

Anti-Bribery and Corruption Policy

Document Location

AP+ Intranet, AP+ Workplace

Document History

Version	Date	Author	Comments
V1	10 February 2022	Simon Vatcher	Approved by AP+ Board 10 February 2022
V2	30 March 2023	GCO	Consolidated policy to cover all entities within the AP+ Group. Endorsed by AP+ Risk Committee 20 March 2023 and Approved by AP+ Board 30 March 2023

Related Documents

Title/File name	Version	Location	Date
AP+ Whistleblower Protection Policy	V2	AP+ Intranet, AP+ Workplace, AP+ website	30 March 2023
AP+ Contracts Policy	V2	AP+ Intranet, AP+ Workplace	20 March 2023

Approval and Distribution

The following table lists the Reviewers (R), the Approver (A) and the Distribution (D) of this document.

Name	Position	R/A/D	Signature	Date
Board	Board	A		30 March 2023
Lynn Kraus	CEO	R		
Nancy Bryla	General Counsel	R		

CONTENTS

1.Purpose	3
2.Scope	3
3.Interpretation	3
4.Anti-bribery and Corruption Principles	4
5.Bribery, Corruption, Facilitation Payments and other prohibitions	5
6.Authorised and Permissible Gifts and Benefits	5
6.1 AP+'s General Position on Gifts and Benefits	5
6.2 Minor Gifts and Benefits	6
7.Gifts and Benefits Register	6
8.Record Keeping	6
9.Appointing third parties to act as agent.	7
10.Anti-bribery and corruption risk mitigation.	7
11.Reporting suspected wrongdoing	8
12.Breaching this Policy	9
13.Review of Policy	9

1. PURPOSE

The purpose of this policy is to communicate to all directors, officers, employees, authorised agents and Third Parties the ZERO-RISK appetite the AP+ Group has for bribery and corruption. This policy describes a framework to prevent, detect and respond to risks of bribery and corruption.

2. SCOPE

This policy applies to all AP+ Group directors, officers, employees and authorised agents.

This policy supersedes any previous anti-bribery and corruption policies adopted by an entity of the AP+ Group.

3. INTERPRETATION

In this policy the following terms have the meanings shown below:

AP+ Group means Australian Payments Plus Limited ABN 19 649 744 203 and all of its related body corporates as defined in section 9 of the *Corporations Act 2001* (Cth), including BPAY Group Pty Ltd ABN 60 003 311 644 (“BPAY Group”), BPAY Group Holding Pty Ltd ABN 44 626 481 525 (“BPAY Group Holdings”), BPAY Pty Limited ABN 69 079 137 518 (“BPAY”), Digital Wallet Pty Ltd ABN 93 624 272 475 (“Digital Wallet”), EFTPOS Payments Australia Limited ABN 37 136 180 366 (“eftpos”), EFTPOS Digital Identity Pty Ltd ABN 80 648 970 101 (“eftpos Digital”) and NPP Australia Limited ABN 68 601 428 737 (“NPP”).

Bribe or Bribery means the offer, promise, giving, requesting, authorising or receiving of anything of value (whether a financial or other advantage) directly or indirectly to Public Official, Third Party or any other person with the intention of influencing or rewarding improper performance or obtaining an unfair advantage.

Corrupt or Corruption means an act or omission for an improper or unlawful purpose, which involves the abuse of a position of trust or power.

Eligible Persons means AP+ Group current and former:

- employees (full time, part time or casual employees);
- directors, company secretaries and other company officers;
- contractors, consultants, suppliers and service providers (including their employees, directors and company officers);
- associates, trustees, custodians and investment managers; and
- relatives, spouses or dependent of one of the people referred to above.

External Enforcement Agency means any authority or body having jurisdiction to enforce anti-bribery legislation, including alleged offences committed under the *Criminal Code Act 1995* (Cth), *Competition and Consumer Act 2010* (Cth) and any legislation relied upon to support offences under those Acts.

Facilitation Payments means a payment of minor value paid to a Public Official via unofficial channels to expedite or secure the performance of a routine government action of a minor nature.

Gifts and Benefits means anything believed to be of value to the recipient or that might be perceived by a reasonable person to be of value to the recipient, including but not limited to preferential treatment, privileged

access, some other kind of advantage, free or discounted items, services, events, entertainment, hospitality and/or travel.

Public Official means an elected or appointed official, employee or representative of a government (which includes the executive, legislative, administrative, military, or judicial branches of a government; a political party; or a government-owned, government-controlled, or government-funded corporation, institution or charity) at any level, and may include:

- government regulators and persons acting in an official capacity on behalf of government regulators;
- employees of self-regulatory organisations in the financial services industry (even if the self-regulatory organisation is not government-sponsored);
- officials or public office candidates of any political party;
- officers, directors or employees of organisations with government ownership or control (as defined below);
- officers, directors or employees of educational institutions that are established or operated by a federal, state, or local government entity; and
- officials of public international organisations and persons acting in an official capacity for or on behalf of governments or public international organisations.

“Government ownership or control” means a single government or its instrumentality, which:

- owns at least 50% of an entity; or
- exercises actual management or control of an entity, irrespective of its ownership percentage.

Third Party means any external party with whom the AP+ Group has, or plans to establish, some form of business relationship. A Third Party may include, but is not limited to:

- suppliers/vendors;
- members or participants of one of the schemes operated by the AP+ Group;
- customers;
- agents, brokers, advisers and consultants;
- merger and acquisitions targets, joint ventures and partnerships; and
- any person who performs services for or on behalf of the AP+ Group who is not an AP+ Group employee.

4. ANTI-BRIBERY AND CORRUPTION PRINCIPLES

The AP+ Group are committed to the highest standards of ethical behaviour at all times. As part of this commitment, the AP+ Group have adopted the following anti-bribery and corruption principles:

Principle 1: We have zero appetite for Bribery, Corruption and Facilitation Payments

Principle 2: We identify, mitigate and manage Bribery and Corruption Risks

Principle 3: We encourage reporting of anti-bribery and corruption matters

Principle 4: We expect transparency and integrity of records

Principle 5: We undertake appropriate due diligence

Principle 6: We undertake appropriate training and awareness

Principle 7: We must comply with all applicable Australian anti-bribery and corruption laws and regulations

5. BRIBERY, CORRUPTION, FACILITATION PAYMENTS AND OTHER PROHIBITIONS

All directors, officers, employees and authorised agents of the AP+ Group are prohibited from:

- engaging in any kind of Bribe, Facilitation Payment or Corrupt behaviour, regardless of the value and whether or not a benefit is given to or received by another person;
- giving or receiving any Gifts and Benefits that do not comply with a relevant law, regulation, rule or code;
- engaging in conduct that is intended to or could be construed as intending to attempt to improperly influence the performance of the role or function of the recipient (or where relevant, the ultimate beneficiary);
- making political donations in the capacity as a representative of the AP+ Group;
- giving or receiving any Gifts and Benefits while there are invitations to tender or contract negotiations between the parties currently on foot or anticipated to be initiated within the next 3 months;
- soliciting, asking for or otherwise requesting directly or indirectly Gifts and Benefits from a Third Party; and
- carrying out any dishonest accounting or concealment of complete and accurate financial activity.

6. AUTHORISED AND PERMISSIBLE GIFTS AND BENEFITS

6.1 AP+'s General Position on Gifts and Benefits

This policy is not intended to prohibit the giving and receiving of all Gifts and Benefits or prevent AP+ Group directors, officers, employees and authorised agents from conducting legitimate business. It is however important that Gifts and Benefits are not given or received in circumstances where there could be a perception of improper conduct or influence.

Except as outlined in 6.2, as a general rule Gifts and Benefits are not to be given or received by:

- an AP+ Group director without the consent of the Chair;
- an AP+ Group officer without the consent of the Chief Executive Officer;
- an AP+ Group employee without the consent of their direct manager and the General Counsel; and
- an AP+ Group authorised agent without the consent of the AP+ direct manager responsible for overseeing the agency relationship and the General Counsel.

In exercising discretion to approve the giving or receiving of Gifts and Benefits, the Chair, Chief Executive Officer, General Counsel and/or the relevant AP+ direct manager (as relevant) should consider:

- the frequency of Gifts and Benefits exchanged with the same person or entity and whether this is creating an ongoing expectation;
- whether the Gifts and Benefits are reasonable and proportionate in value and nature to the recipient's position, occasion and circumstances;

- the purpose of the Gifts and Benefits and whether it is clear (both subjectively and objectively) that the aim is to build a general business relationship and understanding;
- whether there are any perceptions of improper conduct that need to be considered; and/or
- whether the Gifts and Benefits are offered and received in an open and transparent manner.

For Gifts and Benefits where there is some kind of doubt as to the appropriateness and if not already required, the General Counsel should be consulted before it is given or received (or otherwise as soon as possible after it is received by the AP+ Group).

6.2 Minor Gifts and Benefits

For the purposes of this Policy, when Gifts and Benefits:

- have a total aggregate value of less than \$250 inclusive of tax,
- are not loans, cash or cash equivalents,
- only involve parties that are corporations (meaning that nothing is given or received by a person in their capacity as an individual),
- are solely aimed at building a general relationship and understanding, and
- are given in an open and transparent manner,

they are considered “**Minor Gifts and Benefits**”.

Where there is no concern as to the appropriateness of the exchange, there are no invitations to tender or contract negotiations anticipated between the parties in the next 3 months and there have been no entries recorded in the AP+ Gifts and Benefits Register between the relevant parties within the last 6 months:

- AP+ Group employees, directors and authorised agents are not required to seek consent from the General Counsel before giving or receiving Minor Gifts and Benefits but, in the case of employees, must still always seek consent from the AP+ direct manager that they report to.

For clarity, if there are invitations to tender or contract negotiations anticipated within the next 3 months, there is a prohibition on the giving or receiving of all Gifts and Benefits. If there has been at least 1 entry recorded in the AP+ Gifts and Benefits Register between the parties in the last 6 months, the consent requirements in clause 6.1 will apply.

7. GIFTS AND BENEFITS REGISTER

Regardless of whether accepted or rejected, all Gifts and Benefits and Minor Gifts and Benefits must be recorded in the AP+ Gifts and Benefits Register within 5 business days of being provided or received. The only exception to this reporting requirement applies to Minor Gifts and Benefits that consist solely of branded corporate merchandise with a nominal value, such as pens, pencils, shirts etcetera.

8. RECORD KEEPING

The AP+ Group is required to maintain internal financial recording and accounting systems and procedures to make and keep books and records which accurately and fairly reflect, in reasonable detail, the parties, the payment arrangements and the purpose of all transactions and disposition of assets. Any false, misleading or incomplete record keeping could be a criminal and/or civil offence.

9. APPOINTING THIRD PARTIES TO ACT AS AGENT

Where the AP+ Group proposes to engage a Third Party to represent it or act on its behalf, it is important to implement appropriate controls to ensure that the actions of the Third Party will not adversely affect the AP+ Group.

When appointing a Third Party, the AP+ Group must:

- prior to engaging the Third Party, conduct appropriate due diligence and report any identified issues or concerns relating to the content of this Policy to the General Counsel for the General Counsel to then assess the appropriateness of engagement;
- incorporate the issues addressed by this Policy in all contracts with the Third Party;
- undertake ongoing due diligence to ensure that any new information or relevant changes which may impact the initial due diligence risk assessment are properly considered;
- maintain appropriate records and ensure all expenditure is appropriately recorded; and
- otherwise report any suspected wrongdoing in accordance with clause 11.

10. ANTI-BRIBERY AND CORRUPTION RISK MITIGATION

All directors, officers, employees and authorised agents of the AP+ Group must:

- at all times take responsibility for their own compliance with this Policy (and where relevant the compliance of the persons who directly report to them);
- provide all information reasonably requested for inclusion in the AP+ Gifts and Benefits Register;
- respond to events, relationships and enterprises that could increase or alter the AP+ Group's risk exposure;
- report all suspected or actual contraventions of this Policy;
- where applicable, complete and/or attend periodic training sessions relating to the content of this Policy; and
- co-operate with the AP+ Group and the General Counsel when any suspected or actual contraventions of this Policy are being investigated (which may include co-operating with External Enforcement Agencies).

While the above requirements apply to everyone, particular teams within the AP+ Group have additional delegated responsibilities that assist the AP+ Group manage and mitigate Bribery and Corruption risks. These are outlined below.

The AP+ Group Finance and Risk Team is responsible for:

- maintaining appropriate records of financial and non-financial controls and ensuring the records are accurate and protected against improper use or loss of integrity;
- undertaking an annual anti-bribery and corruption risk review and assessment to identify Bribery and Corruption risks the AP+ Group may reasonably face;
- implementing appropriate systems, controls, processes and procedures to mitigate and manage the AP+ Group's Bribery and Corruption risks, as identified through the risk assessment;
- making a record of Bribery and Corruption risks and associated controls in the corporate risk register in accordance with the risk management framework; and
- conducting regular monitoring and testing of anti-bribery and corruption processes and controls to evaluate their effectiveness and identify and respond to opportunities for continuous improvement.

The AP+ Group Talent Acquisition Team is responsible for:

- undertaking appropriate reference checks and due diligence screening for each prospective employee and officer with the objective of ensuring their honesty and integrity as a prerequisite before the commencement of their role with AP+.

The Digital Wallet Risk & Compliance Team is responsible for:

- undertaking appropriate ongoing due diligence screening for AP+ Group Leadership Team members and other relevant AP+ Group employees, as is required for Digital Wallet to maintain its Australian Financial Services Licence.

The General Counsel is responsible for either personally or causing a Legal & Governance Team member to:

- maintain the AP+ Gifts and Benefits Register;
- undertake appropriate reference checks and due diligence screening for each prospective director of the AP+ Group with the objective of ensuring their honesty and integrity as a prerequisite before the commencement of their role with AP+;
- periodically review this Policy;
- communicate to authorised agents and Third Parties our commitment to this Policy and periodically conduct training to enable understanding of this Policy, what is required to comply with this Policy and how to report suspected wrongdoing;
- otherwise provide any required guidance relating to the content of this Policy.

11. REPORTING SUSPECTED WRONGDOING

The AP+ Group must foster a culture of speaking up to encourage reporting of any suspicion of Bribery, Facilitation Payments, Corruption and/or any other concerns relating to this policy without fear of reprisal. The AP+ Group has adopted a Whistleblower Policy for all Eligible Persons. All reported suspicions will be handled in accordance with the Whistleblower Policy for those who are Eligible Persons.

- The Whistleblower Policy can be accessed on the AP+ Intranet and AP+ Workplace.
- The anonymous tip line referred to in the Whistleblower Policy can be accessed as follows:

By telephone – a confidential telephone service 1300 582 346 between 8:00am and 6:00pm Monday to Friday;

By email – by email to APPlusDisclosures@myvault.net.au

By mail

AP+ Group Whistleblower Protection
C/- Forensic Consulting
PO Box 4736
Melbourne VIC 3001

For any person who is not an Eligible Person, any suspicion of Bribery, Facilitation Payments, Corruption and/or any other concerns relating to this Policy can be made to the General Counsel unless the suspicion relates to the General Counsel in which case the report can be made to the Chief Executive Officer.

The AP+ Group will take all reasonable steps to provide protection from legitimate detrimental treatment and fear of reprisal to those who report an actual or suspected breach of this Policy that do not qualify as Eligible Persons. The General Counsel or its nominee AP+ Legal & Governance Team member is responsible for

assessing and investigating all allegations made by non-Eligible Persons and other related matters and for determining whether or not the allegation is substantiated. Where the allegation made by the non-Eligible Person involves the General Counsel, a person or committee appointed by the Chief Executive Officer will assume these responsibilities.

12. BREACHING THIS POLICY

This Policy is based on applicable laws. A breach of this policy may therefore result in both disciplinary action as well as possible legal consequences.

For persons involved in the breach, possible consequences include termination of employment or engagement as well as criminal and civil liability with associated significant fines and/or lengthy terms of imprisonment.

For the AP+ Group, possible consequences include the imposition of substantial fines, exclusion from tendering for government or private contracts and reputational damage.

13. REVIEW OF POLICY

This policy must be reviewed at least every 24 months, or otherwise as necessary. The General Counsel has the authority to make changes to this policy as required.