

ANTI-BRIBERY & CORRUPTION POLICY

Date: July 2021

1. OBJECTIVE

- 1.1. Kelly Partners Group Holdings Limited ACN 124 908 363 (**Company**) and its related entities as defined in the *Corporations Act 2001* (collectively the **Group**) are committed to conducting business in an honest and ethical manner, and maintaining a high standard of integrity, client confidence and good corporate governance. The Group takes a zero-tolerance approach to bribery and corruption and are committed to act professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and to implement and enforce effective systems to counter bribery.

2. PURPOSE

- 2.1. This Anti-Bribery & Corruption Policy (**Policy**) provides information and guidance on the Group's position on bribery and corruption in the jurisdictions in which the Group operates. This Policy forms part of the Company's wider corporate governance framework, which includes the Company's Corporate Governance Policy and other associated risk and compliance policies. This Policy forms a critical component of the Company's core value of being the trusted adviser to our clients. Giving bribes or other improper payments or benefits to public official is contrary to the Company values and culture.

3. SCOPE

- 3.1. This Policy applies to all members of the Board, all Group employees (whether permanent, fixed term or temporary), officers contractors, agents, and consultants (collectively referred to as **Employees**).
- 3.2. Any concerns under this Policy should be reported to the Policy Officers, who are the Chairman and CEO, Brett Kelly. A disclosure involving or in relation to the CEO should be made to Paul Kuchta (Executive Director).

4. BRIBERY

- 4.1. Bribery involves the provision, or offer to provide, an undue benefit to another person with the intention of influencing that person in the exercise of their duties, with the aim of attracting new business, keeping existing business or securing a business advantage, which is not legitimately due. The most commonly identified form of bribery is bribery of public officials, however anti-bribery laws often extend to bribery in the private sector.
- 4.2. Bribery comes in many forms, for example as payments made to obtain an undeserved discount or advantage (for example, to win a contract). The prohibition on bribery under this Policy applies to the giving of anything of material value, not only money or property. This includes, but not limited to, providing business opportunities, favourable contracts, stock options, and excessive gifts or entertainment.

- 4.3. Employees must never give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly. If Employees are uncertain about whether something could be construed as a bribe, they should contact their immediate supervisor for guidance.
- 4.4. The payment of secret commissions to those acting in an agency or fiduciary capacity is also prohibited.
- 4.5. The Group is subject to anti-bribery and corruption laws in Australia, New Zealand and Hong Kong, including the Criminal Code Act 1995 (Australia), Crimes Act 1961 (New Zealand), Secret Commissions Act 1910 (New Zealand) and Prevention of Bribery Ordinance (Hong Kong). If you are working outside of Australia, New Zealand and Hong Kong, your clients or business dealings involved other jurisdictions or you are a citizen or resident of another country, you and the Group may be subject to local anti-bribery and corruption laws of those jurisdictions.

5. FACILITATION PAYMENTS

- 5.1. Facilitation payments are low value payments to government officials or employees designed to expedite or facilitate routine government actions, e.g. processing visas, permits and other actions of a non-discretionary nature (i.e. which they are already bound to perform). The payment is not intended to influence the outcome of a government official's action, only its timing.
- 5.2. Employees are permitted to use legitimate fast-track processes to expedite routine government actions of a minor nature, such as for processing visas. Employees must never make such payments in cash, or that are unofficial, improper or irregular. If you are asked to make unofficial, improper or irregular facilitation payment on behalf of the Group, you must explain that such payment is contrary to the Group's policies and inform your supervisor of the request.

6. GIFTS AND HOSPITALITY

- 6.1. In dealings with government or public officials in Australia or overseas, Employees must notify the Policy Officers prior to accepting or giving any gift, hospitality or other benefit, of whatever value.
- 6.2. In all other dealings, Employees must notify the Policy Officers prior to accepting or giving any gift, hospitality or other benefit valued at AUD\$500 or more. It will be assessed if it is appropriate to give, accept or decline an offer of a gift, hospitality or other benefit.
- 6.3. Subject to clause 6.4, Employees should never accept or give gifts, hospitality or other benefits valued at AUD\$500 or more without the express approval of the Policy Officers. Employees also should not accept gifts, hospitality or other benefits on a recurring basis or broken down into parts of less than AUD\$500 without prior approval from the Policy Officers.

- 6.4. Clause 6.3 does not apply where the gifts, hospitality or other benefits received (including transport and accommodation, meal and other related benefits) are genuinely related to or in respect of the following:
 - a) to attend, exhibit, speak or present at conferences, seminars, meetings, workshops, trade shows or similar business events;
 - b) token gifts/benefits or ceremonial gifts where offered in business situations or to all participants;
 - c) meal during a work-related meeting, working group or professional networking event; and
 - d) a Company's sponsorship arrangement.
- 6.5. Gifts, hospitality and other benefits (including entertainment) valued at AUD\$500 or more must be reported to the Policy Officers within 5 business days to be recorded in the gifts register held by the Company Secretary.
- 6.6. Notwithstanding the above, all gifts considered to be a bribe or a potential bribe will be returned to the giver immediately. Any breaches of this Policy will be taken seriously and may result in disciplinary action, including termination of employment.

7. POLITICAL CONTRIBUTIONS

- 7.1. Political contributions include gifts, payments, loans or anything of value made to a political party, candidate or elected parliamentarian in federal, state or local government. The Group may make political contributions within Australia in an open and transparent manner and in compliance with all relevant federal and state laws. Donations must be approved by the CEO and the Group will disclose all political donations to the Australian Electoral Commission and state electoral authorities as required.

8. CHARITABLE CONTRIBUTIONS

- 8.1. Charitable support and donations (whether in-kind services, knowledge, time or direct financial contributions) by Employees are acceptable. However, Employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.
- 8.2. No donations must be offered or made on behalf of the Company without the prior approval of the CEO.

9. FAILURE TO COMPLY WITH THE POLICY

- 9.1. Any Employee who breaches this Policy may face disciplinary action, including potential termination of employment. Additionally, if any Employees contravenes an anti-bribery or corruption law in a relevant jurisdiction, that individual may be subject to disciplinary action (which may include termination of employment), criminal prosecution and/or an award of civil damages.

- 9.2. The financial penalties for bribery offences can potentially be very significant and serious for individuals and the Group. This is a real risk that individuals involved may also be subject to imprisonment.
- 9.3. The impact of bribery can be much broader than civil and criminal penalties. Other possible consequences include:
- a) impact on reputation and ability to attain and retain business;
 - b) impact on ability to do business with governments or public international organisations which may require a declaration that we have complied with certain laws;
 - c) breach of contract provisions requiring “compliance with all applicable laws” or “compliance with applicable anti-bribery and corruption laws”, which may trigger penalties, give the third party a right to terminate the contract and/or litigation;
 - d) regulatory scrutiny and prosecution of the Group.

10. EMPLOYEE RESPONSIBILITIES

- 10.1. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all Employees. All Employees are required to avoid any activity that might lead to, or suggest, a breach of this Policy. Employees must immediately notify the Policy Officers in writing if they believe or suspect that a conflict with, or breach of, this Policy has occurred, or may occur in the future. If Employees are unsure whether a particular action constitutes bribery or corruption, they should contact the Policy Officers for guidance.
- 10.2. In addition, if Employees have knowledge of, or reason to suspect, any violation of this Policy and do not feel comfortable raising the issue with the Policy Officers under this Policy, a report can be made under the Company's Whistleblower Policy. The Company's Whistleblower Policy is available on the Company's HR intranet.
- 10.3. Please note that the Group is committed to ensuring that Employees will not suffer any detrimental treatment should they refuse to take part in bribery or corruption. In addition, the Group will not permit negative treatment of any individuals who raise concerns under this Policy in good faith.

11. MONITORING, REVIEW AND TRAINING

- 11.1. This Policy will be reviewed periodically. Training on this Policy forms part of the induction process for all new Employees. All existing Employees will receive regular, relevant training on how to implement and adhere to this Policy. In addition, all Employees may be asked to formally accept conformance to this Policy on a periodic basis.
- 11.2. The Board has overall responsibility for ensuring this Policy complies with the Company's legal and ethical obligations, and that all those under the Company's control comply with it. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it.