

ANTI BRIBERY POLICY - ONEFORTYONE



1. Purpose

OneFortyOne (**OFO**) is committed to the highest standards of conduct, ethical behaviour and full compliance with the law in all aspects of its business.

OFO has zero tolerance for bribery or corruption in connection with its operations and activities. None of our people will be penalised, or be subject to other adverse consequences, for refusing to pay bribes or take part in other corrupt conduct even if it may result in OFO losing business.

OFO has adopted this Anti-Bribery Policy to promote full compliance with the anti-bribery laws that apply to its business in or outside of Australia.

2. Scope

This Policy applies to all directors, officers and employees of OFO, and to all suppliers, contractors, agents, representatives, volunteers or other individuals or entities that are effectively controlled by OFO or act on its behalf ("our people"). It applies to all of OFO's operations and activities.

3. Responsibilities

It is the responsibility of all our people to ensure that they understand and comply with this Policy.

If you are uncertain about any part of this Policy, or the appropriate action to take in a certain situation, you should contact the General Counsel or a member of the Legal Department.

The Audit and Risk Committee of OFO's Board is responsible for oversight of this Policy and the General Counsel is accountable for the development and implementation of this Policy by:

- reviewing the suitability and effectiveness of this Policy every 2 years; and
- reviewing and reporting to the Audit and Risk Committee on actual and reported breaches of this Policy every 6 months.

4. The key dos and don'ts

Do	Don't
1 Know your obligations under this Policy.	1 Offer, give, solicit or accept bribes.
2 Complete due diligence on certain third parties and ensure anti-bribery provisions are in contracts where required.	2 Make facilitation payments.
3 Keep accurate and transparent records.	3 Offer, pay, solicit or accept secret commissions.
4 Complete your anti-bribery training.	4 Give or accept improper gifts, hospitality or entertainment.

5	Report suspected breaches of this Policy.	5	Disguise or misrepresent any payments or financial records.
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5. Consequences of breaching this Policy

Bribery and the other corrupt conduct addressed by this Policy are very serious breaches of this Policy and potentially are criminal offences. All reported incidents will be taken seriously, reviewed and thoroughly investigated. Depending on the circumstances, the incident may be referred to regulatory and / or law enforcement agencies.

A breach of this Policy may be regarded as serious misconduct, leading to disciplinary action that may result in termination of employment. A breach of this Policy may also expose you and OFO to criminal and / or civil penalties, substantial fines, exclusion from tendering for contracts, loss of business and reputational damage.

6. Prohibitions against bribery and corruption

OFO has zero tolerance for bribery or corrupt conduct in connection with its business.

You must not:

- Engage in bribery: The act of offering, promising, authorising, providing, soliciting or receiving a benefit (including a non-monetary benefit or favour) with the intention of influencing a public official or person in the private sector in the performance of their duties, to obtain business or a business or personal advantage that is not legitimately due. This includes the provision of a benefit for an improper purpose through an agent or third party.
- Make facilitation payments: The payment of a nominal amount or other inducement to a public official, either directly or indirectly, to secure or expedite the performance of a routine action or function that the public official is already obliged to perform. For example, payments made in order to expedite government approval for an activity, or fees or payments to obtain the connection of utility services.
- Offer, pay, solicit or receive secret commissions: Where a person or entity offers or gives a commission to an agent or representative of another person (the 'principal') that is not disclosed by that agent or representative to the principal. The commission is made as an inducement for the agent or representative to influence the conduct of the principal's business. For example, if an OFO employee made a payment to an agent of a prospective contractual partner in return for that agent ensuring that OFO receives favourable commercial terms in the contractual agreement, and that agent did not disclose the payment to the contractual partner, that payment would constitute a secret commission.
- Engage in money laundering: The process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate. For example, a supplier insisting that OFO make payments in return for services rendered in Australia into an offshore bank account to conceal the fact that they are rendering the services without the requisite licence to do so.
- Offer or accept gifts, entertainment or hospitality otherwise than in accordance with the requirements set out in this Policy.
- Engage with third parties without following the due diligence and contractual controls requirements set out in this Policy.

7. Exception for imminent physical injury

You will not be penalised for providing a payment or benefit if you fear imminent physical injury to yourself or another person if the payment or benefit is not provided.

If any payment or benefit is provided in these circumstances, you must immediately bring it to the attention of your manager. Further, it must be promptly recorded, including the amount of the payment or identification of the benefit provided, the identity of the person to whom it was provided and the circumstances in which it was provided. Your manager should also check whether further escalation of the incident is required in accordance with OFO's Escalation and Notification Policy.

8. Gifts, entertainment and hospitality

You and members of your immediate family must not offer or accept gifts, entertainment, hospitality or sponsored travel unless the following conditions are all met:

- given for the purpose of general relationship building only;
- not intended, and cannot reasonably be seen, as an attempt to improperly influence the recipient's performance of a role or function;
- complies with the local laws and regulations of the jurisdiction in which it is made;
- given in an open and transparent manner; and
- does not include cash, loans or cash equivalents (such as gift certificates or vouchers).

You must record gifts, entertainment or hospitality given or received that are valued at over AUD\$200 in the Gifts, Entertainment and Hospitality Register. The Legal Department must maintain, and the Internal Audit Department must audit the Gifts, Entertainment and Hospitality Register.

9. Political donations

You must not make donations to political parties, elected members, candidates in an election, organisations, incumbents, or any public official on behalf of OFO. This includes requesting or directing another person to make a political donation on behalf of OFO.

It is prohibited to use OFO funds for other political purposes (such as lobbying) without the express written approval of the CEO or the Board.

10. Charitable donations and sponsorship

OFO may make charitable donations that are legal and ethical under local laws and practices. OFO also supports a range of community initiatives in the places where we operate, including local grant and scholarship programs. OFO's Director of External Affairs must approve all charitable donations made on OFO's behalf and all community initiatives, partnerships or sponsorship programs undertaken by OFO.

11. Engagement with third parties

11.1. Due diligence

You must complete due diligence before engaging with any of the following third parties: potential joint venture partner, merger or acquisition target, new recipient of a charitable donation, new community program partner, new material supplier, or an agent or intermediary that may engage with government or other business partners on OFO's behalf.

Due diligence should be conducted by the Finance Department. Where any red flags are identified in the course of completing the checklist, you must inform the Legal Department. The Legal Department must confirm whether it is appropriate to proceed with the engagement in those circumstances.

11.2. Contractual controls

If due diligence on a particular third party was necessary, any engagement with that third party must include clauses addressing anti-bribery and corruption. These clauses are available from the Legal Department.

11.3. During the engagement

During the engagement, our people must maintain oversight of the work of the third party (including, where appropriate, requesting and reviewing progress reports, invoices and other documentation) so that we can confirm that legitimate work has been done and improper payments have not been made.

Any red flags must be reported to the Legal Department. The Legal Department must fully document and investigate all red flags identified during the engagement.

11.4. Joint ventures

OFO will ensure that any joint venture that is effectively controlled by it through ownership, management or other involvement complies with this Policy, or has in place equivalent policies and procedures.

If you are involved in the operations of joint venture partners, you should pay particular attention to signs of improper payments and should voice objections where appropriate. If you become aware of evidence that a joint venture partner has engaged or may engage in improper payments, you must report that evidence to the Legal Department.

12. Theft and fraud

Theft and other fraudulent activity are a type of corrupt conduct. OFO takes a zero-tolerance approach to theft and fraud. The penalties for individuals can be significant, including termination of employment and criminal prosecution.

There are a number of activities, any of which may constitute theft and / or fraud. Some examples include:

- taking OFO cash, funds, products, services or other property for personal use;
- submitting incorrect expense claims or falsifying timecards;
- forgery or inappropriate use of documents (such as establishing false vendor accounts or creating false orders);
- selling or otherwise disclosing information that belongs to OFO; and
- unauthorised representation of OFO and identity theft.

You have a responsibility to report any suspicion of theft or fraud to your manager. More information can be found in the Whistleblowing Policy.

13. Training

All our people must complete anti-bribery and corruption training as directed by the Legal Department. The Legal Department will keep records of our people that have received training.

14. Documentation and record-keeping

The Finance Department must record all financial transactions accurately, completely and fairly in accordance with OFO's internal accounting controls. Books and records must record, in reasonable detail, the parties, payment arrangements and purpose of all transactions and disposition of assets. No accounts are to be kept 'off the books' for any reason.

15. What to do if you suspect this Policy has been breached

You must immediately report any actual or suspected breaches of this Policy to your manager, Human Resources, OFO's Whistleblower Protection Officer in accordance with the Whistleblowing Policy.

The Legal Department must investigate all reported, actual or suspected breaches of this Policy.

1 Document Administration

1.1 General Information

Document Title	Anti Bribery Policy - OneFortyOne			
Version number:	2.0			
Description:	OFO has zero tolerance for bribery or corruption in connection with its operations and activities. None of our people will be penalised, or be subject to other adverse consequences, for refusing to pay bribes or take part in other corrupt conduct even if it may result in OFO losing business.			
Author:	Irina Shainsky			
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1.2 Approval

Approver	Position	Date
	Board	February 2019

1.3 Risk

Instructions are created not only to outline the process to be followed when undertaking a task, but also to address particular risks.

This instruction addresses the following risks:

Risk	Likelihood	Consequence	Risk Rating
Employees accept or pay bribes; non-compliance with	Possible	Major	High

1.4 Related Documents

Code of Conduct
Whistleblowing Policy

1.5 Version History

Version number	Revision date	Revision author(s)	Revision notes
1	January 2019	Irina Shainsky	
2			