



superloop

Anti-bribery and Corruption Policy

Introduction and Purpose

Superloop Limited and all of its wholly-owned subsidiaries in Australia, Singapore, Hong Kong, the United Kingdom and North America (**Superloop, Superloop Group**) is committed to complying with the laws and regulations of the countries in which it operates and acting in an ethical manner, consistent with the principles of honesty, integrity, fairness and respect.

Bribery and improper conduct referred to in this policy are serious criminal offences for both Superloop and any individuals involved. They are also inconsistent with Superloop's values.

Laws prohibiting the types of improper payments covered by this policy apply in all of the countries in which Superloop is based or engages in trading activities. Many laws, such as the Australian Criminal Code, the Hong Kong Prevention of Bribery Ordinance, the Singapore Prevention of Corruption Act, the US Foreign Corrupt Practices Act and the UK Bribery Act, have application at home and abroad.

The purpose of this policy is to:

- (a) set out the responsibilities of Superloop Group companies and Superloop personnel in observing and upholding the prohibition on bribery and related improper conduct; and
- (b) provide information and guidance on how to deal with instances of bribery and corruption.

This policy applies across the Superloop Group to all directors and employees of Superloop (**Superloop personnel**).

Obligations

Superloop personnel must:

- (a) understand and comply with this policy;
- (b) not give, offer, accept or request bribes, facilitation payments, secret commissions or other prohibited payments or engage in money laundering or cause any of them to be given, offered, accepted or requested;
- (c) comply with any relevant reporting and approval processes for gifts, entertainment or hospitality;
- (d) not offer or receive any gifts, entertainment or hospitality to or from public or government officials or politicians, without approval from the Group CEO;
- (e) obtain Board approval for donations and sponsorship;
- (f) maintain accurate records of gifts, entertainment and hospitality expenses; and
- (g) be vigilant and report any breaches of, or suspicious behaviour related to, this policy.

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.

Bribery can take many forms. The benefit that is offered, given or accepted 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.

Bribery can also occur where an intermediary or an agent is used 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.

Examples of “red flags” indicative of bribery and corruption are set out in **Annexure A**.

Facilitation Payments

A facilitation payment is a minor payment to secure or expedite a routine government action by a government official or employee.

Despite facilitation payments being permitted under Australian law, they are prohibited under international legislation that can have extraterritorial effect. Accordingly, such payments are prohibited under this policy.

Secret Commissions

Secret commissions typically arise where a person or entity (such as an employee of Superloop) offers or gives a commission to an agent or representative of another person (such as a customer of Superloop) that is not disclosed by that agent or representative. Such a payment is made as an inducement to influence the conduct of the principal of the agent in their business.

Money Laundering

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.

Gifts, Entertainment and Hospitality

Superloop personnel must:

- (a) not make or accept gifts of money;
- (b) not make or accept gifts or arrange or attend entertainment or hospitality in circumstances that could be reasonably regarded as unduly influencing the recipient or creating a business obligation on the part of the recipient;
- (c) not make gifts to, or arrange entertainment or hospitality for, public officials or clients where the governing statute or internal policy prohibits the giving or receiving of gifts or attendance at entertainment or corporate hospitality. Further, due to special regulatory controls that often apply to public officials, all gifts, entertainment and hospitality involving public officials must be reported to and approved by the Group CEO; and
 - not make gifts to, or arrange entertainment or hospitality for, a particular person so regularly or frequently as to create an impression of impropriety; or
 - not request a gift or entertainment or hospitality in any circumstances;
- (d) not accept gift or hospitality with a value of more than AU\$500 without the prior written approval of the Group CFO.

Political and Charitable Donations

No donation or other financial contribution, whether to a charity, 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 company funds without Superloop Board approval.

Maintain Accurate Records

All expenditure by Superloop personnel, including on gifts, entertainment and hospitality must be included in expense reports and approved in accordance with the relevant Superloop Group company expense policy.

Reporting Breaches and Suspicious Behaviour

Superloop personnel must report any breaches of, or suspicious conduct in relation to, this policy. This includes behaviour that makes Superloop personnel and others engaged in activities for Superloop feel threatened or under pressure to engage in improper conduct.

Reports should be made in accordance with Superloop's Whistleblower Policy. This policy affords all Superloop personnel with protections against reprisal, harassment or demotion for making a report.

Training of Superloop Personnel

To the extent applicable to their roles:

- (a) new Superloop personnel will undertake training on this policy as part of their induction process; and
- (b) existing Superloop personnel will receive regular updates on this policy as part of their ongoing training.

Consequences of a Breach

A breach of this policy by Superloop personnel may be regarded as serious misconduct leading to disciplinary action, which may include termination of employment. 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.

Related Superloop Policies

- Codes of Conduct (Directors and Employees)
- Conflict of Interest Policy (Directors and Employees)
- Whistleblower Policy

Review of this Policy

The Superloop Board will review this policy annually or as required when additional or new risks are identified. Only the Superloop Board can approve amendments to this policy.

Adopted by the Superloop Limited Board on 31 July 2018

Annexure A – Potential Risk Scenarios – 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 services to the Superloop Group. The list is for illustration purposes only and is not intended to be exhaustive.

If you encounter any of the following, you must report them promptly in accordance with this policy.

References below to “**third party**” means any individual or organisation Superloop comes into contact with during the course of its business and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisors and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

1. You learn that a third party engages in, or has been accused of engaging in, improper business practices.
2. You learn that a third party has a reputation for paying bribes or requiring that bribes are paid to them.
3. A third party insists on receiving a commission or fee payment before committing to sign up to a contract with a Superloop Group company, or carrying out a government function or process for an Superloop Group company.
4. A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.
5. A third party requests that payment is made to a country or geographic location different to where the third party resides or conducts business.
6. A third party requests an unexpected additional fee or commission to ‘facilitate’ a service.
7. A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
8. You learn that a colleague has been taking out a particular supplier for very expensive and frequent meals.
9. A third party requests that payment is made to ‘overlook’ potential legal violations.
10. A third party requests that a Superloop Group company provide employment or some other advantage to a friend or relative.
11. You receive an invoice from a third party that appears to be non-standard or customised.
12. A third party insists on the use of side letters or refuses to put terms agreed in writing.
13. You notice that Superloop has been invoiced for a commission or fee payment that appears large given the service stated to have been provided.
14. A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used or known by the Superloop Group company concerned.
15. You are offered an unusually generous gift or offered lavish hospitality by a third party.