

# Anti-Bribery and Corruption *Policy*



# Our commitment

Professional Advantage Pty Ltd, together with its subsidiaries (“PA”), has a long standing commitment to conducting its business with honesty and integrity. Maintaining PA's reputation is critical. This Anti-Bribery and Corruption Policy is key in helping us to preserve our reputation and conduct our business with honesty, integrity and in accordance with laws that prohibit bribery and corruption.

Each employee, contractor and agent of PA is responsible for complying with this Anti-Bribery and Corruption Policy. If you have any concerns about how our business is being conducted, you should immediately contact the Chief Financial Officer (CFO).

It is important that we continue to work together to build a sustainable and successful business with a reputation for acting with honesty and integrity, free from bribery and corruption.

**Derek Rippingale, Managing Director,  
Professional Advantage Pty Ltd**

## 1. INTRODUCTION

### 1.1 Summary of policy

PA strictly prohibits the offer, provision or acceptance of bribes. This policy sets out the company's standards and guidelines on:

- offering, accepting and providing gifts and hospitality;
- participating in tenders and procuring goods and services; and
- providing donations and sponsorship.

This policy also provides you with a guide on what you must do if you have any concerns that any employee, contractor or agent of PA is acting outside this policy, or engaging in unlawful conduct.

- Gifts or hospitality cannot be allowed to influence our professional conduct.
- The regular giving or receiving of gifts is not standard business behaviour.
- You must not give or receive gifts and hospitality worth more than A\$300.
- Anything more than A\$300 needs approval from the CFO or MD.
- Public officials, government employees and representatives need special approval.
- It is everyone's responsibility to ensure the company operates properly and legally.
- If you are unsure about any issue or situation please ask the CFO or MD.
- If you do not understand the following policy please ask your manager, the CFO or MD for help.

### 1.2 Who does this policy apply to?

This policy applies to all employees, contractors and agents of PA, being PA and its subsidiaries. Associated entities of PA are encouraged to adopt the policy.

### 1.3 Why is compliance with this policy important?

PA has a long-standing commitment to conducting its business with honesty and integrity. It is important to continually strengthen this position. This policy has been designed to help you to understand what is and is not acceptable conduct and ultimately to protect you personally and our reputation and business.

### 1.4 What other policies should I read?

This policy should be read together with our other corporate governance policies. You can find them from our PA Portal.

## 2. WHAT IS BRIBERY, WHAT ARE THE PENALTIES AND OTHER POTENTIAL CONSEQUENCES?

We have provided a general overview of what constitutes bribery below. It is the responsibility of each employee, non-executive director, contractor and agent to attend training which will give them more information on the laws that apply to you and the jurisdictions in which you do business. If you are ever in doubt, please contact either the Chief Financial Officer or Managing Director or to discuss your circumstances in further detail.

### 2.1 What is bribery?

Bribery involves the provision, or offer to provide, an undue benefit to another person with the intention of influencing that person in the exercise of their duties, with the aim of attracting new business, keeping

existing business or securing a business advantage, which is not legitimately due. The most commonly identified form of bribery is bribery of public officials, however anti-bribery laws often extend to bribery in the private sector.

## 2.2 Which anti-bribery laws apply?

A significant number of countries across the globe have enacted legislation prohibiting bribery. These anti-bribery laws are often far-reaching and will in most circumstances extend to bribes made by citizens and companies offering or providing bribes outside their home jurisdiction. As a result, it is often the case that when a bribe is made the giver of the bribe will be guilty of an offence in more than one jurisdiction and they may also implicate the company they are working for.

PA is subject to anti-bribery and corruption laws in Australia and New Zealand, including the Criminal Code Act 1995 (Australia), Crimes Act 1961 (New Zealand) and Secret Commissions Act 1910 (New Zealand).

As PA has clients in many countries, and if you are working with a client outside of Australia or NZ, or you are a citizen or resident of another country, you and PA may be subject to the local anti-bribery and corruption laws of those jurisdictions.

## 2.3 What are the penalties?

The financial penalties for bribery offences can potentially be very significant and serious for individuals and the company. There is real risk that individuals involved may also be subject to imprisonment.

It is very likely that if a public official has been bribed, the anti-bribery laws of more than one jurisdiction will have been breached and a number of regulatory authorities will be seeking to bring enforcement actions against the persons and entities involved. This will increase the amount of penalties and the risk of imprisonment.

## 2.4 What other policies should I read?

The impact of bribery can be much broader than civil and criminal penalties. Other possible consequences include:

- impact on reputation and ability to attain and retain business;
- impact on ability to do business with governments or public international organisations which may require a declaration that we have complied with certain laws;
- breach of contract provisions requiring “compliance with all applicable laws” or “compliance with applicable anti-bribery and corruption laws”, which may trigger penalties, give the third party a right to terminate the contract and/or litigation; and
- regulatory scrutiny and prosecution of PA and/or its subsidiaries.

# 3. GIFTS AND HOSPITALITY

## 3.1 Our obligation to remain independent and objective

This policy is intended to provide a guide to employees on what forms of gifts and hospitality are considered acceptable and unacceptable.

It is critical to our business that we remain independent and objective. The offer, provision or acceptance of gifts and/or hospitality requires the exercise of the utmost care and judgment. In particular, the utmost care must be taken to ensure that there can be no reasonable perception that the gift or hospitality is intended to influence the business relationship between the company and the recipient of the gift (or vice versa) in an improper or unprofessional way.

Gifts and hospitality must never be solicited. Where the offer, provision or acceptance of gifts or hospitality is permitted under this policy, you must still exercise the utmost care. If you have any doubt about any situation, you must consult with either the Chief Financial Officer or Managing Director. In particular, you must comply with the spirit of this policy, including avoiding multiple gifts and hospitality which, if aggregated, may breach this policy.

Please also refer to **APPENDIX A** – Gift Guidelines at the end of this policy

### 3.2 Public officials

Up to A\$300 - when dealing with public officials, a gift or hospitality with a value of up to A\$300 can be provided or accepted with the prior or subsequent written approval from either the Chief Financial Officer or Managing Director. Approval is not required if, an individual in a personal capacity, provides or accepts a gift or hospitality, or a donation is made; which has a value up to A\$300.

Greater than A\$300 – No gift or hospitality with a value of greater than A\$300 of company funds can be provided or accepted. Prior written approval of either the Chief Financial Officer or Managing Director is required to provide or accept gifts or hospitality with a value of more than A\$300 by an individual in a personal capacity, in light of the potential for such a donation or gift to be associated with PA.

Please also see the PA Professional Code of Conduct.

The term “public official” has a very broad meaning and includes any government employee or official, member of the executive, judiciary or legislature, an official of a public international organisation, an employee of any entity controlled or owned by a government organisation or official, an agent representing any of these individuals or any individual who suggests that they are authorised to act on the government’s behalf.

### 3.3 What gifts and hospitality are prohibited?

You must:

- not make or accept gifts of money;
- not make or accept gifts or arrange or attend hospitality in circumstances that could be reasonably regarded as unduly influencing the recipient or creating a business obligation on the part of the recipient;
- not make gifts to, or arrange hospitality for, public officials or clients where their governing statute or internal policy prohibits the giving or receiving of gifts or attendance at corporate hospitality. Due to special regulatory controls that often apply to public officials, all gifts to and hospitality involving public officials must be reported to and approved by either the Chief Financial Officer or Managing Director;
- not make gifts to, or arrange hospitality for, a particular person so regularly or frequently as to create an impression of impropriety;
- not make gifts or arrange hospitality which is illegal or inconsistent with the company’s image as a leading information technology company, or could be considered disproportionate;
- not request a gift or hospitality in any circumstances;
- not accept a gift or hospitality with a value of more than A\$300 without the prior written approval of either the Chief Financial Officer or Managing Director; and
- decline any offer of free travel or accommodation unless it is on client related business. If there is a valid business purpose to attend and approval in advance is obtained from either the Chief Financial Officer or Managing Director, PA will pay for any travel and/or accommodation costs in accordance with the PA Travel Policy.

### 3.4 How do I get approval for gifts and hospitality?

If this policy requires you to obtain approval, you must submit a request for authorisation by email to either the Chief Financial Officer or Managing Director before offering, providing or accepting a gift or hospitality.

### 3.5 What will happen if I offer, provide or accept a gift or hospitality in contravention of this policy?

Any gifts or hospitality offered, provided or accepted in contravention of this policy must be reported to either the Chief Financial Officer or Managing Director.

- Where considered appropriate by either the Chief Financial Officer or Managing Director the gift received may be:
  - donated to charity;
  - divided up among employees or made available for the recipient's team; or
  - returned to the giver with an explanation of our policy.
- In exceptional cases, either the Chief Financial Officer or Managing Director may determine that the gift may be retained by the recipient.
- Not with standing the above, all gifts considered to be a bribe or a potential bribe will be returned to the giver immediately.
- Any breaches of this policy will be taken seriously and may result in disciplinary action, including including termination of employment.

## 4. TENDERS AND PROCUREMENT

In relation to tenders and procurement for services to be provided to PA all employees, contractors and agents are expected to act with a high degree of professional integrity and in accordance with PA's Professional Code of Conduct and Ethics Policy.

### 4.1 Tender and procurement requirements for services provided to PA

It is important that contractual commitments are made following an arm's length process conducted for the benefit of PA.

The following requirements are designed to assist you in your negotiations with external parties including suppliers so that we avoid conflicts and unethical behaviour:

- all conflicts of interest and potential conflicts of interest in relation to any particular tender or procurement process must be declared immediately and consent must be obtained from either the Chief Financial Officer or Managing Director before proceeding or continuing to proceed with the process;
- all tenders and procurement processes must be conducted fairly, transparently and in accordance with pre-determined and documented criteria (including mostly objective criteria);
- you must not favour or give undue preference to any supplier at the expense of PA or our ability to serve our internal clients effectively;
- you must not receive, directly or indirectly, any personal benefit in connection with the tender or procurement process; and
- the tender and procurement process must be appropriately documented (to ensure that if audited at any time it is clear why the provider was ultimately selected).

#### **4.2 What will happen if I do not comply with the tender and procurement requirements?**

Any failure to comply with the tender and procurement requirements must be reported immediately to either the Chief Financial Officer or Managing Director. Any breaches of this policy will be taken seriously and may result in disciplinary action, including termination of employment.

## **5. DONATIONS AND SPONSORSHIPS**

### **5.1 Donations and sponsorship**

Care must be exercised when providing donations or sponsorship. You must comply with the spirit of this policy, including avoiding multiple donations and sponsorship which, if aggregated, may breach this policy.

No donation or other financial contribution to any political party, candidate for an election or recipient which is controlled by or part or wholly owned by a government organisation or official may be made using the company funds.

Any donations and sponsorships not prohibited under this section 5.1 made by employees, contractors or agents using company funds rather than personal funds, must be approved by either the Chief Financial Officer or Managing Director. Please also see the PA Professional Code of Conduct.

Please be aware that promises of donations and sponsorships, even if no payment is ever made, are equally capable of being caught by the anti-bribery and corruption laws in a number of countries.

Please also be aware of the Not for Profit Organisation Rebate Rules Policy describing the circumstances in which rebates may be paid to Not for Profit Organisations by way of a donation.

### **5.2 Donations and sponsorship by clients or other third parties**

If you are advising a client or you otherwise become aware in your professional capacity that a third party has offered or is providing a donation or sponsorship and you are concerned that this conduct may be unlawful, please notify either the Managing Director or Chief Financial Officer immediately.

## **6. FACILITATION PAYMENTS**

### **6.1 What are facilitation payments?**

A facilitation payment is a minor payment to expedite or secure the performance of a routine government action. Routine government actions do not include a decision or encouraging a decision about whether to award new business, to continue existing business or the terms of new or existing business.

Notwithstanding that facilitation payments are permitted under Australian and New Zealand law, they are prohibited under international legislation that can have extraterritorial effect.

Accordingly, facilitation payments are prohibited under this policy. No employee, nonexecutive director, contractor or agent acting on behalf of PA may make any facilitation payment.

### **6.2 What should I do if I am requested to make a facilitation payment? Or if I suspect a facilitation payment has been paid?**

If you are ever requested to make a facilitation payment on behalf of PA or suspect that a facilitation payment has been made, please contact either the Chief Financial Officer or Managing Director.

## **7. ANTI-MONEY LAUNDERING/COUNTER-TERRORISM FINANCING**

PA has in place policies and procedures designed to ensure compliance with antimoney laundering and counter-terrorism financing legislation, as part of its general risk management policies.

## **8. RAISING CONCERNS**

It is important that employees take responsibility for helping to detect and bring any suspicious circumstances to our attention. If you have any concerns, whether or not these are based on suspicions, rumours or actual knowledge, that any individual or individuals are acting outside this Anti-Bribery and Corruption Policy or unlawfully, you must raise your concerns immediately.

You can raise your concerns with either the Chief Financial Officer or Managing Director.

Please note that conscious disregard, deliberate ignorance or wilful blindness will not avoid liability for bribery and corruption.

Reports of illegal conduct or alleged illegal conduct will be taken seriously. We are committed to pursuing investigations promptly and adopting an appropriate and fair response which reflects our commitment to preventing bribery and corruption. PA will take all available steps to provide protection to persons who raise concerns, from any victimisation or detrimental action in reprisal for making a genuine report.

## **9. REVIEW AND PUBLICATION OF THIS POLICY**

The Board will review this policy annually. The Board may, in its discretion, adjust or exclude a specific requirement of this policy from time to time, either generally or on a case by case basis. This policy may be amended, ceased or replaced, by resolution of the Board copy of this policy will be available on PA's website. Key features will be published in the corporate governance statement.

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