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COMMERCIAL LAWYERS

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Anti-Bribery and Corruption Policy

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Anti-Bribery and Corruption Policy

(Policy)

Axiom Properties Limited
ACN 009 063 834
(Company)

1. Introduction and Purpose

- 1.1 The Company has a zero tolerance policy in relation to corruption and the payment or receipt of bribes. The Company is committed to achieving the highest corporate standards and does not tolerate unethical or unprofessional behaviour including bribery and corruption.
- 1.2 The purpose of this Policy is to set out the expected standards of behaviour to employees and to provide additional guidance to those who are involved with the Company.

2. Scope

- 2.1 This Policy applies to the Company and its related entities, including all officers, directors, employees, contractors, temporary staff, third parties, service providers and agents, wherever situated.
- 2.2 Violation of this Policy is grounds for disciplinary action up to and including immediate dismissal or termination of any contract. Violation of this Policy may also be a violation of the law and may result in civil or criminal penalties for the Company and the individual.

3. What is Bribery and Corruption?

- 3.1 Bribery involves improperly inducing, offering, promising, providing, accepting or soliciting a benefit of something of value in order to obtain or retain a commercial, contractual, regulatory or personal advantage or to induce or reward improper conduct or an improper decision. Bribery can also take place where the offer or payment is made by or through a third party.
 - 3.2 Bribery occurs where a person:
 - 3.2.1 provides a benefit to another person; or
 - 3.2.2 causes a benefit to be provided to another person; or
 - 3.2.3 offers or promises to provide a benefit to another person; or
 - 3.2.4 causes an offer of the provision of a benefit, or a promise of the provision of a benefit, to be made to another person;
- AND
- 3.2.5 the benefit is not legitimately due to the other person; and

- 3.2.6 is done with the intention of influencing the other person in order to:
 - 3.2.6.1 obtain or retain business; or
 - 3.2.6.2 to obtain or retain a business advantage that is not legitimately due to the recipient, or intended recipient, of the business advantage.

3.3 For the avoidance of any doubt, bribery may occur whether the person receiving the actual or promised benefit is a public official (either in Australia or overseas), a person in a state-owned entity or a private entity, and a person acting in a business or personal capacity.

3.4 Corruption refers to the abuse of entrusted power for private gain. Offering, promising, giving, requesting, receiving and accepting a bribe are all forms of corruption, even when made indirectly to or by a third party.

3.5 Bribes can take the form of cash, cash equivalents, other benefits (for example gifts, hospitality or entertainment, travel, donations or scholarships), or the provision of favours (for example, discounted or "free" use of company services, facilities or property) or anything else that is of value to the recipient.

4. **Consequences of Non-Compliance with Anti-Bribery Laws**

Multiple bribery offences are contained in both state and federal laws in Australia. Under applicable laws, bribes and bribery have a very wide definition and attract serious criminal and civil penalties including imprisonment.

5. **Prohibition on Bribery, Corruption, Extortion, Kickbacks and Secret Commissions**

5.1 You must not pay, offer to pay, promise to pay, request, give or authorise (directly or indirectly) any bribe, kickback or secret commissions of any value, directly or indirectly (through agents or otherwise), anything of value in money, property, services or any other form for the purpose of:

- 5.1.1 influencing a person to act or refrain from acting in connection with their duties; or
- 5.1.2 inducing a decision to obtain, retain or direct business from or to any person; or
- 5.1.3 securing any improper advantage.

5.2 This applies whether you are dealing with public officials, private individuals representing themselves or private enterprise.

5.3 You must not do anything or take any action prohibited in this Policy in a personal capacity in attempt to evade the requirements of this Policy.

6. **Prohibition on Facilitation Payments**

6.1 Facilitation payments are payments usually involving a small amount, to a public official, often at a low level, to secure or expedite a routine action or service to which an individual or company is already entitled. Facilitation payments are bribes.

6.2 You must not offer to make facilitation payments directly or indirectly. If you are asked to make a facilitation payment, you must report the incident in accordance with paragraph 11.

7. **Personal Safety Exception**

7.1 Providing a payment or benefit to protect personal safety is permitted in certain circumstances. If you face an extortion demand that involves explicit or implicit threats to your personal safety or the personal safety of others, you may make payment which would otherwise be prohibited.

7.2 In such circumstances, you must immediately report the incident in accordance with paragraph 11 of this Policy.

8. **Gifts, Entertainment, Travel and Expense Reimbursement**

8.1 **Introduction**

8.1.1 Gifts, entertainment, travel, expense reimbursement and other benefits must not be provided or received directly or indirectly with the intention or effect of improperly obtaining, retaining or redirecting business from or to any person to secure any improper advantage.

8.1.2 You must not give or receive money or cash equivalents. Offers of money or cash equivalents are to be reported immediately in accordance with paragraph 11 of this Policy.

8.2 **Permitted Gifts, Hospitality and Entertainment and Approval**

8.2.1 Entertainment, gifts and expense reimbursements made to or received from third parties may be retained or given so long as they are provided or received in good faith and are of nominal value.

8.2.2 Entertainment, gifts and expense reimbursements that are of more than a nominal value must not be made to or received from third parties without the prior approval of the Managing Director. The Managing Director has the discretion to refuse such entertainment, gifts or expense reimbursements.

8.3 **Travel and Accommodation**

8.3.1 Travel and accommodation in respect of proposed entertainment of third parties is prohibited and must be referred to the Managing Director.

8.3.2 Travel and accommodation in the ordinary course of business is permitted with prior approval of the Managing Director.

9. **Lobbying, Charitable and Political Donations**

9.1 **Introduction**

9.1.1 As a market leader in the property development and investment industry, the Company has an obligation, on behalf of its investors and the broader community, to make a positive and constructive contribution to policy development relating to the property industry and to participate in the policy decision-making process.

9.1.2 The Company also has an obligation to develop and manage its assets in the interests of its investors and the broader community.

9.2 **Meetings with Law Makers**

9.2.1 As part of the Company's property management and development activities, employees may need to meet with representatives of local, state or federal government.

9.2.2 Discussions are property specific covering issues such as zonings, planning approvals and infrastructure.

9.2.3 In accordance with any applicable state regulations, where a Company employee meets with a government official to discuss zonings, planning approvals and infrastructure, the employee will:

9.2.3.1 disclose to the official before the meeting the nature of the matter to be discussed;

9.2.3.2 disclose to the official before the meeting commences any financial or other interest the Company has in the matter to be discussed;

9.2.3.3 not engage in misleading, dishonest, corrupt or other unlawful conduct in connection with the meeting; and

9.2.3.4 use all reasonable endeavours to satisfy themselves of the truth and accuracy of all material information provided in connection with the meeting.

9.2.4 In situations where the Company believes it is beneficial to appoint a professional Lobbyist to act on its behalf, approval must be granted by the Managing Director. The appointed Lobbyist must be appropriately registered and confirm he / she will comply with any regulations.

9.2.5 Paragraph 8 of this Policy must be complied with at all times when acting in accordance with this paragraph 9.

9.3 **Industry Lobbying**

9.3.1 To support and encourage effective policy development for the property industry, the Company may work with industry to develop recommendations and draft submissions to government and statutory authorities.

9.3.2 The Company may be requested to participate in working groups facilitated by industry. In these situations, the Company representatives will act for the benefit of the property industry as a whole.

9.4 **Charitable Donations**

9.4.1 Charitable donations must be for legitimate purposes and cannot be a bribe in disguise.

9.4.2 As a responsible corporate citizen, the Company makes charitable donations. Financial donations are made to registered charities or approved not-for-profit organisations. Financial donations are not made to religious organisations.

9.4.3 Charitable donations may be made in a personal capacity. It must be made clear that such charitable donations are made in a personal capacity and are not made on behalf of the Company.

10. Books and Records

10.1 Accurate records of all Company transactions must be kept. The falsification or misleading description of any record or account of the Company is prohibited.

10.2 All receipts and expenditures must be supported by source documents that describe them accurately and properly.

11. Reporting Bribery, Corruption and Violations

11.1 Reporting suspected or actual bribery and corruption is the key to compliance. If you are aware of, or concerned about a suspected act or activity that may be in violation of this Policy you must immediately report the matter.

11.2 Always report if you are asked to engage in illegal activity including if you are approached directly or indirectly, to be involved in activity relating to bribery or corruption or suspected bribery or corruption. Such matters must be reported immediately.

11.3 You may report in accordance with this Policy to the Managing Director or make use of the Company's Whistleblower Policy.

11.4 Violations of this Policy must be investigated. If a report is made in accordance with this Policy, the report must be investigated. The Company may conduct an investigation in consultation with external legal counsel and other experts, if deemed necessary.

12. Communications and Training

12.1 The Company will ensure that all persons subject to this Policy are informed about and understand this Policy.

12.2 Training regarding this Policy will be conducted from time to time when the Managing Director or the Board deems it necessary.

13. Questions or Concerns

13.1 Any questions in relation to this Policy should be directed to the Managing Director.

13.2 If you are in doubt about whether any activities would raise any issues under this Policy seek advice of the Managing Director to determine the appropriate action to be taken.

Subject:	Anti-Bribery and Corruption Policy
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