

Anti-Bribery and Corruption Policy (includes Gifts and Entertainment)

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1. Purpose of Policy

The offer, provision or acceptance of bribes and other improper payments in connection with its business in any jurisdiction, for or on behalf of APN (including via the use of intermediaries and/or agents or similar) is strictly prohibited.

APN expect all APN Staff to observe APN's values, to uphold the highest standards of honesty, integrity and ethical behaviours in the conduct of their duties and obligations, including their dealings with external service providers, clients, brokers, vendors or other third parties affiliated with APN's business (collectively, **Third Parties**).

The purpose of this policy is to establish APN's standards and guidelines in relation to:

- (a) accepting and providing gifts and entertainment;
- (b) giving donations and sponsorships;
- (c) participating in or undertaking tenders; and procuring of goods and services; and
- (d) giving facilitation payments.

This policy should be read in conjunction with the other applicable APN Corporate Governance Policies, including but not limited to:

- Code of Conduct;
- Risk Management Framework;
- Compliance Policy;
- AML/CTF Policy;
- Conflicts of Interest and Related Party Transactions Policy;
- Outsourcing Policy; and
- Whistleblower Policy,

each as amended from time to time.

This policy is applicable to all APN Staff regardless of location in Australia or overseas and regardless of whether activities as stated take place in Australia or overseas.

2. Key Legislation

Federal - Criminal Code

The Criminal Code is the Australian Federal legislation which criminalises bribery of Commonwealth public officials and foreign public officials.

It is an offence to provide or offer (directly or indirectly) a Benefit with the intention of influencing a Commonwealth public official or a foreign public official in the exercise of their duties in order to obtain or retain business for a business advantage. Hefty penalties will apply if found guilty, including financial penalties (such as fines) and terms of imprisonment.

State/ Territory

There are offences under State and Territory laws for corruptly giving or offering an inducement or reward to an agent for doing or not doing something regarding the affairs of the agent's principal. It is also an offence to aid, abet, counsel, procure, solicit or incite the commission of these offences. As with the Federal legislation, hefty penalties will apply if found guilty, including financial penalties (such as fines) and terms of imprisonment.

Corporate Liability

Under the Criminal Code, a corporation can be liable for the bribery offences committed by its employees, officers or agents acting within the actual or apparent scope of their employment or authority.

A corporation can also be held criminally responsible where the corporate culture directs, encourages, tolerates, or leads to breaches of the legislation, or where the corporation fails to create or maintain a corporate culture that requires compliance with the legislation.

Overseas dealings

In addition to the legal restrictions on the offer or acceptance of bribes and improper payments under Australian law, APN is also subject to any such laws in each foreign jurisdiction in which it operates. To the extent that APN operates in any jurisdictions outside of Australia, APN and all APN Staff must comply with all applicable foreign laws (such as the United States' Foreign Corrupt Practices Act and the United Kingdom's Bribery Act) and this policy. APN Staff must be aware that while it may appear to be accepted practice in foreign jurisdictions to offer or accept bribes or improper payments, this does not mean that such practice is legal in that country and that Australian law may apply to the conduct in addition to any applicable foreign laws.

2.1. Consequences of Corruption and Bribery on APN

The impact of corruption and bribery extends further than civil and criminal penalties. Possible consequences on APN can include and are not limited to:

- Loss of APN's AFSL(s) which may result in APN ceasing operations in Australia and/or overseas;
- Loss of key customers, investment mandates, partnerships, external service providers;
- Loss of key persons to APN's business, which may result in the loss of APN's AFSL(s) or other issues having a negative effect on APN's ability to operate its business;
- Directors and staff being personally liable and/or subject to imprisonment;
- APN being subject to fines and penalties;
- Events of default under debt agreements / inability to finance or refinance debt commitments which can bring about going concern issues; and
- Adverse impact on APN's reputation and brand name.

3. Considerations and Prohibitions Under All Circumstances

3.1. Conflicts of Interest

In all circumstances, due consideration must be given on whether:

- (a) accepting and providing gifts and entertainment;
- (b) giving donations and sponsorships; and
- (c) participating in tenders and procuring of goods and services,

will give rise to conflicts of interest. If any conflicts of interests arise, they are to be recorded in the APN Conflicts of Interest and Related Party Transaction Register.

Please refer to APN Conflicts of Interest and Related Party Transactions Policy for details on reporting and management of conflicts of interest.

3.2. No Acceptance or Provision Criteria

In all circumstances:

- (a) accepting and providing gifts and entertainment;
- (b) giving donations and sponsorships; and
- (c) participating in tenders and procuring of goods and services,

should not be accepted or given if it:

- (i) relates to any form of compensation for services provided by APN's business or APN Staff;
- (ii) involves money or money equivalents (i.e. shares, cheques, gift cards, money orders, direct deposits, etc); or
- (iii) results in any of the following (or could reasonably be perceived to result in any of the following):
 - the compromise of an APN Staff's judgement;
 - the creation a conflict of interest;
 - the creation of a sense of business obligation;
 - the creation of impression of impropriety;
 - damage to a relationship with others or Third Parties;
 - the exertion of undue influence on public officials (both domestic and foreign) or clients; and/or
 - damage to or inconsistent with the reputation of APN or any APN Entity.

4. Gifts and Entertainment

All APN Entities must establish good corporate governance structures to ensure that gifts are not accepted or provided by APN Staff with a view to improperly influencing or inducing a benefit or result.

4.1. Accepting Gifts and Entertainment

On occasion, because of an APN Staff's position within the business, an APN Staff may be offered, or may receive, gifts and entertainment from Third Parties. An APN Staff should not initiate the request of gifts or entertainment from any Third Parties in any circumstances.

Examples of gifts or entertainment include pens, mugs, calendars, a box of chocolates, bouquet of flowers, bottle of wine (dependant on value), customary business lunches, dinners or entertainment at which both the APN Staff and the giver are present (e.g. sporting or cultural events).

Gifts and entertainment of nominal value can be accepted provided they do not:

- exceed \$500 either for individual items or in aggregate from any one giver over a 12-month period; or
- compromise the APN Staff or any APN Entity or result in favourable treatment for the giver.

Gifts and entertainment which exceed the above monetary thresholds must be approved by a Director of the APN PG Board or their nominee in advance of acceptance. APN Staff should be

mindful that gifts and entertainment that are repetitive (no matter how small) may over time become extravagant and therefore should be avoided.

It is acknowledged that it will not always be possible for APN Staff to determine in advance of accepting an offer of hospitality or entertainment whether or not that offer will exceed the monetary thresholds described above. Nevertheless, all APN Staff must use their reasonable endeavours to make an assessment of the likely value of such a benefit prior to acceptance and seek approval if the likely value exceeds the permitted monetary thresholds.

4.2. Giving Gifts and Entertainment

APN Staff must have approval from their manager before giving gifts or entertainment to any person. The manager should consider whether the gift is in line with this policy. Please bear in mind that the provision of gifts serves purely to strengthen the business relationship between APN and the Third Party. Gifts should be modest and appropriate to circumstances.

Gifts of nominal value can be given to Third Parties provided they do not:

- exceed \$500 either for individual items or in aggregate to any one recipient over a 12-month period; or
- compromise the APN Staff or any APN Entity or result in favourable treatment towards the recipient.

Gifts or entertainment which exceed the above monetary thresholds must be approved by a Director of the APN PG Board or his nominee in advance.

Notwithstanding the above, there would be circumstances where it would not be appropriate or necessary for APN to provide gifts in the first instance. APN Staff are to exercise their discretion and judgment in assessing such situations. Where in doubt, please approach Risk and Compliance for guidance.

4.3. Reporting in APN Gifts and Entertainment Register

The acceptance or provision of all gifts and entertainment should be handled transparently.

All gifts and entertainment (offered, accepted, refused or given by APN Staffs) which exceed \$500 either for individual items or in aggregate from any one giver over a 12-month period (such value to be assessed by the APN Staff who has accepted or received the gift or entertainment) must be recorded in the APN Gifts and Entertainment Register, as soon as reasonably practicable.

The register will be regularly reviewed by Risk and Compliance to ensure that gifts and entertainment have been recorded in accordance with this policy and to assist in identifying actual or potential conflicts of interest or duty in accordance with APN Conflict of Interest and Related Party Transactions Policy. All gifts and entertainment are reported to the Audit, Risk and Compliance Committee on a quarterly basis. Additionally, the Conflicts of Interest and Related Party Transactions Register is also provided to the same committee for their review on an annual basis.

5. Donations or Sponsorship

5.1. Charitable Donations or Sponsorships

APN Staff must have approval from their manager (for amounts less than \$500 in aggregate over a 12-month period); or a Director of the APN PG Board or his nominee (for amount exceeding \$5000 in aggregate over a 12-month period) for any donations, sponsorships or charitable contributions they wish to give to a third party on behalf of APN.

5.2. Political Donations

APN does not make any donations or contribute funds to any political party, Parliamentarian, elected official or candidate for political office except other than in accordance with prior Chairman / Board approval. Should an APN Staff wish to make a political donation to participate outside of work as an individual in the political process, he/ she should make it clear that he/ she is not representing APN and is solely acting on an individual basis.

5.3. Reporting in APN Gifts and Entertainment Register

All donations must be recorded in the APN Gifts and Entertainment Register as soon as reasonably practicable.

6. Tenders and Procurement

All APN Staff must ensure that all contractual agreements relating to tenders and procurement of goods and services entered on behalf of APN are conducted at arm's length. All actual, apparent and potential conflicts of interests must be declared, assessed and documented. Please refer to section 4.1 for details.

APN must conduct all tenders and procurement processes in a fair and transparent manner. Likewise, when participating in tenders and procurement processes, APN must also uphold highest moral standards and integrity in ensuring fair competition. APN Staff involved in these processes must not:

- favour or give undue preference to any potential external service provider at the expense of APN or APN's customers;
- provide any gifts or entertainment with the intention or purpose of influencing process outcome in favour of APN; or
- receive, directly or indirectly, any personal Benefit in connection with such processes.

7. Facilitation Payments

A facilitation payment is a minor payment made to expedite or secure the performance of a routine government action by a public official. Under the Criminal Code, a routine government action is an action that is ordinarily and commonly performed by a foreign public official that is (or is of a similar nature to) one of the following:

- granting a permit, licence or official documents that qualifies the person to do business in a foreign country;
- processing government papers such as a visa or work permit;
- scheduling inspections associated with contract performance;
- providing telecommunications services, power or water;
- loading or unloading of cargo;
- protecting perishable products or commodities from deterioration, amongst others.

Routine government actions do not cover or encourage a decision about:

- whether to award a new business;
- whether to continue existing business with a particular person; or
- the terms of a new business or existing business.

Notwithstanding that facilitation payments are permitted under the Criminal Code as defence against bribery of foreign public officials, they can be prohibited by international legislation that have extra-territorial effect.

Any kind of facilitation payment, whether or not the public official is a foreign or Australian public official, is prohibited under this policy. APN Staff must inform their manager or Risk and Compliance if they suspect that a facilitation payment has been made.

8. Disciplinary Action

APN takes any matter that could be viewed as a bribe or improper payment or potential bribe or improper payment very seriously and may have an obligation to report it to an external body or police.

If an APN Staff member believes they have been offered a bribe or improper payment under the guise of a gift or entertainment or believe that there is potential for the offer of a gift to be perceived as a bribe or improper payment, they should decline acceptance of the gift or entertainment. The APN Staff should cease all interactions with the person that made the offer and report the incident to their manager and Risk and Compliance, as soon as possible.

If an APN Staff member believes they have witnessed the solicitation by another APN Staff member of a gift or entertainment as a bribe, they should report the incident to their direct manager and Risk and Compliance, as soon as possible.

APN is committed that all APN Staff are not disadvantaged or discriminated against for reporting unacceptable behaviour in good faith. Please refer to the APN Whistleblower Policy.

Risk and Compliance will review any incident that is reported and determine whether any further action is required, in accordance with any applicable laws. Where Risk and Compliance forms the view that the relevant conduct amounts to a material breach of this Policy, the board of directors of the relevant APN Entity (or a committee of that board) will be informed of the breach.

Irrespective of whether any conduct which breaches this policy constitutes a criminal offence or not, such conduct will be investigated and may give rise to disciplinary action or dismissal of the relevant APN Staff.

9. Training

If appropriate and necessary, APN may provide APN Staff who are identified as likely to be exposed to bribery or corruption with training about how to recognise bribes or improper payments and how to deal with these situations.

10. Questions

If any member of APN Staff has any questions or concerns from time to time about the subject matter or requirements of this policy, that person should contact Risk and Compliance in the first instance.

11. Changes to Policy

APN will review this policy periodically to ensure it remains appropriate to the legal and regulatory framework in which APN operates. Any changes will be communicated to APN staff and posted on APN's intranet site and/or website (as deemed appropriate).

12. Definitions

In this policy, unless the context otherwise requires:

APN Entity means any member of the APN Group and any of the APN Funds.

APN FM means APN Funds Management Limited

APN Group or APN means APN PG and any of its controlled or related entities (which includes APN FM and APN RE).

APN PG means APN Property Group Limited.

APN RE means APN RE Limited.

APN Staff means and includes any director, officer, senior manager or other employee of APN PG, APN FM or APN RE and any other employee of or consultant to an APN Entity as designated by the board of APN PG, APN FM or APN RE.

Benefit includes any advantage and is not limited to property.

Commonwealth public officials include all employees of the Commonwealth and any Commonwealth authority.

Criminal Code means the Criminal Code Act 1995 (Cth).

Foreign public officials include employees, contractors, officials or a person in the service of foreign governments and foreign government bodies, employees and individuals who are in the service of a public international organisation or individuals who are authorised intermediaries or hold themselves out to be an authorised intermediary of a foreign public official.

Gift which, for the purposes of this policy includes a gift or a benefit.

Risk and Compliance means the person(s) responsible for overseeing the regulatory, risk and compliance function of the APN Group.