

**SSH Group Ltd  
ACN 140 110 130  
(Company)**

**Corporate Governance Policies**

**Anti-Bribery and Corruption Policy**

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## 1. Purpose of this Policy

The Company is committed to maintaining a high standard of integrity, investor confidence and good corporate governance. The Company is also committed to ensuring a high standard of ethical conduct in all business dealings and a culture of lawful, ethical and responsible behaviour.

This Policy has been adopted by the Board to ensure the Company has appropriate procedures in place to prevent and discourage unacceptable conduct involving bribery and corruption and sets out the Company's guidelines on what conduct constitutes bribery and corruption, the procedures the Company has in place for preventing conduct involving bribery and corruption and how to raise a concern regarding suspicious activity in breach of this Policy.

This Policy applies globally. If travelling outside of Australia, Company Personnel are subject to the laws of the country they are in. However, Company Personnel are required to follow this Policy regardless of specific anti-bribery and corruption laws in place. Where a country has specific anti-bribery and corruption laws which are of a lesser standard to this Policy, this Policy prevails.

This Policy is consistent with, and supports the Company's values and it should be read with other policies of the Company.

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## 2. Who this Policy covers

This Policy applies to anyone who is employed by, or works at, the Company (or any of its related bodies corporate) including directors, officers, employees, consultants, contractors and sub-contractors (**Company Personnel**).

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## 3. Conduct prohibited under this Policy

All forms of bribery and corruption, whether direct or indirect, are prohibited under this Policy.

### 3.1 What is bribery and corruption?

A bribe is an inducement or reward offered in order to gain any commercial, contractual, regulatory or personal advantage which is not legitimately due. A bribe can take the form of gifts, loans, fees, rewards or other advantages. Corruption is a deliberate act of dishonesty, breach of the law or abuse of public trust or power for personal gain or advantage for an entity.

### 3.2 Examples of prohibited conduct

Examples of conduct prohibited under this Policy includes, but is not limited to, the following:

- (a) **offering, promising or giving** a bribe;
- (b) **receiving, agreeing to receive or requesting** a bribe;
- (c) **authorising** a bribe;
- (d) **failing to prevent** a bribe being made;

- (e) paying **secret commissions** to those acting in an agency or fiduciary capacity;
  - (f) bribing a public official with the purpose of **influencing the outcome** of the performance of their official functions in order to obtain or retain business or an advantage in the conduct of business;
  - (g) making facilitation payments to a public official (whether legal or not in a country) for the purpose of **expediting the timing** of a routine official action of a non-discretionary nature (e.g. processing papers or issuing permits);
  - (h) **keeping accounts 'off-book'** to facilitate or conceal improper payments; and
  - (i) **facilitating, concealing or disguising** a bribe or other corrupt conduct.
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#### 4. **Genuine gifts and expenditure permitted under this Policy**

Company Personnel are prohibited from giving or receiving gifts which amount to a bribe or otherwise involve corrupt activity. However, the Company permits genuine gifts and entertainment expenditure that is reasonable and proportionate provided it complies with the following:

- (a) **right reason** – it must be clear that the reason for the gift/expenditure is an act of appreciation or common courtesy associated with standard business practice;
- (b) **recipient has no obligation** – the gift/expenditure must not place the recipient under any obligation;
- (c) **giver has no expectations** – the gift/expenditure must come with no expectations on the part of the giver (or an associate of the giver) of receiving any special favours or any special arrangements in return for the gift/expenditure;
- (d) **appropriate** – the nature of the gift/expenditure must be appropriate to the relationship between the giver and the recipient; and
- (e) **made openly** – the gift/expenditure must be made openly and not secretly (i.e. without documentation);
- (f) **reasonable value** – the size of the gift/expenditure must be in accordance with general business practice. If the value of the gift/expenditure is at or over \$[500], it must be approved and documented in the Gift Register in accordance with paragraph 6.1 below; and
- (g) **legal** – the gift/expenditure must comply with all applicable laws.

Circumstances under which any gift/benefit should never be accepted include:

- (a) gift in the form of cash and/or cash equivalent vouchers or gift certificates;
- (b) 'quid pro quo' (a benefit or advantage offered for something in return); and
- (c) making incomplete, false or inaccurate entries in the Company's books and records.

Company Personnel should, where possible, discuss with their manager or the compliance officer listed in the Schedule (or as updated by the Board from time to time (**Compliance Officer**) (as appropriate), the fact that they have been offered a gift before accepting the gift, in order to determine the appropriate action.

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## **5. Safety and Liberty Exception**

In the event that any Company Personnel experience a threat to the safety or liberty of a person, they are not required to comply with this Policy. Such Company Personnel must immediately or as soon as reasonably possible after the event provide a detailed report of what occurred to the relevant Compliance Officer.

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## **6. Procedures to prevent bribery and corruption**

### **6.1 Company must approve and record gifts above \$500**

The Compliance Officer must approve all gifts and proposed expenses valued at or above \$500.

The Compliance Officer (or person delegated by the Compliance Officer) must keep and maintain a register of all approved gifts and expenses valued at or above \$500 (**Gift Register**).

Company Personnel must submit a request for approval of a gift or proposed expense valued at or above \$500 to the Compliance Officer as soon as possible and within 5 business days of receiving or being offered the gift or benefit. The Compliance Officer must provide a response to a request for approval within 5 business days of receiving the request.

Gifts and expenses should not be accepted or incurred on a recurring basis or broken down into parts of less than \$500 with the purpose of avoiding the gift or expense being subject to approval and recorded in the Gift Register.

The Gift Register will be reviewed periodically by management to identify and manage any emerging risks of improper conduct arising from giving and receiving gifts and expenses.

### **6.2 Company must approve all donations and sponsorships**

The Compliance Officer must approve all donations and sponsorships proposed to be provided using Company funds including charitable donations. The Company will only make charitable donations that are legal and ethical under local laws and practices. In Australia, the Company will only approve a charitable donation to an organisation that is registered as a charity and entitled to receive income tax deductible gifts and deductible contributions.

The Company does not make political donations in any country.

Please be aware that promises of donations and sponsorships, even if no payment is ever made, may be caught by anti-bribery laws in a number of different countries.

### **6.3 Company Personnel must declare conflicts of interest for all tenders**

Company Personnel are required to immediately declare all material and potential conflicts of interest in relation to any tender or procurement process to their manager or the Compliance Officer (as appropriate).

If there is a material conflict of interest, approval must be obtained from the Compliance Officer before proceeding with the tender.

Further, the Company must take all reasonable steps to ensure the tender process is:

- (a) **transparent** - the tender process must be conducted fairly and transparently;
- (b) **no favours** – no supplier in the tender process should receive any favours or preferences at the expense of the Company;
- (c) **no personal benefits** - no Company Personnel should receive a personal benefit, directly or indirectly, in connection with the tender process; and
- (d) **appropriately documented** – the Company must keep appropriate records of the tender process, including a record of why the supplier was ultimately selected.

#### **6.4 Company must keep records of all payments**

The Company must keep financial records and have appropriate internal controls in place to evidence the business reasons for making payments to third parties.

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

Company Personnel should note that it is an offence under Australian law for a person to make, alter, destroy or conceal an accounting document, including being reckless in their conduct which allowed such an act to facilitate, conceal or disguise corrupt conduct.

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## **7. How to report suspicious activity**

All Company Personnel have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrongdoing in connection with the Company's business.

Company Personnel should notify the Compliance Officer as soon as possible if you believe or suspect that a conflict with, or a breach of, this Policy has occurred, or may occur in the future.

If you are unsure whether a particular act may constitute bribery or corruption, or if you have any other queries or concerns, you should raise these with your manager or the Compliance Officer.

If you are not comfortable, for any reason, with speaking directly to your manager or the Compliance Officer, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making a report or raising any concern regarding suspicious activity. The Company is committed to ensuring that all Company Personnel have a safe, reliable and confidential way of reporting any suspicious activity.

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## **8. Consequences of breaching this Policy**

There are serious civil and criminal penalties which can result from prosecution for an offence related to bribery and corruption. Financial penalties for bribery and corruption offences can

potentially be significant and serious for Company Personnel and for the Company. There is also a real risk that individuals involved may also be subject to imprisonment.

Conduct involving bribery and corruption can also damage the Company's reputation and standing in the community and its ability to procure and retain business and/or clients.

Any breaches of this Policy will be regarded as serious misconduct and may result in disciplinary action, which may include termination of employment.

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## **9. Other Matters**

### **9.1 Material breaches of Policy reported to the Board**

The Board (or a delegated Board committee) will be periodically informed of all material breaches of this Policy.

### **9.2 Monitoring and review of Policy**

Material breaches of this Policy will be monitored and the Policy will be periodically reviewed to check that it is operating effectively and whether any changes to the Policy are required.

### **9.3 Training**

The Company will provide training sessions to assist management and employees who may be exposed to bribery or corruption to recognise and manage bribery and corruption issues, as appropriate.

### **9.4 Amendment of Policy**

This Policy may be amended by the Company from time to time by resolution of the Board.

#### **Schedule 1 – Compliance Officer**

<b>Position</b>	<b>Contact Details</b>
Company Secretary	Phone: 1300 748 373 Email: info@sshgroup.com.au Post: 273 Great Eastern Highway Belmont, Western Australia 6104