

- a person holding a legislative, executive, administrative or judicial office (whether appointed or elected);

- an employee, official or contractor of, or person acting in an official function or capacity for:
 - a government or public body (including a military or police force);
 - a government-owned or government-controlled enterprise (including a state owned enterprise);
 - a public international organisation;
- a political party or party official or candidate for political office;
- a person holding an appointment, position or office created by custom or convention, such as potentially some tribal leaders or member of a royal family; or
- an authorised intermediary or agent of a person covered by any of the paragraphs above.

Employee Travel for business purposes must comply with the Divisional or Group Travel Policy.

5.2 Approval and Registration Requirements

All *Gifts Hospitality or Travel* must be approved in accordance with the following.

Gift, Hospitality or Travel	Approval requirement	Registration requirement
Offer or receiving a <i>Gift Hospitality or Travel</i> with a value or estimated value less than A\$500	None, providing the criteria set out in this Policy are met	None
Offer or receiving a <i>Gift</i> in cash or cash equivalent (other than low value gift cards as part of an employee reward program approved by the Divisional or Business Unit Managing Director, CEO or CFO)	Prohibited	N/A
Offer or receiving a <i>Gift Hospitality or Travel</i> with a value or estimated value greater than A\$500	Divisional or Business Unit Managing Director, CEO or CFO*	Recording in Gifts Register required
Offer or receiving a <i>Gift Hospitality or Travel</i> to a <i>Public Official</i> of any amount	Amotiv Managing Director & CEO#	Recording in Gifts Register required

* Approval must only be given subject to the approver being satisfied that the criteria set out above are met.

Approval must only be given subject to the approver being satisfied that the criteria set out below are met

Any *Gift, Hospitality or Travel* proposed to be offered to a *public official* must be approved in advance by the Amotiv Managing Director & CEO, who will only provide such approval if:

- (i) it satisfies the criteria set out above
- (ii) it is permissible under all applicable laws, rules and regulations; and
- (iii) it is within any monetary limits, and comply with any disclosure obligations, imposed by the recipient's organisation or local laws.

Employees and Business Partners should check requirements in (ii) and (iii) before seeking the Amotiv Managing Director & CEO's approval.

All *Travel* for individuals who are not Employees must be approved in advance, in accordance with Amotiv's normal procedures

A *Gifts, Hospitality and Travel Register* must be maintained by each business. The record must expressly state the nature and purpose of the *Gift, Hospitality or Travel*, including the value and identification of the benefit provided, the identity of to whom it was made and from whom it came, the circumstances in which it was made, and details of any approvals given.

A copy of the *Gifts, Hospitality and Travel Register* maintained by each business must be provide to Amotiv's General Counsel & Company Secretary annually following the end of the financial year for the purpose of reporting to the Board.

6. Procurement of Goods and Services by Amotiv

Amotiv is committed to dealing with its suppliers in a fair, honest and professional manner, while seeking best value for the business. Potential suppliers are treated on an equal basis and no unmerited favouritism is to be shown in the procurement of goods and services.

Employees and Business Partners must not enter into any contract for Amotiv or for Amotiv's benefit where the entry into that contract is in any way affected by a violation of this Policy. Amotiv will avoid dealing with prospective contractors and suppliers known for offering or providing bribes. Amotiv will make its anti-bribery policies known to its contractors and suppliers and encourage them to adhere to similar high standards of corporate responsibility.

7. Business Partners

7.1 Guidelines for engaging Business Partners

Amotiv is committed to promoting anti-corruption practices amongst any Business Partners it engages. To minimise the risk of Business Partners engaging in inappropriate conduct, Employees must:

- Always act with due care in selecting Business Partners and in monitoring their activity.

- Ensure that Business Partners are aware of and respect the Amotiv Anti-bribery and Corruption Policy.
- Ensure that all fees and expenses paid to Business Partners (including any commissions and success fees) represent appropriate and justifiable remuneration, which is transparent, commercially reasonable under the circumstances, and for legitimate services rendered.
- Ensure that all fees and expenses must be paid to the Business Partner themselves and to an account in their name in accordance with an invoice on the letterhead of that Business Partner.
- Record the relationship in a written agreement.
- Terminate the relationship in the event that the Business Partner materially violates this Policy.
- Keep accurate financial records of all payments including accurate descriptions of the purpose of the payment.

7.2 Approval Requirements

All contracts with Business Partners must be authorised in accordance with the Group's or the Division's contract approval process and Delegated Authorities Policy.

8. Communication and Training

All Employees (including new Employees) must ensure they are informed about and understand this Policy. It is the responsibility of each manager to facilitate this requirement.

Relevant Employees will receive training in relation to anti-bribery and corruption.

9. Reporting of Bribery and Suspicious Activity

If you become aware of any of any actual or suspected breach of this Policy, or any request or demand for any undue financial or other advantage, you must report this to the Amotiv or Divisional Managing Director or CEO, to Amotiv's General Counsel & Company Secretary, Chief Risk Officer or Chief People Officer, or under the Amotiv Speak Up (Whistleblower) Policy.

10. Sanctions

Amotiv has no tolerance for conduct in violation of this Policy. Failure to comply with this Policy may lead to disciplinary action, up to and including dismissal. Conduct in violation of this Policy may also breach applicable anti-corruption laws and result in criminal or civil penalties, including fines and imprisonment.

Employees and Business Partners must cooperate fully and openly with any investigation by Amotiv into alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information is a breach of this Policy.

11. Questions Relating to this Policy

Any questions in relation to this Policy should be directed to Amotiv's General Counsel & Company Secretary, Chief Risk Officer or Chief People Officer.

If you have any doubt about whether particular conduct may violate this Policy, you are encouraged to discuss the issue with a supervisor or senior manager, Amotiv's Company Secretary and General Counsel or to contact the Chief Executive Officer of the business, for guidance.