

## Anti-Bribery, Anti-Corruption and Conflict of Interest Policy

Data#3 Limited ACN 010 545 267

### Overview:

This *Anti-Bribery, Anti-Corruption and Conflict of Interest Policy* is intended to assist you:

- to be able to identify situations of potential Bribery, Corruption or Conflict of Interest
- to understand our expectations of you
- to assist you to know what to do in these situations
- to protect Data#3's business interests and high standard of professionalism and ethical conduct in its operations
- to ensure Data#3 Personnel and suppliers always observe the highest standards of business ethics
- to comply with our Core Values (HEART) and Code of Conduct, and Code of Business Ethics
  - o Honesty
  - o Excellence
  - o Agility
  - o Respect
  - o Teamwork

This policy applies to all Data#3 Group Personnel in their dealings with each other, clients and customers.

### Our Objective:

Data#3 is committed to:

- Creating a working environment which is free from bribery and corruption and ensuring any conflicts of interest are disclosed and managed;
- Creating a working environment where honesty, integrity, ethical dealings and fairness are considered integral to the way we operate;
- Implementing training and awareness raising strategies to ensure that all employees know their obligations and responsibilities;
- Providing an effective procedure for advising of situations, and for dealing with complaints;
- Treating all complaints and information received in a sensitive, fair, timely and confidential manner;
- Guaranteeing protection from any victimisation or reprisals;
- Encouraging the reporting of behaviour which breaches the anti-bribery and anti-corruption or conflict of interest policy;
- Promoting appropriate standards of conduct at all times in accordance with Data#3's Core Values and Vision, Strategy and Code of Conduct.

### Application of this Policy:

This policy applies to:

- (a) all individuals at all levels, including Executives, General Managers, officers, directors and employees (whether permanent, fixed-term, casual or temporary) who are employed by, act for or represent Data#3 Group);
- (b) third party companies (such as suppliers) who are engaged by Data#3. 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 advisors, representatives and officials, politicians and political parties.

All Data#3 personnel and third parties are required to understand and comply with this policy and to follow the reporting requirements set out in this policy.

All Data#3 personnel should be vigilant and report any breaches or suspicious activity to Data#3's Chief Financial Officer, Ms Cherie O'Riordan, or Data#3's General Counsel and Company Secretary, Mr Terence Bonner.

## **What is Bribery or Corruption?**

Bribery is the act of offering, promising, giving or accepting 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, in order to provide Data#3 with business or a business advantage that is not legitimately due. Corruption is the abuse of entrusted power for private gain.

The benefit that is offered, given or accepted may be monetary or non-monetary. Acts of bribery or corruption are designed to improperly influence an individual in the performance of their duty or function. It is irrelevant if the bribe or form of corruption is accepted or ultimately paid. Merely offering the bribe or engaging in a form of corruption will usually be sufficient for a criminal offence to be committed. Bribery and corruption can be both direct and indirect (eg. offering it through an intermediary).

## **Our Policy**

- Data#3 personnel must not give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person;
- Under no circumstances will Data#3 approve of any offers, or make, request or receive an irregular payment or other thing of value, to win business or influence a business decision in Data#3's favour. Such conduct is unlawful and will not be tolerated in our organisation;
- Such conduct is not just prohibited during working hours and in the workplace, but in any work related context (e.g. work functions and customer conferences);
- If an employee feels that there has been a breach of this policy, they should immediately speak to their manager/supervisor or contact Data#3's Chief Financial Officer, Ms Cherie O'Riordan, or Data#3's General Counsel and Company Secretary, Mr Terence Bonner. All complaints will be taken seriously and handled promptly, confidentially and impartially in accordance with Data#3's Complaints and Investigations Guideline or Data#3's Whistleblower Policy.

## **Consequences of breaching this Policy:**

If Data#3 is found to have taken part in bribery or any other related improper conduct addressed by this policy it could be subject to a regulatory fine, be excluded from tendering for public contracts, and suffer serious reputational harm.

A breach of this policy by Data#3 personnel will be regarded as serious misconduct, leading to disciplinary action, which may include termination of employment. A breach of this policy by a third party will be regarded as a breach of the supply agreement, leading to a performance review (which may include termination of the supply agreement). A breach

of this policy may also expose an individual to criminal and civil liability and could result in imprisonment or in the imposition of a significant financial penalty.

It is not acceptable for you (or someone on your behalf) to threaten or retaliate against another employee who has refused to commit a bribery offence or who has raised concerns under this policy.

## Gifts and Hospitality

### General prohibition

Data#3 recognises that accepting or offering gifts or hospitality of moderate value (for example, a bottle of wine, or a dinner) to better present our products and services, or establish a relationship with a customer is customary and in accordance with courteous business practice. This policy does not intend to prohibit reasonable and proportionate hospitality and promotional or other similar business expenditure intended for these purposes.

Data#3 prohibits the offering or acceptance of gifts or hospitality in circumstances which could be considered to give rise to undue influence, induce or reward improper performance. It is Data#3's policy that the offer or acceptance of gifts or corporate hospitality is not prohibited where:

- it is done for the purpose of general relationship building, is reasonable and is given in the ordinary course of business;
- it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- it complies with the local law of the jurisdiction in which the expenditure is made;
- it is given in an open and transparent manner;
- it does not include cash, loans or cash equivalents (such as gift certificates or vouchers);
- it complies with any financial limit on gifts or entertainment that may have been set by Data#3; and
- if in excess of the gift threshold, it has been approved by an Executive General Manager of Data#3.

### Public and Government Officials

It is Data#3's policy that gifts or hospitality must not be offered to, or accepted from, public or government officials or their associates (including politicians or political parties), without the prior approval of the applicable General Manager in the relevant business unit of Data#3.

## Obligation to record Gifts in the Gift Register

Data#3 personnel who receive a gift with a value in excess of the gift threshold, must immediately report it to their General Manager responsible for compliance with this policy in the relevant division and must record the gift in the gifts and benefits register maintained by Finance & Accounting and Vendor Management.

The frequency with which gifts or invitations to corporate hospitality events are provided to a single individual or single organisation over time may be such that receipt on multiple occasions may be viewed as a breach of this policy.

## Facilitation Payments, Secret Commissions, Money Laundering and Donations

The making of facilitation payments, secret commissions and money laundering by Data#3 personnel is prohibited.

- Facilitation payments are typically minor, unofficial payments made to secure or expedite a routine government action by a government official or employee.
- Secret commissions typically arise where a person or entity (such as an employee of Data#3) offers or gives a commission to an agent or representative of another person (such as a customer of Data#3) which is not disclosed by that agent or representative to their principal.
- 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.

Data#3's policy is to not knowingly make donations to any political party. If an exception is to be made to that policy, it would require approval by the Data#3 board of directors.

Data#3's Corporate Social Responsibility Committee manages the company's structured review and consideration of charitable donations and ensures that such donations are aligned with legal and ethical obligations, under local laws and practices.

## Dealing with Third Parties

Data#3 can be liable for the acts of third parties where such third parties are acting on Data#3's behalf. Because anti-bribery laws prohibit "indirect" as well as direct payments and offers, you and Data#3 may be liable for the conduct of a third party where Data#3 knows or reasonably should have known of such party's unlawful conduct.

Data#3 is also obligated to take adequate steps to prevent bribery. In certain circumstances, you must conduct a reasonable investigation (due diligence) into the background, reputation, and business practices of a third party before entering into a contract with them. Before appointing a third party you must consult with your General Manager and Legal & Risk Advisory Services to determine whether due diligence is required. This will always depend on the nature of the appointment of that third party. Data#3 will always take a proportionate and risk-based approach in conducting due diligence. Due diligence will be unnecessary for many minor third party appointments.

Do not do business with a third party who refuses to cooperate in due diligence, or where the due diligence raises concerns regarding the anti-bribery risk unless you receive consent from the Data#3's Chief Financial Officer, Ms Cherie O'Riordan, or Data#3's General Counsel and Company Secretary, Mr Terence Bonner. Where Data#3 has concerns regarding the anti-bribery risk and the Data#3's Chief Financial Officer, Ms Cherie O'Riordan, or Data#3's General Counsel and Company Secretary, Mr Terence Bonner have given their consent, arrangements with these third parties must be subject to clear contractual terms, including specific provisions requiring them to comply with minimum standards and procedures in relation to bribery and corruption. Data#3 will not engage any third party who Data#3 knows or suspects of engaging in bribery or corruption. You can obtain these specific contractual provisions from Commercial Advisory Services.

## Conflict of Interest

A conflict of interest exists whenever you are in a situation where your private business or personal interests conflict with those of Data#3. This can arise in many situations, such as when you (or a close family member) have a direct or indirect personal relationship, affiliation or association with an existing or prospective supplier to, or customer of, Data#3 that may affect the way in which you carry out your role as an employee; or you perform services or earn commissions or fees directly with a supplier or customer of Data#3; or you have a private interest (such as shareholding or directorship) in a company which has an existing or potential business relationship with Data#3.

Data#3 personnel must take all reasonable steps to avoid any real or apparent conflicts of interest, must identify any conflict of interest relating to them and must disclose any conflict of interest immediately they become aware of it to their manager

While employed by us, Data#3 personnel must not:

- without Data#3's prior written permission perform duties other than for Data#3 or on Data#3's behalf;
- without Data#3's prior written permission, engage in any other employment, business or profession;
- without Data#3's prior consideration engage in any activities that may lead to a conflict of interest, including accepting any benefit as an inducement or reward for an act or omission for the benefit of another person.

Data#3 has a Conflict of Interest Register.

## How to Raise a Concern

Data#3 personnel must report suspected or actual instances of bribery, corruption, conflict of interest or other improper conduct to Data#3's Chief Financial Officer, Ms Cherie O'Riordan, or Data#3's General Counsel and Company Secretary, Mr Terence Bonner.

## Protection

Data#3 personnel:

- who wish to raise a concern or report another's wrongdoing or conflict of interest; or
- have refused pressure to either accept or offer a bribe,

may be worried about possible repercussions. Data#3 encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. Data#3 is committed to ensuring no one suffers detrimental treatment as a result of refusing to take part in conduct that may constitute bribery or corruption or raises a genuine concern in respect of any such conduct or any conflict of interest. Reference is made to Data#3's Complaints and Investigations Guideline and Data#3's Whistleblower Policy.

## Examples of Bribery and Corruption

The following is a list of bribery and corruption red flags that may arise during the course of working for or providing products or services to Data#3. The list is for illustration only and is not intended to be exhaustive.

If you encounter any of the following, you must report them promptly to your line manager Data#3's Chief Financial, Ms Cherie O'Riordan, or Data#3's General Counsel and Company Secretary, Mr Terence Bonner.

1. You learn that a third party engages in, or has been accused of engaging in, improper business practices or that they have a reputation for paying bribes, or requiring that bribes are paid to them.
2. A third party insists on receiving an irregular or uncustomary commission or fee payment before committing to sign up to a contract with Data#3, or carrying out a government function or process for Data#3.
3. A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business.
4. A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
5. You learn that a colleague has been taking out a particular supplier for very expensive and frequent meals.
6. A third party requests that a payment is made to "overlook" potential legal violations.
7. A third party requests that Data#3 provides employment or some other advantage to a friend or relative.
8. You are offered an unusually generous gift or offered lavish hospitality by a third party.

## Examples of Conflict of Interest

1. You have a second job, voluntary or paid work which Data#3 is not aware of and has not been authorised by OD&HR and Manager - IR;
2. You are a referee or on a selection panel and a relative or partner has applied for the vacant position;
3. You or your immediate family have financial interests (including shares or a directorship) in a company that may do business with Data#3, or
4. You are on a board or committee which may do business with Data#3.

## Related Documents

Conduct and Complaints and Investigations Policy  
Vision, Strategy and Code of Conduct  
Code of Business Ethics  
Whistleblower Policy  
Resignation and Termination Policy