

CA ANZ ANTI-BRIBERY AND CORRUPTION POLICY

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POLICY STATEMENT

CA ANZ is committed to ensuring compliance with ABC Obligations in the countries in which it operates. This means that CA ANZ is committed to conducting its business with honesty and integrity and to ensure high ethical standards are demonstrated in our actions and business relationships.

POLICY PURPOSE

This ABC policy sets the minimum standards of conduct expected for the CA ANZ Group to ensure that it complies with its ABC Obligations.

Failure by the CA ANZ Group to comply with relevant ABC Obligations exposes the organisation to significant legal and regulatory action, reputational damage and financial loss (including serious criminal and civil penalties). In addition, CA ANZ People who are involved in or have facilitated Bribery and/or Corruption activities or failed to take reasonable steps to prevent and/or report those activities, could face personal criminal action, civil action and/or dismissal.

POLICY

1. SCOPE

- 1.1. This policy applies:
 - (a) to all CA ANZ People which is defined in this policy to include all employees, contractors, contingent workers, directors, office bearers, governance committee members and anyone else who represents CA ANZ.
 - (b) to the CA ANZ Group, including to its branches and all subsidiaries and affiliates over which it exercises control;
 - (c) to all jurisdictions where CA ANZ operates and to all CA ANZ business and transactions, regardless of where it takes place in the world.
- 1.2. Capitalised terms have the meanings given in the Dictionary contained in section 6.
- 1.3. Divisions and individual business units may create their own documents, such as policies, processes and guidelines to support compliance with this policy. These documents must fully comply with this policy and the standards it contains at a minimum but may impose more stringent requirements. Where this occurs, the division or business unit must provide their CA ANZ People with sufficient training and information to ensure they understand what is required of them.

2. KEY PRINCIPLES AND STANDARDS

- 2.1. The following key principles and standards govern the CA ANZ Group's approach to meeting its ABC Obligations:
- (a) CA ANZ is committed to ensuring compliance with all applicable laws that relate to Anti-Bribery and Corruption in the jurisdiction in which it operates (see Schedule 1).
 - (b) CA ANZ is committed to international best practice and does not tolerate any form of Bribery or Corruption, regardless of local customs or any different or typical business practices in countries where it has operations.
 - (c) CA ANZ will forego business opportunities that breach or may breach ABC Obligations or the standards in this policy.
 - (d) CA ANZ People are not permitted, either directly or indirectly, to give, offer, accept, promise, request or authorise a Bribe, or engage in or facilitate Corruption or corrupt practices.
 - (e) CA ANZ People are prohibited from making or supporting Facilitation Payments made directly or on behalf of CA ANZ.
 - (f) CA ANZ People may not accept sponsored travel or accommodation without the prior approval of the CEO, or in the case of the CEO, the approval of the Chair of the CA ANZ Board.
 - (g) CA ANZ People are prohibited from offering or receiving gifts, hospitality or entertainment where these are unreasonable, excessive (whether in frequency and/or in value), disproportionate and not offered or accepted in good faith and without the expectation of receiving a commercial advantage. CA ANZ People will not accept any gift, hospitality or entertainment that exceeds the Monetary Limit without the prior approval of their people manager. CA ANZ People must also promptly declare any gifts, hospitality or entertainment which exceed the Monetary Limit by completing the Gift and Hospitality Declaration form ([here](#)) and providing it to the Risk and Compliance team for inclusion on CA ANZ's Gift & Hospitality Register. If there is any doubt as to the Monetary Value, CA ANZ People should seek approval and declare any gifts, hospitality or entertainment.
 - (h) CA ANZ People are prohibited from making political donations and contributions on behalf of the CA ANZ Group without the prior approval of the Chair of the CA ANZ board of directors. CA ANZ may engage in the political process, provided it is in a manner that is open, transparent and in accordance with its role as an advocate for public good. CA ANZ People may exercise their personal right to participate in the political process by making political donations, provided that such donations are made strictly in their private capacity.
 - (i) CA ANZ People may only make charitable donations on behalf of the CA ANZ Group where they have received prior approval from their Group Executive or the CEO and which are within the delegation of financial authority approved by the Board. CA ANZ People must take care to ensure that charitable donations are not used to disguise corrupt payments or Bribes. CA ANZ People who wish to make charitable donations on their own behalf must make clear that they are doing so in a private capacity.
 - (j) CA ANZ Group requires that Third Parties that act on its behalf do not engage in, or facilitate, any conduct that breaches ABC Obligations. When conducting business with Third Parties, CA ANZ People must perform a reasonable risk-based due

diligence assessment of Third Party ABC risk and must ensure that contracts with Third Parties are properly documented and contain appropriate clauses to manage Third Party ABC risk. Due diligence must be updated where there are changes in business relationships or other material changes. When engaging a Third Party, CA ANZ People must also comply with CA ANZ's procurement policies and have regard to the conflict of interest requirements contained in the CA ANZ Code of Conduct.

- (k) CA ANZ Group requires that Third Parties that act on its behalf disclose the use of subcontractors or suppliers that may pose or appear to pose ABC risk. CA ANZ Group requires Third Parties that act on its behalf to maintain transparency of subcontractors and suppliers used to deliver products and services to CA ANZ.
- (l) CA ANZ will maintain accurate records relating to its dealings with Third Parties (including due diligence records). No accounts may be kept "*off the books*" to facilitate or conceal improper payments.
- (m) The Group Executive People & Culture is appointed as the ABC Officer and is authorised to investigate and take action where Bribery or Corruption is identified and to report matters through appropriate internal and external channels. CA ANZ People must promptly report any suspected breaches of this policy or associated issues with the ABC Officer, their people manager, People & Culture or through CA ANZ's third party anonymous whistleblowing reporting service, Whispli, which can be accessed at <https://charteredaccountantsanz.whispli.com/report>.

3. COMMUNICATION, TRAINING AND IMPLEMENTATION

- 3.1. CA ANZ People will receive training on this policy as part of their induction to CA ANZ. Training sessions will also be provided when there is a material change to the policy.
- 3.2. The CEO and Executive Team are responsible for ensuring that the minimum standards contained in this policy are communicated to CA ANZ People and embedded operationally across the CA ANZ Group. Members of the Executive Team are responsible for implementing any additional policies, processes or guidelines that they consider appropriate to ensure the minimum standards in this policy are met given the nature and type of transactions undertaken by their division.
- 3.3. CA ANZ People are responsible for understanding and complying with the minimum standards in this policy. This includes:
 - (a) attending and participating in relevant training sessions;
 - (b) locating and reading policy communications that are issued;
 - (c) promptly reporting suspected or actual incidences of Bribery, Corruption or Facilitation Payments; and
 - (d) co-operating and assisting with any investigation.

4. CONSEQUENCE OF BREACH

- 4.1. CA ANZ has zero tolerance for conduct in breach of this policy.
- 4.2. Failure to comply with the minimum standards set by this policy will be regarded as serious misconduct and may lead to disciplinary action up to and including dismissal, termination of employment or legal action. CA ANZ People must cooperate fully and openly with any investigation by CA ANZ in relation to alleged or suspected Bribery or Corruption. Failure to cooperate or to provide truthful information will be regarded as serious misconduct and may lead to disciplinary action, including dismissal or termination.

5. APPROVAL OF POLICY

- 5.1. This ABC Policy and any material changes to it will be approved by the CA ANZ Board and formally adopted by the board of each CA ANZ subsidiary. It will be reviewed at least annually.

6. DICTIONARY

In this policy, defined terms are capitalised and have the following meaning:

ABC	Anti-Bribery and Corruption
ABC Obligations	The legal and regulatory obligations that CA ANZ must comply with in the countries within which it operates, with key legislation listed in Schedule 1.
Bribe or Bribery	<p>Bribery involves improperly inducing, offering, promising, providing, accepting or soliciting a benefit or something of value to obtain or retain a commercial or personal advantage or to induce or reward improper conduct. This includes arrangements where the benefit or value is received indirectly, for example by being provided to a family member.</p> <p>Bribery occurs where a person provides, or causes a benefit to be provided to another person, or makes an offer to do so and the benefit is not legitimately due to the other person and is given with the intention of influencing that person to act improperly.</p> <p>Bribery may involve private individuals, public officials, private and state-owned entities.</p> <p>Bribes can take the form of cash, cash equivalents, other benefits such as gifts, hospitality or entertainment of the provision of favours.</p>
CA ANZ	Chartered Accountants Australia and New Zealand (ABN 50 084 642 571).
CA ANZ People	CA ANZ include all employees, contractors, contingent works, directors, office bearers, governance committee members and anyone else who represents the CA ANZ Group.

CA ANZ Group	CA ANZ and its branches, subsidiaries and affiliates over which it exercises control, including the New Zealand Institute of Chartered Accountants.
Corruption	<p>Corruption is the abuse of entrusted power or position for private gain. This may involve the commission of an unlawful act, dishonest behaviour or acting for an improper purpose.</p> <p>Making or accepting a Bribe is a form of Corruption.</p>
Facilitation or Facilitation Payments	<p>Facilitation Payments are payments made to expedite or facilitate the performance by a public official of a routine governmental action, such as processing paperwork.</p> <p>Facilitation Payments are typically payments of low value demanded by public officials to provide services which they are required to provide in any event. They are illegal in most countries.</p> <p>Making a Facilitation Payment is a form of Corruption.</p>
Gift & Hospitality Register	The register maintained by the Risk and Compliance team.
Monetary Limit	This is the limit that applies to gifts, entertainment and hospitality which do not need to be declared or recorded in the Gifts & Hospitality Register and which is set at A\$100.
Third Party	<p>Any external party with whom the CA ANZ Group has, or intends, to establish a business or commercial relationship. A Third Party may include, but is not limited to:</p> <ul style="list-style-type: none"> • Suppliers and vendors; • Agents, advisers, brokers or intermediaries; • Sponsors or alliance partners; • Merger or acquisition targets, joint ventures, or partnerships; • Any person who performs services for or on behalf of the CA ANZ Group who does not meet the definition of a CA ANZ Employee.

SCHEDULE 1 – KEY LEGISLATION CONTAINING ABC OBLIGATIONS

Jurisdiction	Key ABC Legislation
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Australia	Commonwealth Criminal Code Act 1995 (Cth) Corporations Act 2001 Australian state legislation: <ul style="list-style-type: none"> • Crimes Act 1900 (NSW) • Crimes Act 1958 (Vic) • Criminal Law Consolidation Act 1935 (SA) • Criminal Code Act 1899 (QLD) • Criminal Code Compilation Act 1913 (WA) • Criminal Code Act 1924 (TAS) • Criminal Code 2002 (ACT) • Criminal Code Act 1983 (NT)
Hong Kong	Prevention of Bribery Ordinance (POBO) Companies Ordinance (CAP 622) Organised and Serious Crimes Ordinance (CAP 455)
Malaysia	Malaysia Anti-Corruption Commission Act 2009
New Zealand	Crimes Act 1961 Secret Commissions Act 1910 NZ Companies Code 1993
Singapore	Prevention of Corruption Act (CAP 241) Penal Code (CAP 224)
United Kingdom	Bribery Act 2010 Theft Act 1968 Companies Act 2006

Document History			
Version	Approved By (Name, Division)	Reviewed By (Name, Division)	Change History
1	CA ANZ Board	Mark O'Sullivan, Finance	New Policy