



## Background

Broadspectrum Limited (**Broadspectrum**) is a public company, listed on the Australian Securities Exchange (**ASX**). Broadspectrum is committed to responsible corporate governance, including ensuring that appropriate processes are in place to promote compliance with anti-bribery and corruption laws in countries where Broadspectrum operates. Accordingly, the Board and senior management has endorsed this Anti-Bribery and Corruption Policy to support the Broadspectrum Code of Business Conduct and compliance and governance framework.

## Purpose of this policy

**The purpose of this Policy is to:**

- ▶ outline Broadspectrum's position on bribery and other corrupt behaviour
- ▶ outline responsibilities of Broadspectrum directors, officers, employees, consultants and contractors (**Employees** for the purpose of this Policy) in observing and upholding its position on bribery and corruption, including with respect to Business Partners<sup>1</sup>, and
- ▶ promote the use of legitimate business practices in promoting Broadspectrum's position on issues before government authorities and in the marketplace.

## Scope

**This Policy applies to all Broadspectrum:**

- ▶ Employees
- ▶ Business Partners, and
- ▶ wholly and majority-owned operations in all countries in which Broadspectrum operates. Where Broadspectrum has a minority interest, there must be compliance with the minimum requirements set out in this Policy, recognising that the manner in which these requirements are met by Business Partners may vary. References in this Policy to Broadspectrum include its related entities.

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<sup>1</sup> Business Partners has the meaning in the Broadspectrum Business Partners Policy.



## Sources of Legal obligations

The sources of legal obligations behind this Policy are the anti-corruption laws of countries Broadspectrum operates, the United Nations Anti-Corruption Convention and the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, including:

- ▶ Criminal Code Act 1995 (Cth) and the Corporations Act 2001 (Cth) (Australia)
- ▶ Crimes Act 1961, Crimes (Bribery of Foreign Public Officials) Amendment Act 2001 and Secret Commissions Act 1910 (New Zealand)
- ▶ *Foreign Corrupt Practices Act 1977* and the *United States Code, Title 18 and section 666* – theft or bribery concerning programs receiving Federal funds (United States)
- ▶ Corruption of Foreign Public Officers Act 1998 (Canada), and
- ▶ *Bribery Act 2010* (United Kingdom).

## Condemning Bribery and Corruption

Broadspectrum does not tolerate any form of bribery or corruption whether or not permitted by local law and regardless of differing business practices in countries in which Broadspectrum conducts business.

Bribery and corruption involves the misuse of position and influence in return for improper advantage, undermining integrity and fairness in the marketplace. Broadspectrum aims to comply with all applicable anti-bribery and corruption laws in countries where it operates. Wherever there is a conflict between this Policy and local law, Broadspectrum will comply with the higher standard.

## Improper Exchanges – Offering and Receiving

Employees must not directly or indirectly (including through another party) offer, promise, give, or receive anything of financial or non-financial value (e.g. cash, loan, gift, hospitality, personal/family/social/sporting/cultural favour) for the purpose of inducing or rewarding a discretionary favourable action or the exercise of influence, regardless of country, public or private sector or person concerned.

Broadspectrum strictly prohibits:

- ▶ the payment or receipt of secret or undisclosed commissions, and
- ▶ payments (including those of low value) to government officials or other intermediaries to facilitate or accelerate a routine non-discretionary activity (otherwise known as facilitation payments), such as obtaining a licence or a permit.

Employees will not suffer adverse consequences for refusing to make an improper payment, even if this may result in Broadspectrum losing business.



## Extortion

Broadspectrum also condemns improper demands for payment from Employees or government officials, referred to in many parts of the world as "extortion". However, a payment can be made where an Employee reasonably believes (and in the absence of no alternative), his/her or another's life, freedom or health is at risk unless a demand for payment is met, provided the Employee immediately reports the incident to the Executive General Manager Compliance and Group Company Secretary.

Absent an immediate threat to life, freedom or health, where an improper demand for payment has been made under threat of imprisonment or serious destruction of Broadspectrum property, the Executive General Manager Compliance and Group Company Secretary should be contacted immediately for guidance.

## Gifts, Discounts and Hospitality

Exchanges of gifts, discounts or hospitality (including customer travel and accommodation) made in the ordinary course of business may compromise or appear to compromise the exercise of objective business judgment. These may also give rise to conflicts between the personal interests of Employees and the interests of Broadspectrum.

Employees must be cautious when offering or receiving gifts, discounts or hospitality, and only do so where these are:

- ▶ token, seasonal or due to a special occasion or local custom, and in line with accepted business practice which are reasonable and appropriate for the circumstances
- ▶ do not include cash payments, cash equivalent or other types of non-traceable payment forms, and
- ▶ not seen to impair independent business judgment, particularly in connection with an anticipated or pending business transaction or regulatory approval.

When dealing with Business Partners, an Employee must not accept or offer gifts valued at over AUD\$150 (one hundred and fifty dollars) at any one occasion per person, or hospitality to the values identified in the Broadspectrum Delegation of Authority Procedure. Multiple exchanges of gifts and hospitality under this threshold with the same person should also be avoided.

Where in doubt, Employees must consult with the Executive General Manager Compliance and Group Company Secretary, by completing and submitting a *Gifts and Hospitality Form* (TMF-0000-LE-0001) to [Codeofconduct@broadspectrum.com](mailto:Codeofconduct@broadspectrum.com)

The Executive General Manager Compliance and Group Company Secretary has absolute discretion to approve hospitality or gifts over the AUD\$150 (one hundred and fifty dollars) threshold if appropriate and permissible by law. Such gifts and hospitality are recorded in a gifts and hospitality exemptions register when a *Gifts and Hospitality Form* is approved.

Employees should be aware that offering or receiving gifts and hospitality, of any value, at a sensitive time in a business relationship (for example, when a tender or transaction is in a key phase) would not be appropriate.



Where there are BroadSpectrum subsidiary company rules in relation to gifts and hospitality that are more restrictive due to the jurisdiction in which it operates, then affected Employees must comply with the company rules of the subsidiary.

In some jurisdictions where BroadSpectrum operate, there are strict restrictions on exchanging gifts and hospitality with government officials and the reimbursement of government officials' expenses. When dealing with government stakeholders, Employees and Business Partners must comply with this Policy and the BroadSpectrum Delegation of Authority Procedure to ensure compliance with local law.

## Intermediaries

In situations where a third-party intermediary is engaged to represent BroadSpectrum to current and potential private or government business partners (such as a sales agent, a customs clearing agent or a lobbyist), the Employee responsible for the engagement must complete appropriate due diligence and have a documented basis for ensuring the integrity of the intermediary, in accordance with this Policy. Regular reviews of the intermediary's performance to prevent misconduct must be undertaken, as appropriate.

## Charitable Donations

BroadSpectrum supports a number of charitable causes around the world including by making charitable donations, without expectation or acceptance of favourable action or the exercise of influence. In limited circumstances, a charitable donation may pose a risk of corruption, for example by being made to an artificial charitable organisation, or ultimately benefiting a third party such as a government official. To address this risk, charitable donations on behalf of BroadSpectrum must:

- ▶ be made only to approved not-for-profit organisations whose goals reflect BroadSpectrum's values
- ▶ be approved only by authorised Employees designated in BroadSpectrum Delegation of Authority Procedure
- ▶ be accurately recorded in business records of BroadSpectrum
- ▶ be tax-deductible
- ▶ not be made to individuals or for-profit organisations, and
- ▶ not be made in cash or to private accounts.

Authorisation of charitable donations must only be made within relevant authority limits in the BroadSpectrum Delegation of Authority Procedure and Board approved budget. Charitable donations not within relevant authority limits in the BroadSpectrum Delegation of Authority Procedure and Board approved budget, is subject to approval by the Executive General Manager Compliance and Group Company Secretary and Managing Director.



## Sponsorships

Sponsorships differ from charitable donations in that, apart from providing a benefit to the organisation, event or activity being sponsored, they are also aimed at obtaining a marketing benefit for Broadspectrum. Sponsorships can create problems where they are seen to improperly induce or reward a discretionary favour or the exercise of influence.

Broadspectrum will not sponsor events or activities that are:

- ▶ inconsistent with Broadspectrum's values and the Code of Business Conduct, and/or
- ▶ linked to any organisations or individuals that could bring Broadspectrum into disrepute.

Authorisation of sponsorship arrangements must only be made within relevant authority limits in the Broadspectrum Delegation of Authority Procedure and Board approved budget. Sponsorship arrangements not within relevant authority limits in the Broadspectrum Delegation of Authority Procedure and Board approved budget, is subject to approval by the Executive General Manager Compliance and Group Company Secretary and Managing Director.

## Maintaining Business Records

In accordance with the Broadspectrum Code of Business Conduct, Employees must keep complete and accurate business records, including financial, human resources, payroll and environmental records, and not create false, misleading or artificial entries to conceal improper payments or corrupt activity. All applicable control and approval procedures must be followed.

All payments and expenses, including those relating to gifts and hospitality, made or provided by Broadspectrum must be accurately recorded, with reasonable detail, in the business records of the Company.

## Training and Communications

Broadspectrum regularly communicates this Policy to Employees across Broadspectrum through established communication channels. Employees will also receive regular training on supporting this Policy in the scope of their employment with Broadspectrum.

## Consequences for breach of this Policy

Bribery and corruption are very serious offences under local and international laws. Breach of this Policy by Employees:

- ▶ could expose such person to severe criminal (a fine or imprisonment or both) and civil liability (a financial penalty and liability for damages);
- ▶ will be regarded by Broadspectrum as serious misconduct which may lead to disciplinary action, including termination of employment or contract; and
- ▶ could expose Broadspectrum to fines or financial penalties for breach of anti-corruption laws.



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## Review of this Policy

The Executive General Manager Compliance and Group Company Secretary is responsible for keeping this Policy up to date. A formal review of this Policy will take place annually.

This Policy will be submitted for review by the Risk, Audit and Compliance Committee of Broadpectrum, who will make recommendations to the full Board. The Board is responsible for approving this Policy.

## Related documents

This Policy should be read in conjunction with Broadpectrum's other documents including:

- ▶ [Code of Business Conduct](#)
- ▶ [Conflicts of Interest Policy](#)
- ▶ [Business Partners Policy](#)
- ▶ [Political Involvement and Support Policy](#)
- ▶ [Related Party Transactions Policy](#), and
- ▶ [Gifts and Hospitality Form](#)

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