



Anti - Bribery and Corruption Policy

1. Introduction

AUB Group Limited, its subsidiaries and its controlled entities (collectively, **AUB Group**) are committed to creating a culture of integrity and conducting business in an honest and ethical manner. Consistent with AUB Group's values to be genuine, resourceful, aspirational and partnership and relationship driven, AUB Group has zero tolerance for bribery or corruption.

AUB Group will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which it, or anyone working on its behalf, operates. This is with a view to ensuring that no bribes or other corrupt payments, inducements (or similar) are made, offered, sought or obtained by AUB Group. This is achieved by the implementation of systems and controls; roles and responsibilities; authorities and permissions; monitoring, auditing and reporting.

2. Scope

2.1. Application of Policy

This Policy covers all of AUB Group's business, operations and transactions, regardless of where they occur and whether or not any particular conduct may be regarded as permitted, common or customary in a particular place or location.

2.2. Coverage of Policy

This Policy applies to AUB Group, its officers (including non-Executive Directors), employees, contractors, and authorised representatives (**AUB People or AUB Person**). This Policy applies to any activity undertaken in connection with employment or acting on behalf of AUB Group, regardless of the geographical location in which the activity occurs. It should be read in conjunction with AUB Group's other policies and procedures.

Those parts of AUB Group and AUB People that are subject to foreign or local laws and regulations that may conflict with this Policy and/or a related AUB Group Policy, are required to meet the more stringent standard as well as ensure compliance with applicable laws and regulations.

Business Partners of AUB Group are expected to have and comply with their own policies managing bribery and corruption risk (or, where appropriate, comply with this Policy).

AUB Group may request copies of a Business Partner's policies relating to bribery and corruption and related materials.

2.3. Policy Definitions

Term	Meaning
Bribe(s) / Bribery	<p>Involves offering, promising, giving or accepting any financial or other benefit or advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the benefit or advantage.</p> <p>A benefit or an advantage includes money, any property, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.</p> <p>Bribery includes the following activities:</p> <ul style="list-style-type: none"> • Offering, promising, giving, or causing to be offered, promised or given, a bribe, which includes facilitation payments. This is an example of 'active bribery'; • Requesting, agreeing to receive or accepting a bribe. This is an example of 'passive bribery'; • Acting as an intermediary (i.e. facilitating an act of bribery); and • Bribing Public Officials. <p>Bribery may be indicated by:</p> <ul style="list-style-type: none"> • Abnormal cash payments. • Pressure for payments to be made urgently or ahead of schedule. • An abnormally high commission percentage being paid to a particular entity. • Commission for an entity being paid into two different accounts for the same entity, often in different jurisdictions. • Private meetings with contractors, consultants or companies hoping to tender for contracts. • Lavish gifts being offered or received. <p>Factors that suggest a higher risk that financial crime is occurring include:</p> <ul style="list-style-type: none"> • Abusing a decision-making process or delegated powers. • Individuals who do not ever take time off (including when sick) or who insist on dealing with specific counterparties themselves. • Making unexpected or illogical decisions. • Agreeing contracts that are not favourable to the Group, or where the commercial rationale is unclear. • Unexplained preference for certain counterparties. • Bypassing normal processes and procedures. • Missing documents or records regarding meetings or decisions. <p>Bribery can be committed by third parties acting for or on behalf of AUB Group. AUB Group may be liable therefore for any Bribery carried out by any</p>

	appointed introducer, Business Partner, agent, or joint venture partner, regardless of the jurisdiction in which the Bribery may take place.
Business Partners	Individuals and non-controlled corporate entities associated with AUB Group, which perform services for or on behalf of AUB Group or its related bodies corporate. Business Partners include, but are not limited to, consultants, third party agents, third party introducers, referrers, brokers (not part of AUB Group), persons acting in a fiduciary capacity, service providers and joint venture entities and joint venture partners.
Corruption	Abuse of position and/or trust to obtain an improper advantage or gain.
Facilitation Payments	Payments to Public Officials to ensure or speed up performance of routine/necessary functions.
Gifts	Include physical items (such as 'free' products, flowers, wine, tickets to events and the like) as well as any intangible item of value, which are given to an individual (rather than being used in a hosted business context).
Hospitality	Includes invitations to business meals, entertainment, receptions, sports and cultural events hosted in a business context.
Kickback	An unauthorised or improper payment intended as compensation for preferential treatment or any other type of services received.
Public Official	<p>Any government or public employee, official or agent, in Australia, the United Kingdom, any other country (or part of any country) or an employee, official or agent of a public international organisation, including but not limited to:</p> <ul style="list-style-type: none"> • a person nominated as a candidate for the office of, currently holding, or formerly holding a legislative, executive, administrative or judicial office (whether appointed or elected); • an employee, official or contractor of, or person acting in an official function or capacity for a government or public body (including a military or police force), a government-owned or government-controlled enterprise (including a state owned enterprise), or a public international organisation; • a political party, party official or candidate for political office; • a person holding an appointment, position or office created by custom or convention, such as some tribal leaders or members of a royal family; • an actual or purported authorised intermediary or agent of a person covered by any of the above; or • close relatives or persons closely associated with any of the above.
Secret Commission	A financial or a non-financial benefit as an inducement to influence the conduct of the recipient which either party has not disclosed.
Travel	Circumstances where AUB Group pays the travel expenses (for example, flights, accommodation, and living expenses) of individuals who are not AUB People, or representatives.

3. Purpose

The purpose of this Policy is to set out how AUB Group detects, prevents, and mitigates bribery and corruption risks. The implementation of this Policy will be guided and enforced through AUB Group's local level minimum control standards and procedures. These standards and procedures ensure that all actions taken under this policy are consistent with local legal and regulatory requirements and are applied uniformly across all operations.

4. Policy Statement

AUB Group and AUB People must not:

- (a) pay, offer, promise or accept, directly or indirectly, any Bribe, Kickback, Secret Commission, Facilitation Payment, or other form of improper payment (however small), or otherwise breach applicable anti-corruption laws (see section 5.1 below);
- (b) make political donations on behalf of AUB Group (see section 5.2 below);
- (c) make any charitable or community donations or sponsorships which are or could be perceived as Bribes, or otherwise in a manner contrary to this Policy (see section 5.3 below);
- (d) offer, provide or accept Gifts, Hospitality, Travel or other benefits in a manner contrary to this Policy or other relevant AUB Group Policies including any applicable Gifts and Entertainment Policy (see section 5.4 below);
- (e) engage or deal with a Business Partner in a manner contrary to this Policy, including engaging or making a payment to a Business Partner knowing or suspecting the Business Partner may use or offer all or a portion of the payment directly or indirectly as a Bribe, Kickback, Secret Commission or other form of improper payment (see section 5.5 below);
- (f) enter new business ventures or invest in new companies or countries in a manner contrary to this Policy (see section 5.6 below);
- (g) falsify or mis-describe any book, record or account relating to AUB Group's business. All receipts and expenditures must be supported by documents that describe them accurately and properly; or
- (h) cause, direct, encourage, tolerate or authorise any of the above conduct, or any other conduct or a corporate culture which is inconsistent with this Policy or any applicable anti-bribery or anti-corruption laws.
- (i) AUB People must not do any of the above in their 'personal capacity' to evade the requirements of this Policy.

AUB People must also not do any of the above simply because to provide the benefit, may be, or be perceived to be, customary or necessary.

AUB People must keep accurate and complete written records of all steps that have been taken towards compliance with these standards. The records must be forwarded to the person's manager.

5. Overall expectations

5.1. Bribery and Facilitation Payments

AUB People must not:

- (a) commit, cause, authorise, be a party to, or be in any way involved in any Bribery or Corruption, or otherwise breach relevant anti-corruption laws; or
- (b) promise, offer, provide (or cause to be provided) any Bribe, Facilitation Payment, Kickback, Secret Commission or other form of improper payment (however small) in order to obtain any business, benefit or an advantage for AUB Group, for themselves, or for others.

5.2. Political Donations

AUB People must not on behalf of AUB Group grant financial or other support to political parties, political campaigns, or individual politicians, or make payments to attend political events as this could be perceived as an attempt to gain improper business advantage.

AUB People may exercise their personal right to participate in political and democratic processes. However, AUB People must not engage in actions that could cause someone to believe that such actions reflect the views or position of AUB Group.

AUB People may make personal donations provided such payments are not purported to be made on behalf of AUB Group and are not made to obtain any form of advantage for AUB Group.

5.3. Charitable or Community Donations or Sponsorships

Charitable and community donations or sponsorships can in some circumstances be used as a disguise for Bribery, for example where a donation is provided to a 'charity' which is controlled by a person who is in a position to make decisions affecting AUB Group. AUB People must ensure through due diligence and transparency that charitable and community donations or sponsorships do not constitute Bribery.

AUB People who wish to make charitable or community donations on their own behalf must make it clear that they are not doing so on behalf of AUB Group.

All charitable or community donations or sponsorships made on behalf of AUB Group must:

- (a) follow AUB Group's applicable internal processes;
- (b) be documented, with all records retained; and
- (c) must not under any circumstances be made in cash.

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

5.4. Gifts, Hospitality, Travel and Other Benefits

AUB People must not offer, provide or receive any Gift, Hospitality, Travel or other benefit that may be perceived to improperly influence a relationship or decision affecting AUB Group or its business.

AUB People must obtain approval in advance (in accordance with AUB Group's internal processes) for:

- (a) all third-party Gift, Hospitality or other benefits (either giving or receiving) above the monetary threshold on either an occurrence basis or aggregate basis; and
- (b) all Travel for individuals who are not AUB People.

The following guidelines apply at all times, and do not change during traditional gift-giving seasons. Gifts, Hospitality, Travel and other benefits provided to third parties must:

- (c) be in accordance with AUB Group's internal processes (including where approval and disclosure is required);
- (d) never consist of cash or cash equivalents; e.g., gift vouchers or gift cards;
- (e) be reasonable and of modest value, both in isolation and in aggregate when considered in the context of other Gifts and Hospitality offered to the same recipient over the course of the calendar year;
- (f) be appropriate and consistent with reasonable business practice and should be proportionate to the matters to which they relate;
- (g) be provided only for the purpose of building or maintaining business relationships or normal courtesy, and never be offered for something in return;
- (h) be provided in an open and transparent manner, and never be offered if full transparency and disclosure would cause embarrassment or reputational damage to AUB Group or the recipient;

Caution must be exercised if the recipient of any Gift, Hospitality, Travel or other benefit is a Public Official. In addition to the guidelines above, where Gifts, Hospitality, Travel or other benefits are provided to a Public Official, AUB People must ensure that they are:

- (i) approved in accordance with the AUB Group's internal processes;
- (j) permissible under all applicable laws, rules and regulations; and
- (k) within any monetary limits, and comply with any disclosure obligations, imposed by the recipient's organisation or applicable local laws. AUB People should check whether the recipient's organisation or applicable local laws impose any such limits or disclosure requirements.

Determination of (a) and (b) must be made in accordance with AUB Group's internal processes.

5.5. Engaging and Dealing with Business Partners

AUB Group expects its Business Partners to comply with all applicable anti-bribery and anti-corruption laws and regulations.

AUB People must not engage or make a payment to a Business Partner knowing or suspecting they may use or offer all or a portion of the payment directly or indirectly as a Bribe, Kickback, Secret Commission or other form of improper payment.

To minimise the risk of Business Partners engaging in inappropriate conduct, AUB People must:

- (a) follow AUB Group's internal processes before appointing a Business Partner and during the course of that appointment (adopting a risk-based approach);

- (b) always conduct appropriate and proportionate due diligence when selecting a Business Partner;
- (c) take reasonable steps to ensure that Business Partners have and comply with policies and procedures managing bribery and corruption risk, informed by the nature of the risk they pose;
- (d) ensure that all fees and expenses paid to Business Partners (including any commissions and success fees), or paid by Business Partners on AUB Group's behalf, represent appropriate and justifiable remuneration, which is transparent, commercially reasonable under the circumstances, and for legitimate services rendered;
- (e) ensure that all fees and expenses are paid to the Business Partners themselves (and to an account in their name in their principal place of business);
- (f) record the relationship in a written agreement, which must be approved in accordance with AUB Group's Delegations of Authority Policy and which seek to appropriately mitigate the bribery and corruption risks to AUB Group;
- (g) reserve the right to terminate the relationship in the event that a Business Partner violates this Policy;
- (h) keep accurate financial records of all payments including accurate descriptions of the purpose of the payment; and
- (i) undertake reasonable monitoring of the services and records provided by the Business Partners.

5.6. New Countries and Business Ventures

Entry into new countries, new business ventures or new areas of operation, may pose additional risks from a Bribery and Corruption perspective.

In advance of undertaking new business, new business ventures or investing in new companies or countries, AUB Group will include in its due diligence and risk assessment process consideration of bribery and corruption risks and its ability to address any such risks.

5.7. Reporting Suspected or Actual Breaches

If an AUB Person becomes aware of any actual or suspected breach of this Policy, any relevant anti-bribery or anti-corruption laws, or any request or demand for any improper financial or other advantage, they must report this:

- (a) to their manager; and/or
- (b) in accordance with AUB Group's internal processes; and/or
- (c) in accordance with AUB Group's Whistleblower Policy; and/or
- (d) to the relevant Head of Compliance; and/or
- (e) to the Group Chief Legal and Risk Officer.

If after becoming aware of any actual or suspected breach of this Policy, or any relevant anti-bribery or anti-corruption laws an AUB Person fails to report this, they may face disciplinary action or other penalties including, in certain circumstances, dismissal or termination.

AUB Group will not permit retaliation of any kind against AUB People who have reported a suspected violation of this Policy in good faith. Any actual or attempted retaliation is also a breach of this Policy.

The AUB Group Board Audit and Risk Committee will be kept informed of any material breaches of this Policy.

5.8. Risk Assessments

AUB Group will undertake documented assessments of the bribery and corruption risks to which its business is exposed and the efficacy of its controls in mitigating and managing these risks.

These assessments will be overseen and reviewed periodically in accordance with AUB Group's internal processes.

5.9. Employee Due Diligence

AUB Group will undertake appropriate due diligence screening to identify and manage Anti-Bribery and Corruption risks on all AUB People prior to their commencement with AUB Group. AUB People holding certain roles will be screened on an ongoing basis in accordance with AUB Group's internal processes.

5.10. Communication and Training

AUB Group will ensure that all AUB People are informed about this Policy, and receive Anti-Bribery and Corruption training.

AUB Group will provide targeted and/or additional Anti-Bribery and Corruption training to AUB People holding certain roles and responsibilities and/or operating in certain regions. All such communications and training will be in a form and frequency appropriate to those roles, responsibilities and regions.

A copy of this Policy will also be publicly available on AUB Group's website.

This Policy forms part of the Group Risk Management Framework. Compliance with this Policy supports the Group in meeting its obligations under each jurisdiction's regulatory requirements.

6. Responsibilities

All AUB People have a responsibility when it comes to preventing and reporting suspected instances of Bribery or Corruption.

Managers are responsible for communicating this Policy and ensuring that all AUB People within their area of responsibility understand and comply with the prohibitions and requirements in this Policy.

The AUB Group Board, supported by the AUB Group Board Audit and Risk Committee and AUB Group management, has ultimate responsibility for demonstrating and promoting a pro-compliance culture that has zero tolerance for bribery and corruption, understanding the nature and extent of bribery and corruption risks to which the business is exposed, and overseeing the implementation and monitoring of appropriate and properly resourced processes and controls to effectively and efficiently manage those risks,.

The relevant Head of Compliance is responsible for ensuring the continued effectiveness of and compliance with AUB Group's internal anti-bribery and anti-corruption processes applicable to their business unit and escalating concerns about the effectiveness of this Policy and related processes to the AUB Group Board Audit and Risk Committee.

Refer to the below table for details of responsibilities under AUB Group’s Risk Framework.

Role	Responsibilities
Risk Management Executive Committee (Governance)	Overseeing the Anti-Bribery and Corruption policy, and reviewing if it meets regulatory requirements and is fit for purpose. Reviewing breaches and ensuring appropriate action is taken.
Line Manager (Line 1)	Maintaining internal processes and controls supporting compliance with the Policy requirements.
Risk Management (Line 2)	Providing advice on whether the Policy and framework aligns with Board Risk Appetite Statement (RAS). Monitoring BU compliance with this Policy in accordance with the Group Risk Management Approach.
Internal Audit (Line 3)	Providing independent assurance that the governance and internal control processes around Anti-Bribery and Corruption are operating effectively.

7. Consequences

AUB People will not be penalised, or be subject to other adverse consequences, for refusing to pay Bribes, or for refusing to engage in any other conduct which would be a breach of this Policy, even if that refusal may affect AUB Group’s business.

Failure to comply with this Policy may lead to disciplinary action or other penalties including incentive outcome consequences, and in certain circumstances, immediate dismissal or termination. Conduct in violation of this Policy may also breach applicable anti-Corruption laws and result in serious criminal or civil penalties, including fines and imprisonment, as well as having significant reputational and ongoing business consequences for AUB Group and/or the AUB Person involved in the relevant conduct.

Relevant regulators and Courts may also impose fines on AUB Group, including for inadequate systems and controls to mitigate and counter financial crime.

AUB People must cooperate fully and openly with any investigation by AUB Group into alleged or suspected Corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information is a breach of this Policy.

8. Exceptions and Variations from Policy Requirements

AUB People will not be penalised for providing a payment or benefit in circumstances where they fear imminent physical injury to themselves or another person if the payment or benefit is not provided.

If any payment or benefit is provided in these circumstances, you must:

- (a) immediately report it to the Group Chief Legal and Risk Officer (and ideally in advance of making the payment, if practicable); and
- (b) promptly record it (including the amount and date of the payment or identification of the benefit provided, the identity of the person to and by whom it was made, and the circumstances in which it was made).

Any other variations from the requirements in this Policy must be approved in advance by the Group Chief Legal and Risk Officer.

9. Supporting Documents

- Conflicts of Interest and Related Parties Policy

10. Document Control

The Board Audit and Risk Committee will periodically review this Policy (at least on an annual basis) to ensure it remains appropriate to AUB Group and its ongoing effectiveness and consistency with AUB Group’s objectives and responsibilities.

Any amendments to the Policy are to be approved by the Board.

The Chief Legal and Risk Officer is responsible for the up-keep, distribution and publication of this document.

Term	Meaning
Author	Head of Compliance
1 st Approver	Chief Legal and Risk Officer
2 nd Approver	AUB Group Limited Board
Exemption Authority	Board Audit and Risk Committee
Owner	Group Company Secretary
Support	Legal, Risk and Compliance
Review Cycle	Annual
Next Review Date	September 2025

Version	Approval Date	Effective Date	Details
1.0	30 June 2020	1 July 2020	Policy approved by AUB Group Limited Board.
2.0	10 December 2020	10 December 2020	Policy approved by AUB Group Limited Board.
3.0	30 October 2024	1 November 2024	Policy approved by AUB Group Limited Board.