

Anti- Bribery and Corruption Policy

November 2022

Policy Statement

Hubify strictly prohibits the actual or attempted use of any form of Bribery or Corruption whether direct or indirect and whether involving Public Officials or private persons. This Policy outlines the expectations and key elements of Hubify's anti-bribery and corruption policy to prevent, detect and deter Bribery and Corruption.

Application

This Policy is applicable to all directors, officers, and employees of Hubify Pty Ltd or its related entities ("Staff") and where indicated, Associated Persons.

1. Overview

Bribery and Corruption can have a significant, adverse impact on Hubify and its reputation, clients, counterparties and shareholders as well as the markets and communities in which Hubify operates.

Hubify faces a range of Bribery and Corruption risks that can arise from the geographic areas in which we operate or have dealings, and the nature of our business (for example, through engagement with Public Officials and in our procurement activities). These risks are identified in several ways including through the conduct of regular risk assessments, onboarding, and due diligence procedures. Staff are also required to identify and escalate Bribery and Corruption risks arising in the course of their roles, in accordance with this Policy.

Our reputation as a company is built on our values, including our commitment to conducting business in accordance with our long-held principles of Opportunity, Accountability and Integrity. Bribery and Corruption are incompatible with the way Hubify conducts business, what We Stand For and the probity and integrity expected of everyone at Hubify. Hubify's Board and its Executive Leadership Team have zero tolerance for actual or attempted use of any form of Bribery or Corruption, including the use of facilitation payments

2. Governance and oversight

Hubify recognises the vital role of robust governance and oversight of its anti-bribery and corruption policy. Senior management and the Board have the responsibility of ensuring

the Hubify anti-bribery and corruption policy is appropriately maintained and adhered to. They also play a key role in promoting awareness of and adherence to this Policy by Staff, including by fostering an attitude and culture of compliance.

Governance and oversight of Hubify's anti-bribery and corruption policy is achieved through a variety of avenues including sufficient, regular and timely information regarding the anti-bribery and corruption policy and related programs being provided to senior management and, as appropriate, the Board so that senior management and the Board have an adequate understanding of the anti-bribery and corruption risks to which Hubify is exposed and how they are being controlled and managed.

3. Policy requirements

3.1 Anti-bribery and corruption program

Hubify maintains an anti-bribery and corruption program to prevent, detect, and deter Bribery and Corruption that is informed by and tailored to Hubify's Bribery risk profile. The key elements of the program include:

- commitment by senior management to appropriate resourcing, fostering a culture of zero tolerance and prevention and detection of Bribery and Corruption
- ongoing risk assessments of Bribery and Corruption risk
- maintaining adequate policies and procedures;
- appropriate Third Party due diligence;
- regular communication reinforcing awareness of Hubify's anti-bribery and corruption program and expectations and periodic training for Staff; and
- commitment to continuous improvement, and monitoring and reviewing of the anti-bribery and corruption program.

3.2 General obligation

We all have a part to play in minimising the risk of Bribery and Corruption. Hubify expects its Staff and Associated Persons to comply with the applicable anti-bribery and corruption laws and regulations. Staff and Associated Persons are prohibited from engaging in Bribery or Corruption of any kind. Bribery or Corruption can involve public or private sector activity, but the risks can be heightened when dealing with Public Officials.

Staff must be alert to possible Bribery and Corruption. Recklessness or turning a blind eye to such incidences is likely to be in breach of relevant laws or regulations and will amount to a breach of this Policy.

Staff must:

- understand and comply with this Policy and related procedures/guidance;
- remain diligent in their business dealings;
- promptly report any suspected or actual incidents of Bribery or Corruption in accordance with this Policy (see section 4 - Speak up – reporting bribery and corruption); and
- report any requests for bribes, including facilitation payments and Secret Commissions (see section 4 – Speak up – reporting bribery and corruption).

3.2.1 Bribery

What is Bribery?

Bribery means providing, offering or accepting (or causing to be provided, offered or accepted) a benefit (ie anything of value) to any person, including a Public Official, in order to improperly influence an act or decision so as to gain a business or personal benefit or advantage.

A thing of value may be a financial or other advantage, whether in cash or in-kind and may include gifts and entertainment, forgiveness of a debt, loans, travel or hospitality, medical care, expenses, favours, business or employment opportunities (whether permanent or temporary), protection from any penalties or any proceedings of a penal or disciplinary nature, refraining from exercising any rights, powers or duties, sponsorships, political, charitable or community contributions.

Examples of Bribery include Trading in Influence, Secret Commissions, creating or using a false document for corrupt purposes and engaging in intimidation for corrupt purposes.

A bribe can be provided directly or indirectly (for example, through a Third Party) and it is irrelevant whether the bribe is successful in improperly influencing the other person or in securing the business or personal advantage – what matters is the intention of the person engaging in the Bribery.

3.2.2 Corruption

Corruption means the abuse of a position of employment, authority or trust to gain a business or personal benefit or advantage. It can also include making improper requests of Public Officials whereby the Public Official is asked to breach or contravene an applicable law or exceed their scope of authority.

3.3 Facilitation Payments

Facilitation payments or "grease payments" are prohibited by Hubify and must not be paid, even if they are legal or common practice in a particular jurisdiction.

Facilitation payments are unofficial payments made to a Public Official in order to speed up or secure the performance of a routine government action or service (eg the granting of a licence or processing of an application).

Staff must refuse any request for a facilitation payments and Staff must report any requests to Hubify as soon as possible (see section 4 Speak up – reporting bribery and corruption).

A payment that would otherwise be prohibited under this Policy may be allowed where there is an imminent physical threat to your personal safety. Any such payment must immediately be reported by you to a member of the executive leadership team.

3.4 Third Parties

Hubify strictly prohibits Bribery and Corruption by or through Third Parties.

When entering into or managing relationships with Third Parties, appropriate procedures must be undertaken to identify and manage the Bribery and Corruption risk, including:

- risk assessments as required by Hubify's policies and procedures;
- risk-based due diligence and periodic monitoring as required by Hubify's policies and procedures; and
- use of anti-bribery and corruption clauses in contracts and agreements when appropriate.

Hubify may in some circumstances be liable for the acts of Third Parties. Staff must be vigilant to the risk of Bribery and Corruption undertaken by Third Parties and report such conduct as soon as possible (see section 4 – Speak up – reporting bribery and corruption).

Hubify also requires that effective due diligence is conducted prior to any mergers or acquisitions activity, and that post-acquisition integration in connection with the anti-bribery and corruption compliance program is conducted.

3.5 Providing or receiving gifts and/or entertainment

Hubify's Gifts and Entertainment policy prohibits Staff from giving or accepting gifts and entertainment that are intended to, or may, improperly influence them or others, or may be perceived to be improperly influencing others.

Additionally, the giving or receiving of gifts or entertainment must not give rise to any actual or perceived conflict of interest or be likely to cause any actual or potential reputational damage to Hubify.

Staff must refer to the Gifts and Entertainment Policy to ensure that the giving or receiving of gifts or entertainment is in compliance with that policy. This includes ensuring that the monetary thresholds for the value of gifts and entertainment, including any restrictions and limits concerning gifts and entertainment to Public Officials, set out in the Gifts and Entertainment Policy are complied with.

Gifts and entertainment involving Public Officials presents higher Bribery and Corruption risk, and accordingly, particular care must be taken to ensure that such gifts and entertainment are lawful in the relevant country, that they are modest, appropriate and avoid any appearance of improper influence. Staff must obtain the appropriate approvals set out in the Gifts and Entertainment Policy.

If Staff are uncertain whether a gift or entertainment is appropriate, you should consult your usual Compliance contact line manager or a member of the executive leadership team for guidance.

3.6 Political contributions

The giving of political contributions is permissible where the contribution is made in good faith (ie in support of a democratic process), does not impact Hubify's ability to conduct business with, or provide services to, a particular government entity and complies with applicable laws and regulations.

When making political contributions, Staff must:

- comply with the requirements of the Political Contributions Policy (including limits and disclosure requirements) and this Policy; and
- comply with the requirements of all laws and regulations governing political donations in the relevant jurisdiction (including limits and disclosure requirements).

3.7 Charitable donations

Hubify supports a number of different charitable causes including Staff and business donation matching, volunteering, board service grants and strategic grants. Hubify's commitment to the community extends to supporting its Staff in their philanthropic endeavours.

Staff must take reasonable steps to avoid giving or accepting donations that are intended to, or may, improperly influence them or others, or may be perceived to be improperly influencing others.

3.8 Sponsorships

Hubify may from time to time provide sponsorships in order to achieve specific business and brand objectives.

Sponsorships must not be used as bribes, eg for the purpose of improper inducements or to influence Public Officials or other individuals.

For all sponsorships Staff must comply with the Sponsorship Policy and this Policy.

3.9 Procurement

Bribery and Corruption issues arise in relation to procurement in many of the locations in which Hubify does business and operates, across both developed and developing countries. These include overseas countries where we partner with external vendors supporting our operations eg Philippines & India etc

Common areas of procurement risk include:

- gifts and hospitality being provided by tendering entities, with bribes or kickbacks being provided or promised in order to win contracts;
- obtaining commercially sensitive information (such as tender specifications); or
- influencing tender specifications or procurement processes.

Staff must follow the Responsible Business Dealing's Policy and this Policy in order to assist Hubify to manage Bribery and Corruption risks arising from or in connection with the procurement process.

3.10 Record-keeping

Adequate financial records and record-keeping are important anti-bribery and corruption controls. Accurate and complete records of all transactions, payments and expenses must be maintained in accordance with general accounting principles. No accounts can be kept 'off-book' or in any way facilitate or conceal Bribery or Corruption.

4. Speak up – reporting bribery and corruption

4.1 The importance of speaking up

Staff must promptly report suspected or actual incidents of Bribery, Corruption or breaches of this Policy (each an “FCR Reportable Matter”) as set out in sections 4.2 and 4.3 below. This is essential, as in certain jurisdictions it can be an offence for Hubify or Staff or Associated Persons if they fail to report suspected incidents of Bribery or Corruption involving Public Officials to the authorities.

4.2 How to report – Staff

Staff must promptly report FCR Reportable Matters to the CFO or CPO. If Staff feel uncomfortable raising an FCR Reportable Matter with CFO or CPO, Staff can report a concern to the CEO.

Hubify is committed to protecting those who raise concerns in accordance with the Whistleblower Policy, from detriment. These protections apply to Staff and to certain external parties as defined in the Whistleblower Policy.

4.3 Consequences of non-compliance

Failure to comply with this Policy may lead to criminal, civil and/or regulatory sanctions and penalties for Hubify and/or Staff. Staff may also be subject to internal disciplinary action, up to and including possible dismissal.

5. Supporting mechanisms

5.1 Policy contact

Please direct any questions about this Policy to CFO or CPO.

5.2 Exceptions

Exceptions to this Policy must be approved by the CEO and CFO or CPO.

5.3 Definitions

In this Policy:

- **“Associated Person”** means any individual or entity that acts for or on behalf of Hubify and therefore may include parties such as agents, business introducers, intermediaries and consultants.
- **“Bribery”** has the meaning set out in section 3.2.1.

- **“Corruption”** has the meaning set out in section 3.2.2.
- **“FCR”** has the meaning set out in section 4.1.
- **“FCR Reportable Matter”** has the meaning set out in section 4.1.
- **“Public Official”** means any
 - officer, official, representative or employee of any government, government-owned or controlled entity, agency, ministry, or department of a Government (whether national, local or municipal), or any other entity empowered to act under any written law relating to public health, public utility, or that administers public funds (examples may include regulators, customs officials, Central Bank governors and ministers), or any person acting in an official capacity for any of the above (examples might include paid consultants to a government or public international organisation, advisors on special missions, intermediaries appointed or held out as authorised by government officials, or anyone deputised to act for a government);
 - member of a legislative body;
 - member of the judiciary;
 - political party or any official of a political party, including any candidate for political office;
 - any individual who holds or performs the duties of an appointment, office or position created by custom or convention.
 - immediate family member (meaning a spouse, dependent child, or household member) of any of the above.
- **“Secret Commissions”** arise where a person who is the agent or representative of another person or entity (eg an agent of Hubify) takes or solicits a commission from a Third Party (eg a supplier to Hubify) without disclosing that commission to their principal (eg Hubify). The Secret Commission is given as an inducement to that person to use their position to influence the conduct of their principal's business.
- **“Staff”** has the meaning set out in the Application section above.
- **“Third Party”** is any individual or entity (not Staff or part of Hubify) with whom Hubify has or plans to enter into a business relationship. A Third Party may include, but is not limited to, persons or entities that:
 - provide goods or services to Hubify (eg contractors, external consultants, suppliers, vendors, brokers, advisers, custodians, asset managers);
 - act for or on behalf of Hubify (eg agents, intermediaries, introducers or representatives); or
 - enter into or maintain a business partnership or relationship with Hubify (eg joint venture, or general business partners).
- **“Trading in Influence”** means giving a gift or benefit to a person in order to induce them to exert an improper influence over an act of a Public Official. The receipt of such a gift or benefit is also an offence. It is irrelevant whether the alleged ability to exert improper influence actually existed, or whether the supposed influence led to the intended result.

5.4 Associated policies and related documents

This Policy interacts with the following documents available to Staff:

- Responsible Business Dealings Policy
- Whistle Blower Policy
- EEO Anti Discrimination Policy
- Market Disclosure Policy
- Grievance Policy
- Hubify Gifts and Entertainment Policy