

## 1. Purpose

OFX Group Limited and its subsidiaries (together OFX) is committed to conducting its business operations with integrity and strives to avoid even the appearance of impropriety in the actions of its employees, directors and other workers.

All employees, directors, agents and other people who perform work on behalf of OFX must adhere to the Company's values:

- We're Better Together
- Inspire Client Confidence
- Get the Right Stuff Done (GSD)
- Always Keep Learning
- Push Boundaries

Consistent with these values, this Anti-Bribery and Corruption Policy (Policy) reiterates our commitment to integrity and sets out the Company's expectations, obligations and requirements applicable to our operations under anti-corruption laws. The sources of legal obligations behind this Policy are the anti-corruption laws of the countries in which OFX operates as summarised in Schedule 1.

The purpose of this policy is to:

- set out our responsibilities, and of those working for and on our behalf, in observing and upholding our position on bribery and corruption; and
- provide information and guidance to those working for and on our behalf on how to recognise and deal with bribery and corruption issues.

This Policy highlights the serious criminal and civil penalties that may be incurred and reputational damage that may be suffered by OFX if it is involved in bribery or corruption. The individuals involved in that conduct may also be subject to such proceedings. The penalties for this conduct are severe.

Accordingly, this Policy contains information intended to:

- a. reduce the risk of corruption and bribery from occurring within OFX;
- b. assist in the protection of OFX's reputation and business;
- c. provide clear policies and procedures for employees, directors and other workers in relation to bribery and corruption issues, including in respect of the offering or acceptance of gifts and hospitality;
- d. outline processes for declaring any potential conflicts of interest; and
- d. provide a reporting mechanism for allegations of bribery and corruption.

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## 2. Who is covered?

This Policy applies to all OFX operations worldwide. Any person who performs work for OFX in any capacity is covered by this Policy, including:

- a. employees (including executives, managers and supervisors);
- b. directors and officers;
- c. contractors and subcontractors;
- d. agents and any other third-party representatives who conduct activities on behalf of OFX, including external consultants, third-party representatives and business partners (**Our People**).

Bribery and corruption risks related to our clients and the clients' payments is covered elsewhere, in country and financial crime risk assessments as well as our Anti-Money Laundering policies and controls (including how we identify and conduct due diligence on PEPs). Further information is outlined in our Money Laundering Statement.

### 3. Compliance

Our People are expected to comply with this Policy.

Breaches of this Policy will be treated as serious misconduct. . All suspected breaches of this Policy will be investigated thoroughly. If these investigations reveal a breach, appropriate disciplinary and remedial action will be taken, depending on the nature of the breach. This may result in reduction of performance rating and/or compensation, formal warnings and/or termination of employment if warranted.

Any breach of this Policy (whether substantiated or suspected) may also be reported to regulatory or law enforcement agencies.

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### 4. What is bribery and corruption?

**Bribery** exists where there is an intention to influence another person corruptly or improperly in the performance of their duty and includes offering, promising, giving, accepting or seeking a Bribe.

A **Bribe** is a financial payment, promise or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way to obtain or retain business or to secure any improper advantage. Bribes can take the form of money, gifts, loans, fees, hospitality, services, travel, entertainment expenses and the award of a contract or any other advantage or benefit.

A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

**Corruption** is the abuse of entrusted power or position for private gain.

**Facilitation Payment** is a payment of minor valued paid to a public official via unofficial channels to expedite or secure the performance of a routine government action of a minor nature.

**Payments** that violate applicable anti-corruption laws may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. Generally, **Payments** mean **anything of value**. This could include:

- a. Gifts
- b. Travel, meals, lodging, entertainment or gift cards
- c. Loans or non-arm's length transactions
- d. Charitable or political donations
- e. Business, employment or investment opportunities.

All forms of Bribery and Corruption are strictly prohibited.

If you are unsure about whether a particular act constitutes Bribery or Corruption, raise it with your Line Manager or Legal or Compliance.

#### Examples

Offering a bribe: You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

Receiving a bribe: A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

Bribing a foreign official: You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

More potential risk scenarios "red flags" are set out in Schedule 2.

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## 5. Prohibited payments

### Bribery and corruption

Except as permitted in section 6, you must not, at any time:

- a. give or offer any Payment, gift, hospitality or other benefit expecting that a business advantage will be received in return, or to reward any business received;
- b. give or offer any Payment, gift, hospitality or other benefit expecting that a personal advantage will be received or to reward a personal advantage already given;
- c. accept any offer from a third party that you know or suspect is made with the expectation OFX will give a business advantage to them or anyone else;
- d. give, offer or accept a gift, hospitality or other benefit during commercial negotiations or tender process which is intended to, or may be perceived to, influence the outcome;
- e. give or offer a Facilitation Payment;
- f. accept unduly lavish or extravagant hospitality;
- g. accept or offer any adult entertainment as hospitality;
- h. take any negative action against anyone who has refused to offer or accept a Bribe or who has raised a concern about possible Bribery or Corruption; or
- i. do or refrain from doing anything that could be considered or perceived as a conflict of interest.

If you are asked to make a Payment on OFX's behalf, you should consider what the Payment is for and whether the amount is proportionate to the goods or services provided. You must always obtain a receipt. If you have any concerns about a particular Payment, gift or otherwise, you should raise them with Legal.

### Prohibited payments to government officials

Our People are prohibited from directly or indirectly making, promising, authorising or offering anything of value to a Public Official (defined below) on behalf of OFX to secure an improper advantage, obtain or retain business or direct business to any other entity. This prohibition includes payments to third parties where Our People know, or have reason to know, that the third party will use any part of the payment for bribes. This prohibition also includes payment of a secret commission to any person acting in an agency or fiduciary capacity on behalf of a Public Official.

This prohibition applies regardless of whether the Payment is legal in a particular country.

The definition of 'Public Official' is relatively broad and extends beyond what may commonly be understood by that term.

For the purposes of this Policy, a **Public Official** includes anyone, regardless of title, who is:

- a. engaged in public duty in a government agency whether elected or appointed, and at any level of government including local, state or federal government entities;
- b. a member of any legislative, administrative or judicial body;
- c. a candidate for political office;

- d. an officer or employee of, or someone acting in an official capacity for, a government agency, government-owned or government-controlled entity, including state-owned entities that operate in the commercial sector;
- e. an officer or employee of a public international organisation, such as the United Nations;
- f. an authorized intermediary of a Public Official or someone who holds themselves out to be the authorized intermediary of a Public Official; or
- g. anyone acting on behalf of any of the above.

It is important to note that in many countries there is a zero dollar threshold, or a low dollar threshold, for the provision of gifts or hospitality to Public Officials. In some countries even a common courtesy may violate the law. A gift or hospitality for any Public Official requires prior Board approval.

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## 6. Permitted gifts and hospitality

There are legitimate reasons for the giving or receipt of gifts and business-related hospitality if they are offered or received for the purpose of:

- a. establishing or maintaining good business relationships;
- b. improving or maintaining OFX's image or reputation; or
- c. marketing or presenting OFX's products and services effectively.

This may include promotional hospitality expenses, marketing expenses, expenses made pursuant to a contract or promotional gifts provided as a courtesy or extension of goodwill. This Policy does not prohibit the giving or accepting of reasonable and appropriate gifts or hospitality if:

- a. it is consistent with this Policy;
- b. it is not unduly lavish or extravagant;
- c. it could not be seen as a conflict of interest, an inducement or reward for any preferential treatment e.g. during contract negotiations or a tender process;
- d. it is of an appropriate type and value depending on the circumstances and taking into account the reason for the gift;
- e. it does not include cash or equivalent e.g. vouchers;
- f. it is not given in secret;
- g. it is given in OFX's name;
- h. it complies with all laws and is in accordance with generally accepted business practices; and
- i. it does not involve a public official, unless approved by the Board.

Business practices vary between countries and regions so what may be acceptable in one country and region may not be acceptable elsewhere. The test to be applied is whether in all the circumstances the benefit is reasonable and justified and the intention behind it is bona fide.

Promotional gifts of low value, such as branded stationery may be given to or accepted from existing customers, suppliers and business partners.

You should always consult Legal in relation to the giving or receipt of any gifts.

### Seeking approval:

You must declare any hospitality or gifts given or received and seek approval prior to giving or accepting gifts from the appropriate Approver below.

Amount in local currency of your country (per person)	Approver
Amounts over 100	Line Manager
Amounts between 200 and 300	Senior Legal Counsel or Head of Compliance for your location
Amounts over 300	Chief Legal Officer and Company Secretary
Any amount where the gift is to be provided to/received from a public official	Board

If you receive multiple gifts or hospitality, the total value of all gifts and hospitality in a financial year, from the person who is offering it, is used to determine who you must get approval from.

Individual business units may set a lower amount. If a lower threshold is set, the business unit threshold is the reportable amount.

Regardless of the value of the gift or hospitality, it must not be given or received for an improper purpose.

**You must record all gifts or hospitality received or you intend to offer using the Gifts and Benefits form (available [here](#)) and provide it to the Approver. The Approver must then provide it to the Chief Legal Officer and Company Secretary, who will add it to the Gifts and Benefits Register.**

You must also submit all expense claims relating to hospitality, gifts or payments to third parties in accordance with the relevant OFX policies (including the reason for expenditure).

The Gifts and Benefits Register is available on Protecht and is maintained by the Chief Legal Officer and Company Secretary.

## 7. Intermediaries, agents and business partners

OFX may engage another party to:

- represent its interests to current and potential private or government business partners;
- conduct work on its behalf as an agent; or
- work with OFX on a particular project as a joint venture or business partner.

The OFX employee or official responsible for this engagement is responsible for ensuring that:

- appropriate and documented due diligence is undertaken to ensure the integrity, reputation, credentials and qualifications of the party;
- fees payable to the party are reasonable for the services being rendered;
- the party is informed about and agrees in writing to comply with this Policy;
- the agreement with the party incorporates OFX's standard terms in relation to anti-bribery and corruption, as appropriate following a proper assessment of risk (including clauses relating to warranty, guarantee, reporting, audit, termination and indemnification); and
- regular reviews of the party are undertaken to monitor performance and prevent a breach of this Policy.

## 8. Donations

OFX does not make contributions or donations to political parties or any individual candidates seeking a governmental office.

You must not (on a professional basis or in any way related to your employment or otherwise in connection with OFX):

- a. attend political conferences or state dinners or other events run by political parties; or
- b. directly or indirectly make cash donations to any local, state or federal government party.

All charitable donations made on behalf of OFX must be pre-approved by the Chief Legal Officer and Company Secretary.

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## 9. Record keeping

It is OFX's policy to retain financial records and implement sound internal accounting controls. All accounting entries in OFX's books and records must be timely and accurately recorded, with reasonable detail, to fairly reflect transactions and include supporting documentation.

You must:

- a. obtain Board approval for all transactions involving the provision of any gift to a Public Official;
- b. report all transactions involving the provision of any gift to a Public Official to Finance;
- c. and
- d. submit all expense claims relating to hospitality, gifts or payments to third parties including the reason for expenditure.

All accounts, invoices and other records relating to dealings with third parties including suppliers and customers should be accurate and complete. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

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## 10. Conflicts of Interest

You must declare any potential conflicts of interest by completing the Conflicts of Interest form (available [here](#)) and notifying the Chief Legal Officer and Company Secretary, who will then add it to the Conflicts of Interests Register;

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## 11. Reviews and Reporting

Compliance and Legal must conduct periodic reviews and prepare a report periodically to the Executive Risk Committee (ERC).

The ERC will review any such items and take appropriate action, which may include proposing additional controls, policies or procedures and taking disciplinary action.

OFX will carry out regular audits of this Policy and processes.

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## 12. How to raise a concern

If you are offered a Bribe, or are asked to make one, or if you suspect that any Bribery, Corruption or other breach of this Policy has occurred or may occur, you must notify your Line Manager, your local Legal or Compliance or report it in accordance with our Whistleblower Policy as soon as possible.

You are encouraged to raise concerns about any actual or suspected Bribery or Corruption at the earliest opportunity with your Line Manager or with Legal or Compliance.

Unless a report of Bribery or Corruption is found to have been made vexatiously, OFX will not take any action against the person who made the report, even if the Bribery or Corruption is not substantiated. Vexatious reports will be dealt with in accordance with the Whistleblower Policy.

It is your responsibility to understand how this Policy applies to you. If you are uncertain about whether this Policy applies to a particular situation, or you have any questions about this Policy, speak with your Line Manager or local Legal or Compliance team.

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### 13. Training

OFX will provide periodic Anti-Bribery and Corruption training to Our People to enable them to recognise and deal with Bribery or Corruption and will ensure that managers and employees likely to be exposed to Bribery and Corruption are trained to recognise and deal with such conduct in accordance with this Policy.

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### 14. Sources of legal obligations

The sources of legal obligations behind this Policy are the anti-corruption laws of the countries in which OFX operates as set out in Schedule 1. The anti-corruption legislation of some countries has extra-territorial operation so may apply to OFX even if the alleged Corruption does not take place in that country.

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### 15. More information

If there are any questions regarding any aspect of this Policy, please contact the Company Secretary.

Any exceptions to this Policy must be reviewed by Chief Legal Officer and Company Secretary and approved by the Audit, Risk and Compliance Committee.

The Board must approve any changes to this Policy.

This Policy will be reviewed at least once in every two years to assess whether it is operating effectively and whether changes are required and more regularly as legislative requirements change and best practice for protection against Bribery and Corruption evolves.

This Policy will be made available on the Company's website.

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### 16. Related Documents

Other policies, procedures and related documents which complement the information contained in this Policy are outlined below:

Document Name
OFX Group Code of Conduct
OFX Fraud Risk Management Policy
Whistleblower Policy

## 15. Policy Review Details

**Updated:** August 2023

**Author:** Chief Legal Officer and Company Secretary

**Approved by:** OFX Group Limited Board

**Next Review Date:** August 2025



## SCHEDULE 1

### Legislative Requirements

Corruption is a serious crime under both Australian and foreign laws, and has the potential to damage investor confidence and OFX's reputation and future earnings. It is for this reason that OFX is committed to maintaining high ethical standards and has implemented this Policy to promote full compliance with Australian anti-bribery and corruption legislation, as well as any other anti-bribery and anti-corruption laws and regulations and / or international standards that operate specific to the regions where OFX conducts business and / or holds business interests.

OFX can face serious enforcement action or prosecution, such as significant fines (ranging up to US\$25million) and imprisonment (up to 20 years depending on jurisdiction) if found in violation of any laws applicable to anti-bribery and corruption.

A summary of the applicable legislation is outlined below:

### Australia

Under the *Criminal Code Act 1995 (Cth)*, bribery of a Commonwealth public official and or a Foreign Public Official is a punishable offence. Essentially these will arise where:

A person offers, promises or provides a benefit to another person (directly or indirectly)

- that isn't legitimately due to the other person
- it is done with the intention of influencing a Foreign public official or Commonwealth public official and
- it is to obtain a business advantage or a retain business advantage that is not legitimately due.

Foreign public office includes:

- An employee/official of a foreign government
- A member of the executive, judiciary or magistracy of a foreign country;
- A person who performs official duties under a foreign law
- A member/officer of the legislature of a foreign country, or
- An employee/official of a public international organisation (such as the United Nations).

For both foreign and domestic Bribery, companies/directors may also be liable where they aid, abet, counsel or procure Bribery – that is, if they intentionally participate in the offence, for example by requiring or encouraging Bribery, or providing funds to allow employees or agents to commit offences.

### United Kingdom

The Bribery Act 2010 contains the following offences:

- Offering, promising or giving a bribe;
- Requesting, agreeing to receive or accepting a bribe;
- Bribing a foreign public official to obtain or retain a business advantage;
- Commercial organisations failing to prevent bribery by any associated person (defined widely to include people performing services for or on behalf of the organisation, regardless of their capacity).

These arise regardless of where the conduct takes place.

It is a defence for an organisation if it has adequate procedures designed to prevent bribery by associated persons.

## United States

The Foreign Corrupt Practices Act of 1977 (FCPA) is a federal anti-corruption law that includes both anti-bribery provisions and accounting requirements. The FCPA is broad in scope and can apply to both foreign and domestic entities or persons and any persons who take action in furtherance of a violation while in the United States. In general, the FCPA prohibits U.S. issuers and their agents, U.S. citizens, nationals or residents, and foreign nationals while in the United States from corruptly paying, promising, authorizing or offering anything of value to a foreign public official to influence any act of decision of such foreign official in his official capacity or to secure an improper business advantage. The FCPA also includes accounting provisions, which require US issuers to make and keep accurate books, records, and accounts and to implement internal accounting controls.

A violation of the FCPA consists of five “elements”. That is, a person or organization is guilty of violating the law if the government can prove the existence of:

- a payment, offer, authorization, or promise to pay money or anything of value, directly or indirectly;
- to any foreign government official (including a party official or manager of a state-owned concern), or to any other person, knowing that the payment or promise will be passed on to a foreign official;
- with a corrupt intent;
- for the purpose of influencing one of these persons’ official acts or decisions in violation of their lawful duty;
- in order to assist in obtaining or retaining business for or with, or directing any business to, any person.

Criminal penalties for violations of the anti-bribery provisions of the FCPA include fines of up to \$2,000,000 for corporations and other business entities and up to \$100,000 for officers, directors, stockholders, employees and agents of such entities. Individuals held criminally liable can be subject to imprisonment for up to five years. The statutory fines can be significantly increased under the Alternative Fines Act, up to twice the benefit that the defendant sought to obtain by making the corrupt payment. Fines imposed on individuals may not be paid by their employer or principal.

Civil penalties provide for a fine of up to \$10,000 against any firm, as well as any officer, director, employee or agent of a firm, or stockholder acting on behalf of the firm who violates the anti-bribery provisions. Additional penalties can be imposed in SEC enforcement actions at the court’s discretion. These penalties can range to the greater of (i) the gross amount of the pecuniary gain to the defendant as a result of the violation, or (ii) a specified dollar limitation. The specified dollar limitations are based on the egregiousness of the violation, ranging from \$5,000 to \$100,000 for a natural person and \$50,000 to \$500,000 for any other person. In addition to civil fines or penalties, the Attorney General or the SEC, as appropriate, may also seek to enjoin any act or practice of a firm if it appears that the firm (or an officer, director, employee, agent or stockholder acting on behalf of the firm) is in violation of the anti-bribery provisions.

The FCPA can present a number of problems to covered parties, especially if they possess foreign subsidiaries or transact business in countries where bribery is common. Entities must scrutinize any form of payment to a foreign official and avoid acting in a manner that may be perceived as trying to influence the decisions and actions of those officials. Entities and natural persons must also ensure that a rigorous system of internal compliance and accounting measures are in place to mitigate the fines and penalties imposed by the FCPA in the event that a violation of the FCPA does occur.

## Canada

The major sources of anti-corruption regulation in Canada are contained in the Corruption of Foreign Public Officials Act, SC 1988, c 34 and the Criminal Code, RSC 1985, c C-46. Offences include:

- Offering to or bribe a foreign public official (persons holding legislative, administrative or judicial positions in a foreign state, persons performing public duties or functions for a foreign state, and officials or agents of public international organizations) with the intention of them using their position to influence acts or decisions of the foreign state (whether the bribe is actually paid or the action carried out). Both offering and accepting a bribe are offences.
- Failing to keep adequate accounts and records, for example forging accounting records to facilitate or conceal the bribery of a foreign public official.
- Attempting to corruption and bribe in Canada or by Canadian entities or individuals.
- Bribing judges, Members of Parliament, police officers and government officials (among others), fraud, municipal corruption, and offer secret commissions.

These arise regardless of where the conduct takes place and the Canadian courts have broad jurisdiction where the accused is a Canadian citizen, permanent resident, or a public body or entity formed under Canadian law, regardless of whether the offence actually occurs within Canada.

## Hong Kong

The Prevention of Bribery Ordinance (“**POBO**”) is the primary anti-corruption legislation in Hong Kong. Under the POBO it is an offence to offer, solicit or accept an advantage by a government official/public servant (public sector) or an agent/employee (private sector). Advantage has a wide meaning under the POBO. It includes gifts, loans, services, contracts, employment, the exercise or forbearance from the exercise of certain rights, favours and discharges of liability in whole or in part. There is no minimum threshold. An advantage becomes a bribe when there is an illegitimate purpose linked to the offer, solicitation or acceptance, without lawful authority or reasonable excuse, of the advantage provided.

Notably, violations of the POBO may constitute violations of the codes of conduct issued by the Hong Kong Monetary Authority and the Securities and Futures Commission.

The Independent Commission Against Corruption Ordinance (“**ICACO**”) sets out the scope and parameters of the Independent Commission against Corruption (“**ICAC**”), being the principal agency responsible for tackling corruption in Hong Kong.

## Singapore

The Prevention of Corruption Act (“**PCA**”) is the primary anti-corruption law in Singapore. The PCA empowers the Corrupt Practices Investigation Bureau and governs and defines corruption and their punishments. Under the PCA, it is an offence for a person to corruptly:

- solicit, receive, or agree to receive for himself or any other person; or
- give, promise or offer to any person whether for the benefit of that person or of another person, any gratification as an inducement to or reward for, or otherwise on account of any person to do or forbear to do anything in respect of any matter or transaction whatsoever, actual or proposed.

Therefore, the two core elements under the PCA are that: (a) the transaction was corrupt; and (b) gratification was given/received.

It is also an offence:

- for an agent to corruptly accept or obtain any gratification in relation to his principal's affairs;
- for a person to seek to corruptly influence an agent;
- for an agent to deceive his principal by way of a false document;
- to corruptly procure the withdrawal of tenders;
- to bribe a Member of Parliament; or
- bribe a member of a public body.

Offences apply broadly to any Singapore citizen to cover acts outside Singapore as though it were committed in Singapore and to non-citizens if they abet the commission of a corruption offence related to Singapore.

## New Zealand

In New Zealand, there are two key statutes relating to anti-bribery: Crimes Act 1961 ("CA"); and Secret Commissions Act 1910 ("SCA").

The CA covers bribery in the public sector, making it an offence to corruptly accept or obtain a bribe for something done or not done in an official capacity, including the corrupt use of official information and the corruption and bribery of the Judiciary, ministers of the Crown, members of Parliament, law enforcement officers and public officials.

The SCA covers bribery offences in the private sector. It criminalises the bribing of an agent to act in a certain way regarding the principal's affairs or business. Under the SCA, it is an offence to bribe an agent, or for an agent to accept a bribe, without the informed consent of the principal.

Notably, a parent company could be held liable if certain criteria are met and there are no statutory defenses available.

## Ireland

The Criminal Justice (Corruption Offences) Act 2018 (the 2018 Act) is the key legislation governing bribery and corruption in Ireland. The 2018 Act makes it an offense for any person to corruptly offer, give to, or accept from a person, a "gift, consideration or advantage" as an inducement to, reward for, or on account of any person doing an act in relation to their office, employment, position or business. "Corruptly" has a broad definition and includes acting with an improper purpose personally or by influencing another person, whether by means of making a false or misleading statement, withholding, concealing, altering or destroying a document or other information, or by other means.

Both individuals and companies can be liable for corruption offenses. This includes public officials, private individuals, bodies corporate and foreign public officials. There is also individual criminal liability for senior officers of a company for offenses committed by the company with their consent, connivance or willful neglect.

The 2018 Act has extra-territorial reach where the act in question would constitute an offense if it were committed within the state.

Notably, the associated Criminal Justice Act 2011, creates a positive reporting obligation and it is an offense if a person fails to disclose, as soon as practicable, information which might be of material assistance in preventing the commission by any other person of certain white collar offenses, including corruption, or securing the apprehension, prosecution or conviction of any other person for such an offense. A parent company may be liable where the offense is carried out by a subsidiary and the offense is carried out with the intention of obtaining or retaining business, or an advantage for the parent company.

## International Conventions/Standards considered

- OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (“OECD Anti-Bribery Convention”) contains legally binding standards and measures to criminalise bribery of foreign public officials in international business transactions. Relevantly, the OECD Anti-Bribery Convention has been signed and ratified by Australia, the United Kingdom, Ireland, Canada, the United States, New Zealand, Hong Kong and Singapore.
- United Nations Convention Against Corruption (“UNCAC”) requires countries to take action in both the public and private sector to prevent corruption. Relevantly, the OECD Anti-Bribery Convention has been signed and ratified by Australia, the United Kingdom, Ireland, Canada, the United States, New Zealand, Hong Kong and Singapore.
- United Nations Convention Against Transnational Organised Crime (“UNCATOC”) is the main international instrument in the fight against transnational organised crime. Relevantly, the OECD Anti-Bribery Convention has been signed and ratified by Australia, the United Kingdom, Ireland, Canada, the United States, New Zealand, Hong Kong and Singapore.
- The Asia Pacific Economic Cooperation’s (APEC) Santiago Commitment to Fight Corruption and Ensure Transparency.
- Financial Action Task Force (“FATF”), relevantly, members include the European Commission, Australia, the United Kingdom, Ireland, Canada, the United States, New Zealand, Hong Kong and Singapore.

## SCHEDULE 2

### Potential risk scenarios: "red flags"

The following is a list of possible red flags that may arise while you work for us and which may raise concerns under various anti-bribery and anti-corruption laws. **The list is not intended to be exhaustive and is for illustrative purposes only.**

If you encounter any of these red flags while working for us, you must report them:

- you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- a third party requests an unexpected additional fee or commission to "facilitate" a service;
- a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- a third party requests that a payment is made to "overlook" potential legal violations;
- a third party requests that you provide employment or some other advantage to a friend or relative;
- you receive an invoice from a third party that appears to be non-standard or customised;
- a third party insists on the use of side letters or refuses to put terms agreed in writing;
- you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us; or
- you are offered an unusually generous gift or offered lavish hospitality by a third party.