

Anti-Bribery & Corruption Policy

OneMarket Limited ACN 623 247 549 (**Company**)

Approved by the Board on 2 May 2018

Anti-Bribery & Corruption Policy

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Anti-Bribery & Corruption Policy

1 Introduction

1.1 Overview

The Company is committed to conducting its business with honesty and integrity. It is important to continually strengthen this position. This policy has been designed to help you to understand what is and is not acceptable conduct and ultimately to protect you personally and our reputation and business.

This policy sets out the Company's standards and guidelines in connection with anti-bribery and corruption. The Company strictly prohibits the offer, provision, solicitation or acceptance of bribes.

This policy also provides you with a guide on what you must do if you have any concerns that any director, officer, employee, consultant, contractor or agent of the Company or any joint venture party of the Company is acting outside this policy, or engaging in unlawful conduct.

1.2 Who does this policy apply to?

This policy applies to all directors, officers and employees of the Company and its subsidiaries. The Company and its subsidiaries are referred to as the "Company" in this policy.

In certain situations, joint venturers may also be required to be subject to this policy (see section 6).

1.3 Responsibility for compliance

Each manager is responsible for themselves and their direct reports to monitor and apply this policy. Each director, officer and employee is responsible for their own individual compliance, including attending training. Overall responsibility for the administration of this policy lies with the General Counsel.

All Company personnel are required to understand and comply with this policy and to follow the reporting requirements set out in this policy. Any breaches of this policy will be taken seriously and may result in disciplinary action, including termination of employment.

You must comply with the spirit of this policy, including avoiding multiple gifts or donations which, if aggregated, may breach this policy.

Compliance with this policy will be subject to annual review by the Audit and Risk Committee.

1.4 Policy applies to public officials and private individuals and entities

While the most commonly identified form of bribery is bribery of public officials, anti-bribery laws can also extend to bribery in the private sector. The Company prohibits Company personnel from engaging in bribery whether it relates to public officials or private persons or entities and, accordingly, the restrictions in this policy generally apply to both public officials and private individuals and entities.

1.5 Training, awareness and implementation

The board of directors of the Company (**Board**) has ultimate responsibility for ensuring that this policy is effectively communicated to directors, officers and employees and demonstrating that adequate systems and controls are designed, and are operating effectively, to ensure ongoing compliance with this policy.

The Company's prohibition on bribery must be communicated to all suppliers, contractors and business partners at the outset of the Company's business relationship with them, and as appropriate during the course of their work for the Company.

The General Counsel is responsible for ensuring that all directors, officers and employees receive sufficient and adequate training on this policy and related procedures to help them execute their role. Additional specific training may be required for individuals performing roles or functions that involve potentially high-risk activities (e.g. who work in developing countries, have a high level of involvement with public officials or work in business development).

For further clarification on your compliance responsibilities, please contact the General Counsel.

2 What is bribery, what are the penalties and other potential consequences?

2.1 What is 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 benefit that is offered, given or accepted may be monetary or non-monetary. For example, benefits can include non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or lavish corporate hospitality.

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

Bribery can encompass both direct and indirect forms. For example, the following can constitute bribery under anti-bribery law:

- a person procures an intermediary or an agent to make an offer which constitutes a bribe to another person; or
- an offer which constitutes a bribe is made to an associate of a person who is sought to be influenced.

The most commonly identified form of bribery is bribery of public officials, however anti-bribery laws often extend to bribery in the private sector.

Meaning of public official

The term "public official" has a very broad meaning and includes:

- a political party official, candidate for political office;
- an employee or official of a government body;
- an individual who performs work for a government body under a contract;
- an individual who holds the position or performs the duties of a public official under a law or custom of a foreign country;

- an individual who is otherwise in the service of a foreign government body (e.g. member of a military force or police force);
- an official or individual who performs work for a public international organisation;
- persons who hold judicial, executive or legislative positions in government;
- persons who hold positions at public agencies or public enterprises (including enterprises in which the state has a part ownership); and
- an individual who is an authorised intermediary, or who holds himself or herself out to be an authorised intermediary, of a foreign public official described above.

If you have any doubt in any situation if the giver or recipient of a gift or hospitality is a public official, you should consult with the General Counsel.

2.2 What anti-bribery laws apply?

A significant number of countries across the globe have enacted legislation prohibiting bribery. These anti-bribery laws are often far-reaching and will in most circumstances extend to bribes made by citizens and companies offering or providing bribes outside their home jurisdiction. As a result, it is often the case that when a bribe is made the giver of the bribe will be guilty of an offence in more than one jurisdiction and they may also implicate the company they are working for or representing.

The Company is subject to anti-bribery and corruption laws in (without limitation) Australia, including the *Criminal Code Act 1995 (Australia)*, the United Kingdom, including the *Bribery Act 2010 (UK)*, and the United States, including the *Foreign Corrupt Practices Act of 1977 (U.S)*. If you are working with a client outside of Australia, the United States, or the United Kingdom, or you are a citizen or resident of another country, you and the Company may also be subject to the local anti-bribery and corruption laws of those jurisdictions.

2.3 What are the penalties?

The financial penalties for bribery offences can potentially be very significant and serious for individuals and the Company. There is real risk that individuals involved may also be subject to imprisonment.

It is very likely that if a public official has been bribed, the anti-bribery laws of more than one jurisdiction will have been breached and a number of regulatory authorities will be seeking to bring enforcement actions against the persons and entities involved. This will increase the amount of penalties and the risk of imprisonment.

2.4 What are the other potential consequences of bribery?

The impact of bribery can be much broader than civil and criminal penalties. Other possible consequences include:

- impact on reputation and ability to attain and retain business;
- impact on ability to do business with governments or public international organisations which may require a declaration that we have complied with certain laws;

- breach of contract provisions requiring “compliance with all applicable laws” or “compliance with applicable anti-bribery and corruption laws”, which may trigger penalties, give the third party a right to terminate the contract and/or litigation; and
- regulatory scrutiny and prosecution of the Company.

3 Prohibition on corrupt payments

Most countries have laws prohibiting bribery of private individuals and public officials. There are potentially serious consequences, including fines and imprisonment, for contravention of such laws. To this end:

- you must not offer, pay, solicit or accept bribes in any form;
- you must not engage in any form of corrupt business practice, whether for the benefit of the Company, yourself or another party;
- facilitation payments are prohibited (see section 5.2);
- requests for bribes or facilitation payments must be immediately reported to the General Counsel.

Gifts and entertainment and donations and political contributions have the potential to be misused as a cover for bribes or improper payments for the purpose of influencing business decisions or obtaining preferential treatment. For this reason, the Company has adopted special rules in relation to these types of payments to ensure openness and transparency.

4 Gifts and hospitality

4.1 Our obligation to remain independent and objective

It is critical to our business that we remain independent and objective. The offer, provision or acceptance of gifts and/or hospitality requires the exercise of the utmost care and judgment. Company personnel are prohibited from offering or giving anything of value (gifts, hospitality or entertainment) to, or receiving anything of value from, a third party where the provision of the gift or entertainment is intended or likely to unduly influence business decision-making (including any decision to purchase or use Company products) or could reasonably be regarded by others as having such an undue influence.

The following are guidelines as to what is considered an acceptable gift or entertainment for the purpose of this policy:

- Gifts and entertainment should be of modest actual or perceived value and should be appropriate to the nature of the business and situation.
- The provision or receipt of gifts or entertainment should occur infrequently.
- There should be a legitimate business purpose associated with the exchange.
- No perceived or actual obligation or understanding should be created as a result of the exchange.

- Gifts or entertainments should be provided to third parties with the knowledge of appropriate supervisory personnel at the entity or institution to be benefited as well as in accordance with any internal policies which apply to that entity or institution.

Gifts and hospitality must never be solicited by Company personnel. Where the offer, provision or acceptance of gifts or hospitality is permitted under this policy, you must still exercise the utmost care. If you have any doubt about any situation, you must consult with the General Counsel.

You must exercise particular care in giving or accepting gifts, benefits or hospitality if the donee/donor person, company or organisation:

- is involved in a tender process with the Company, or is the subject of, or affected by, a decision within the Company's power or influence or the Company is the subject of, or affected by, a decision within the donee's influence or the influence of an associate of the donee (as applicable);
- is in a contractual relationship with the Company; or
- has made similar offers of gifts and hospitality to the Company more than once in the last year.

4.2 Approval and reporting of gifts and hospitality

The Company prohibits the giving and receiving of gifts or entertainment in connection with the Company's operations which go beyond common courtesies associated with general commercial practice. This is to ensure that the offer or acceptance of a gift or entertainment does not create an obligation or cannot be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices by the Company.

Less than the Threshold Value

You may offer and accept gifts, benefits and hospitality of less than US\$400 (**Threshold Value**) without obtaining prior approval so long as the offering or acceptance of any gift, benefit or hospitality otherwise complies with the terms of this Policy.

Threshold Value or greater

Prior to offering or accepting any gift, benefit or hospitality of the Threshold Value or more you must obtain the prior written approval of the General Counsel.

4.3 Public officials

The Company requires the exercise of a high degree of caution in relation to the offering or giving of gifts or entertainment to public officials.

Prior approval and reporting in all cases

The provision of gifts or entertainment to a government official may be a legitimate and justifiable business activity in some circumstances. However, the practice has the potential to create the perception that the Company has sought to improperly influence the public official to achieve an improper advantage or obtain preferential treatment.

The offer of any gift, entertainment or other personal favour or assistance to, or receipt of any such benefit from, a public official must be referred to the General Counsel for prior approval, irrespective of the value.

Local laws

In addition to the above, local laws around the world strictly limit gifts, benefits and hospitality to government employees and public officials – in some cases they are prohibited absolutely. Some jurisdictions will have more restrictive laws than others. The Company is committed to acting in accordance with applicable anti-bribery and corruption laws and regulations in all location jurisdictions in which the Company has a footprint. In your dealings with any public official, you must comply with the terms of this Policy as a minimum requirement. You must also be aware of and abide by any local laws and regulations that are additional to or more restrictive than the terms of this Policy. If you need any assistance in this regard, please contact the General Counsel.

4.4 Cultural etiquette

In some parts of the world, there is a high symbolic value in the exchange of gifts between executives. Failure to give or accept a gift appropriate to the other party's status could be viewed as an insult and could be damaging to the Company's business relationship with that party. In such cases:

- if you are required to provide a gift, benefit or hospitality that will exceed the Threshold Value you must first obtain the prior written approval of the General Counsel in accordance with the terms of this Policy; and
- if you are offered a gift, benefit or hospitality that will exceed the Threshold Value, you may accept it in circumstances where you consider it the correct thing to do, but you must then promptly report it to the General Counsel and, if the benefit is a gift or is entertainment that has yet to be provided, hand the gift or right to receive the entertainment over to the Company, to be dealt with in accordance with section 4.6.

4.5 What gifts and hospitality are prohibited?

You must not:

- make or accept gifts of money or items that are readily convertible into money (e.g. shares, gift cards);
- make or accept gifts, benefits or hospitality that is lavish, frequent, or of an inappropriate nature;
- make or accept gifts or arrange or attend hospitality in circumstances that could be reasonably regarded as unduly influencing the recipient or creating a business obligation on the part of the recipient;
- make gifts to, or arrange hospitality for, public officials or clients where their governing statute or internal policy prohibits the giving or receiving of gifts or attendance at corporate hospitality;
- make gifts to or accept gifts from a particular person, or arrange hospitality for or attend hospitality arranged by a particular person so regularly or frequently as to create an impression of impropriety;
- make or accept gifts or arrange or attend hospitality which is illegal or inconsistent with the company's image as a leading Australian business, or that could be considered disproportionate;
- request or solicit a gift or hospitality in any circumstances; or

- accept any offer of free travel or accommodation. If there is a valid business purpose to attend a conference or event and approval in advance is obtained from the applicable supervisor, the Company will pay for any travel and/or accommodation costs in accordance with its travel policies and practices.

The use of an intermediary to offer or receive gifts, benefits and hospitality does not legitimise any improper conduct and is strictly prohibited. For the purposes of this Policy, it makes no difference if gifts, benefits or hospitality are offered, received, or given directly or indirectly via an intermediate person or entity.

4.6 What will happen if I offer, provide or accept a gift or hospitality in contravention of this policy?

Any gifts or hospitality offered, provided or accepted in contravention of this policy must be reported to the General Counsel and, if the benefit is a gift received by Company personnel or is entertainment that has yet to be provided to the Company personnel, hand the gift or right to receive the entertainment over to the Company.

Where considered appropriate by the General Counsel the gift received or entertainment to be provided may be donated to charity, divided up among employees, or returned to the giver with an explanation of our policy. All gifts considered to be a bribe or a potential bribe will be returned to the giver immediately. In exceptional cases, the General Counsel may determine that the gift may be retained by the recipient.

5 Donations and sponsorships

Care must be exercised when providing donations or sponsorships. It is important that the Company's donations and sponsorships are free from suspicion and are not made as an inducement for the purpose of obtaining any improper business advantage.

No donation, sponsorship or other financial contribution should be made in circumstances that could be reasonably regarded as unduly influencing the recipient (or an associated entity) in connection with a decision affecting the Company or creating a business obligation on the part of the recipient (or an associated entity).

No donation, sponsorship or other similar financial contribution to any person, group or organisation may be made using Company funds without seeking and obtaining prior approval from the Board.

5.1 Donations in personal capacity

You may in your personal capacity make donations, sponsorships or grants to whomever you choose. However, you are expected to consider the appearance of such action if the recipient (or an associate of the recipient) is associated with the Company or its business (e.g. a customer, supplier or public official). If the donation, sponsorship or grant may be construed as intending to influence a business decision affecting the Company or its business, you should not give it.

5.2 Facilitation payments and secret commissions

A facilitation payment is a minor payment to expedite or secure the performance of a routine government action. Payments made in accordance with legislated government charges are not facilitation payments.

Facilitation payments are permitted under Australian law, but are prohibited under international legislation that can have extra-territorial effect. Accordingly, facilitation payments are prohibited under this policy.

Secret commissions are also prohibited. Secret commissions typically arise where a person (such as an employee of the Company) offers or gives a commission to an agent or representative of another person (such as a customer of the Company) 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.

If you are ever requested to make a facilitation payment or secret commission on behalf of the Company or suspect that a facilitation payment or secret commission has been made, please contact the General Counsel immediately.

6 Use of Business Partners

6.1 General

Third parties who interact with others on behalf of the Company, such as agents, brokers, consultants, joint venture partners, co-investors and agents (**Business Partners**), must be chosen carefully and engaged appropriately, as any improper conduct on their part could damage the Company's reputation and potentially expose the Company and individual employees to criminal or civil liability or other penalties.

Business Partners must be reputable, qualified and competent. Arrangements with Business Partners must comply with all applicable laws. It is never permissible to engage or do business with a Business Partner if there is a material risk they will violate anti-corruption laws or this policy when acting on the Company's behalf with public officials or individuals in the private sector.

Third parties that pose particular risk to the Company for breaching anti-bribery laws include those that operate in developing or emerging economies, or are involved in negotiating any business arrangements or transactions with the public or private sector on behalf of the Company in any country (including bidding for tenders, business development, securing favourable treatment from government or government departments or negotiating supply contracts).

Business Partners may only be engaged through a properly authorised written agreement, reviewed by internal or external legal advisers as appropriate. The Company's anti-bribery and corruption requirements must be communicated to Business Partners.

Due diligence must be performed to ensure that it is appropriate for the Business Partner to represent the Company. Any concerns uncovered during that process should be communicated to the General Counsel as soon as possible.

Processes must be established and implemented to ensure that the performance and activities of the business partner are appropriately monitored.

No payments shall be made to Business Partners which are outside of the terms of the approved agreement. Any payment requests that fall outside of the approved agreement must be escalated to General Counsel.

7 Accounting and record keeping

All accounts, invoices and other records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness.

All expenditure by Company personnel, including gifts and entertainment, shall be included in expense reports and approved in accordance with the expense policy of the relevant business unit.

8 Raising concerns

It is important that employees take responsibility for helping to detect and bring any suspicious circumstances to our attention. If you have any concerns, whether or not these are based on suspicions, rumours or actual knowledge, that any individual or individuals are acting outside this Policy or unlawfully, you must raise your concerns immediately with the General Counsel.

Reports of illegal conduct or alleged illegal conduct will be taken seriously. We are committed to pursuing investigations promptly and adopting an appropriate and fair response which reflects our commitment to preventing bribery and corruption. The Company will take all available steps to provide protection to persons who raise concerns, from any victimisation or detrimental action in reprisal for making a report.

9 Review

The Audit and Risk Committee will review this policy from time to time. This policy may be amended by resolution of the Board (on recommendation from the Audit and Risk Committee).