

Anti- Bribery & Corruption Policy

February 2024

The why

At Vocus, we are committed to operating in accordance with the highest standards of ethical behaviour. Each team member is responsible for making sound decisions in the best interests of Vocus within the scope of their individual responsibilities and delegated authority levels.

Bribery and corruption are serious offences in many jurisdictions. This policy is designed to help you to avoid and prevent any bribery or corruption from occurring as well as identify breaches of this policy. There are processes in place for you to seek further help, so that any suspected breaches can be addressed quickly and effectively.

The who

This policy covers all team members of Vocus, whichever “brand” you work for. This includes full time, part time, casual, temporary employees, contractors any person acting in the interest of the company.

The what

Vocus strictly prohibits bribes, kickbacks, facilitation payments, secret commissions, any improper benefits, corrupt business practices and money laundering, whether directly or indirectly.

You must not give, offer, promise, accept, request, or authorise a bribe, being anything of value (such as payments, gifts or other benefits) to anyone, in order to improperly obtain or retain business or a business advantage. This is Vocus’ position, even if the giving or receiving of such things is legal, or if it is common practice in a particular country.

This policy covers Vocus’ position on (among other things):

- Bribes
- Facilitation payments
- Sponsorships, political and charitable contributions
- Gifts, meals and entertainment
- Relationships with third parties

The detail

Bribes

What is a bribe?

- A bribe is giving or offering anything of value to anyone, whether directly or indirectly, for the purpose of improperly obtaining or retaining business or a business advantage.
- “Anything of value” may take the form of monetary or non-monetary benefits, including
 - Cash
 - Gifts to family members
 - Forgiveness of a debt or loans
 - Sponsorships, political or charitable contributions
 - Personal favours including business or employment opportunities
 - Travel or hospitality

As someone who represents Vocus, you must not offer, accept, request or authorise any bribe, whether to or from a Public Official, or any customer, or other private party.

The term “Public Official” has a very broad meaning and includes (but is not limited) to politicians, public servants, police force, candidates for public office, employees or contractors of government bodies or enterprises, and public international organisations (such as the United Nations).

What happens if...

- you are confronted with a request or demand for an improper payment?

You should immediately reject the request or demand and report this to your manager or to Vocus’ General Counsel and Company Secretary.

- you become aware that a bribe has been offered, or is likely to be paid or received?

You should report this to your manager or to Vocus’ General Counsel and Company Secretary.

Facilitation payments

What is a facilitation payment?

A facilitation payment is typically a minor unofficial payment to a public official, to speed up or secure the performance of a routine government action or service (e.g. the granting of a license).

What happens if I am asked to make such a payment?

Vocus prohibits making facilitation payments, even if they are legal or common practice in a particular country.

If you are asked to make a facilitation payment, you should state that it is Vocus’ policy that no such payment can be made. You must report any requests to your manager or the General Counsel and Company Secretary.

Where a facilitation payment, that would otherwise be prohibited under this policy, is required to protect against perceived or actual immediate danger to personal safety, it must be immediately reported to the General Counsel and Company Secretary.

Sponsorships, political and charitable contributions

At Vocus, we recognise the importance of giving back to our communities. We have a long history of getting involved, giving back and making a difference in our areas of operations.

However, it is possible for charitable and political contributions to be used as a scheme to conceal bribery, facilitation payments or other improper payments. Vocus prohibits team members from making sponsorships, political or charitable contributions in order to obtain an improper business advantage. Additionally, Vocus prohibits team members from making political contributions in Vocus’ name, without approval from Vocus’ Chief Executive Officer.

Gifts, meals, and entertainment

Vocus prides itself in competing for and earning business through brilliant team members, products and services. Gaining or providing an advantage through offering or receiving material monetary or non-monetary gifts (such as entertainment) is prohibited.

Vocus recognises that in the course of your work it may be appropriate and reasonable to accept or offer a gift. For example, a supplier might offer you tickets to a sporting event to thank you for your support, or you might want to do the same for one of your current or prospective clients.

Accordingly, whether giving or receiving a gift breaches this policy depends on the reason for the gift and the value of the gift. If you are offered a gift or hospitality with a value of over \$250, you should first seek approval from your manager and have it recorded in the Gifts and Hospitality Register by notifying the Risk Team. This Register will be periodically reported to the Board Audit and Risk Committee.

What is an improper reason?

You must not accept or give a gift for an improper reason, irrespective of value.

For example, if someone offers you a gift so that you commit Vocus to acquiring goods or services where that is not in Vocus' best interests, that is an improper reason and breaches Vocus' Code of Conduct (among other things).

What if you're not sure?

If you are having difficulty deciding whether accepting or giving a gift is appropriate, you should ask yourself the question:

Will accepting or exchanging this gift influence any decisions or help someone to gain a commercial benefit?

If you are still unsure, please talk to your manager. You may also ask your manager to make a written record of the consultation.

Please note that the restrictions in this policy apply even if you have paid for the gift out of your pocket and are not seeking reimbursement from Vocus.

Relationships with third parties

Vocus prohibits bribery and corruption by or through third parties.

Bribery or corruption can sometimes occur indirectly through payments to a third party, particularly those who are engaged to liaise with foreign public officials on Vocus' behalf.

You should take steps to ensure that any third parties you deal with are legitimate and will engage in conduct which will breach this policy.

What should I do before engaging a third party?

Before engaging such third parties, you should:

- Conduct risk-based due diligence of the third party
- Require anti-corruption or bribery compliance provisions in Vocus' contract with the third party where appropriate
- Monitor the reasonableness and legitimacy of services
- Seek approval from the Chief Executive Officer to appoint the third party if they will be liaising with public officials on Vocus' behalf

What should I do once I engage a third party?

You must ensure the third party is aware that this policy applies to them.

There may still be a risk of improper conduct by a third party, even if you have done all of your proper checks. You should keep an eye out for warning signs, or "red flags".

Some examples of such red flags are:

- Unusual or excessive payment requests, such as fees which are substantially above the ordinary scale of fees imposed
- Requests for payments to an account in a country other than where the third party is located or is working on behalf of Vocus
- Requests for payment to another third party, to a numbered account, or in cash or other untraceable funds
- Any refusal or hesitancy by the third party to disclose its owners, partners or principals
- Where the third party expresses a desire to keep secret his or her representation of Vocus or the terms of their relationship with Vocus

If you notice any of these happening, speak to your manager so the necessary investigations may be arranged and undertaken.

Record-keeping

Accurate records of all business transactions, payments and expenses must be maintained in accordance with general accounting principles. You must not keep accounts “off-book” or in any way facilitate or conceal bribery or corruption.

Consequences of breach

Any reported or suspected breaches of this policy will be investigated and addressed by Vocus management. If you are found to have failed to comply with this policy, you may be subject to disciplinary action. In cases of serious breaches, this may result in termination of your employment or contract.

Matters may also be referred to law enforcement agencies, and the team members in question may also be subject to criminal and civil liability. Vocus’ ability to assist you in such circumstances is extremely limited.

Reporting and whistleblower protection

Any team member who has concerns about a payment or benefit that they have been requested to make or have been given or becomes aware of a suspected breach of this policy should report the matter to their manager or Vocus’ General Counsel and Company Secretary.

You can also make a report via the processes set out in Vocus Whistleblower Policy. These reporting channels include Your Call, our external, independent reporting service. Reporting to Your Call enables your disclosure to be made anonymously if you choose to do so.

Your Call is available 24 hours a day, 365 days a year online and from 7am-midnight (AEST) on recognised business days via telephone. Contact Your Call via:

- dedicated hotline: 1300 790 228
- www.yourcall.com.au/report – using VOCUS as the organisation ID

Review and approval

This policy will be reviewed annually, and any significant amendments or changes will be discussed by the Audit and Risk Committee for review, with board approval.