



1. INTRODUCTION

Ashley Services Group (ASG) Limited is committed to responsible corporate governance and to conducting business in an honest and ethical manner in accordance with the law. Honesty and integrity are considered integral to the Company’s values and the way ASG and its subsidiaries (The ASG Group) operate their businesses. Conduct associated with bribery, corruption and dishonesty is inconsistent with these values and against the law and may result in ASG and the individual company employees being prosecuted. This Anti-Bribery and Anti-Corruption Policy prohibits ASG Personnel (defined below) from engaging in activity that constitutes bribery or corruption. This Policy supports ASG’s corporate governance framework.

The purpose of this policy is to:

- (a) set out the responsibilities of ASG Personnel in observing and upholding the prohibition on bribery, corruption and related improper conduct; and
- (b) provide information and guidance on how to recognise and deal with instances of bribery and corruption.

2. WHO DOES THE POLICY APPLY TO?

This Policy applies to all individuals at all levels who are employed by, act for, or represent the ASG Group (ASG Personnel). This includes, but is not limited to, the following:

- (a) directors;
- (b) officers;
- (c) managers;
- (d) employees;
- (e) contractors;
- (f) consultants; and
- (g) any other person representing the ASG Group.

This Policy applies to ASG Personnel irrespective of their employment status (that is, whether they are employed on a full-time,

part-time, fixed term, casual or temporary basis).

3. WHAT IS BRIBERY AND CORRUPTION?

3.1 Bribery

Bribery is the act of offering or accepting a benefit, with the intention of influencing a person to behave outside the responsibilities of their role or to not act in good faith, in order to gain a personal or business advantage that is not legitimately due. Acts of bribery are typically intended to improperly influence individuals to act dishonestly in the performance or discharge of their duty. A bribe could be either a direct or indirect promise, offering, or authorisation, of anything of value designed to exert improper influence. The benefit that is offered, given or received may be monetary or non-monetary. For example, it may involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or lavish corporate hospitality.

3.2 Target of the bribery

Whether the target of the act of bribery works in the public or private sector is irrelevant. The relevant laws apply to bribery of public officials as well as bribery in respect of any proposed or completed commercial transaction in the private sector.

3.3 Direct and indirect forms

Bribery can be direct or indirect. It may involve procuring an intermediary or an agent to make an offer which constitutes a bribe to another person, or where a bribe is made to an associate of a person who is sought to be influenced.

3.4 Acceptance of a bribe

It is irrelevant if a bribe is accepted or paid. Merely offering the bribe will usually be sufficient for an offence to be committed.



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3.5 Corruption

Corruption is the misuse of office or power or influence for private or personal gain.

3.6 What are facilitation payments?

Facilitation payments are typically, but not always, minor unofficial payments made for the purposes of securing or expediting a routine government action by a government official or employee.

3.7 What are secret commissions?

Secret commissions typically, but not always, arise where a person or entity (eg any ASG Personnel) offers or gives a commission to an agent or representative of another person which is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.

4. WHAT CONDUCT IS PROHIBITED?

4.1 Legal obligations

Most countries have laws that prohibit bribery and corruption domestically. Australia have laws that prohibit bribery even when it is committed in another country. In Australia, those prohibitions apply to businesses incorporated in Australia and to individuals who are Australian citizens or residents, wherever they may be.

4.2 Prohibition for ASG Personnel

ASG Personnel must not do any act that constitutes bribery or corruption as described in paragraph 3 of this Policy. This means that ASG Personnel must not directly or indirectly give, offer, promise, request or receive a bribe or cause a bribe to be given or received. The making of facilitation payments by any ASG Personnel is also prohibited. In addition, the

payment of secret commissions by any ASG Personnel is prohibited.

5. WHAT ARE THE CONSEQUENCES OF A CONTRAVENTION?

Corruption, bribery and any related conduct are very serious offences. If any ASG Group company is found to have taken part in bribery or any other related improper conduct addressed by this policy, it could face a fine, be excluded from tendering for public contracts and/or suffer reputational harm. An individual may be subject to penalties or lengthy terms of imprisonment. A breach of this Policy by any ASG Personnel will be regarded by ASG as serious misconduct and may lead to disciplinary action which may include termination of employment and/or referral of a matter to relevant authorities.

6. WHAT GIFTS AND HOSPITALITY MAY BE GIVEN OR ACCEPTED?

6.1 Gifts and hospitality

Gifts, meals, travel, entertainment and other hospitality (Gifts) often form part of a legitimate commercial relationship. However, in some circumstances Gifts can compromise the exercise of objective business judgement and may result in a breach of this Policy. Therefore, it is important to be careful when offering, promising, giving or receiving anything of value, particularly involving any government official, to ensure that it does not constitute a bribe or corrupt payment or that it would not be perceived as engaging in improper conduct. As such, precautions must be taken, and this Policy must be complied with when offering Gifts to, or receiving Gifts from, any external party or entity.



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6.2 Criteria for allowable Gifts

This Policy does not preclude any ASG Personnel from giving to, or accepting a Gift from, a government official or any other person, when engaging in ASG Group business in accordance with the following guidelines. Before giving a Gift to, or accepting a Gift from, any person, including a government official it is important to:

- (a) ensure that the Gift is directly connected to a legitimate business activity;
- (b) ensure that no regulatory approvals (such as the granting of permits or licences) are currently being considered by that person or government official such that a Gift could, or could be seen to, influence or reward action taken by that person or government official;
- (c) ensure that the proposed recipient can accept any such Gift (many government officials and other private sector representatives cannot do so under local laws or their own code of conduct);
- (d) ensure that it is of an appropriate value and nature considering local custom, the position of the recipient and the circumstances and the Gift does not include cash, loans or cash equivalents such as gift certificates or vouchers;
- (e) assess that the giving or acceptance of the Gift would not cause a third party to form an impression that there is an improper connection between that Gift and a business opportunity; and
- (f) comply with the requirements in paragraphs 6.3 and 6.4 of this Policy.

If a Gift does not satisfy the criteria set out in paragraph 6.2, the Gift must not be given or received by the ASG Group or any ASG Personnel.

The criteria set out in paragraph 6.2 remains applicable in the case of customary gifts (such as for weddings or cultural festivals).

6.3 Giving Gifts

If any ASG Personnel proposes to give a Gift to any external party which is of a value in excess of \$300, they must obtain prior written clearance from their Immediate Manager.

6.4 Receipt of Gifts

Gifts of any kind must not be demanded or sought from any supplier, customer, government official or other party with whom ASG conducts business. If any member of ASG Personnel receives a Gift from an external party which is of a value in excess of \$300, they must report it to their Immediate Manager, who will then decide whether to provide clearance for the ASG Personnel to accept the Gift having regard to the criteria set out in paragraph 6.2.

6.5 Register of Gifts

If clearance is given to give a Gift to an external party in accordance with paragraph 6.3, it must be recorded in a register (Register of Gifts), which will be maintained by each office and consolidated quarterly by Corporate Services and provided to the ASG Board. Where a Gift is received by a member of ASG Personnel, after reporting it to their Immediate Manager, it must also be recorded in the Register of Gifts.

7. CORPORATE SOCIAL RESPONSIBILITY

ASG recognises its capacity building responsibilities to improve education and employment opportunities of communities where it operates. For example, any bona fide



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requests to subsidise travel, attending conferences, providing education, apprenticeships and scholarships will be considered but will require Management approval.

8. HOW DOES THIS POLICY APPLY TO THIRD PARTIES?

The ASG Group will not engage or deal with any third party if there is a known risk that they will breach applicable anti-corruption laws or ASG’s policies and procedures relating to anti-corruption. Third parties must be chosen carefully and engaged appropriately, as any improper conduct by a third party could damage ASG’s reputation and expose the company and its directors and employees to criminal or civil liability or other sanctions. Before entering a relationship with a third party, appropriate due diligence enquiries must be undertaken in relation to the third party. The necessary enquiries will vary depending on the nature of the proposed relationship, but will typically, among other things determine whether:

- (a) the third party is reputable, competent and qualified to perform the work for which they are being engaged;
- (b) the compensation the third-party requests is reasonable;
- (c) the proposed arrangement complies with all applicable legal requirements; and
- (d) there is any conflict of interest that means engaging the third party would be inappropriate.

Once a third party is engaged, they must be given a copy of this Policy. Standard terms must be included in contractual arrangements with the third party that oblige the third party to operate in accordance with relevant anti-

bribery and anticorruption laws and in accordance with this Policy, and if requested in writing by ASG, provide ASG with a written statement that the third party is fully compliant with the relevant anti-bribery and anti-corruption laws and this Policy.

Furthermore, reasonable steps must be taken to monitor the transactions of the third party, which may involve periodic due diligence and review.

9. RECORD KEEPING

All accounts, invoices, and other documents and records relating to dealings with any external party or third party should be prepared and maintained with accuracy and completeness. No accounts may be kept “off-book” to facilitate or conceal potential breaches of this Policy. All expenditure by ASG Personnel, including on Gifts, must be included in expense reports and approved in accordance with the ASG Group's policies.

10. WHAT REPORTING OBLIGATIONS APPLY UNDER THIS POLICY?

10.1 Responsibilities of ASG Personnel

All ASG Personnel have a responsibility to aid in the prevention, detection and reporting of behaviour in contravention of this Policy.

10.2 How to report an incident

Should a member of ASG Personnel reasonably believe or suspect that a breach of this Policy has occurred, or is likely to occur, they must immediately notify their Immediate Manager or contact ASG’s confidential external independent Whistle-blower contact established under the Whistle-blower Policy.



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10.3 Protection for ASG Personnel reporting behaviour

As detailed in the Whistle-blower Policy, ASG is committed to ensuring that no person will suffer detriment because they have reported a matter. Detriment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with reporting a matter.

Persons who are subjected to such treatment should inform their Immediate Manager or contact ASG's confidential external independent Whistle-blower contact established under the Whistle-blower Policy.

11. DO YOU REQUIRE FURTHER GUIDANCE?

If you require further guidance as to this Policy, please contact your Manager.

12. COMPLIANCE WITH THE POLICY

ASG is committed to maintaining its reputation and complying with the law in all jurisdictions in which it operates. Not all situations can be directly addressed in a policy. ASG Personnel should also bring their own reason, propriety and judgement to a situation based on the principles set out in this Policy.

13. REVIEW

This Policy is to be reviewed:

(a) as soon as practicable after a key change in the nature or scope of ASG's activities or a change in legislation relating to bribery and corruption; or

(b) otherwise at least once every two years.



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