

1 DEFINITIONS

Material Gift means any gift, including food, drink and entertainment, valued at more than \$400.

Over the Wire means Over the Wire Holdings Limited and its Related Bodies Corporate.

Personnel includes employees (part-time and full time, casual and permanent) and directors.

Related Bodies Corporate has the meaning given to the term in the *Corporations Act 2001 (Cth)*.

2 INTRODUCTION & SCOPE

2.1 Over the Wire promotes a culture of ethical conduct and a high standard of corporate governance, and believe bribery and corruption has no place in the way that Over the Wire conducts business.

2.2 This Policy is underpinned by Over the Wire’s core values:

- (a) Professionalism;
- (b) Team Work;
- (c) Responsiveness;
- (d) Accountability;
- (e) Empathy.

2.3 This Policy applies to all Personnel of Over the Wire.

2.4 This Policy should be read in conjunction with the Over the Wire Whistleblower Policy.

3 CORRUPTION AND BRIBERY CONDUCT PROHIBITED

3.1 Personnel must not give or offer anything of value (including payments, material gifts, donations, sponsorship, credit, waiver of debt, employment or engagement) to any person to induce or secure a personal or business advantage.

3.2 A personal or business advantage may include, but is not limited to,:

- (a) winning a tender;
- (b) attracting new business or keeping existing business;
- (c) encouraging or securing execution of an agreement;
- (d) making a favourable decision;
- (e) waiving a debt, fine or other liability;
- (f) expediting an outcome;

(g) undisclosed commissions.

3.3 Giving or offering anything of value to induce or secure a personal or business advantage is prohibited even if such gift or offer is funded by Over the Wire, individual Personnel or any person or entity over which the relevant Over the Wire Personnel has an interest or influence.

3.4 If there is any doubt as to whether conduct may amount to bribery or corruption, Over the Wire Personnel should seek advice from their manager, HR Manager, General Counsel or Company Secretary.

4 ACCEPTABLE GIFTS

4.1 Over the Wire understand that it is common business practice to give and receive gifts, including meals, drinks and entertainment, and in many circumstances the giving or receiving of such gifts are acceptable. Acceptable gifts:

- (a) do not place the recipient under any obligation;
- (b) do not elicit any expectation in the giver;
- (c) are documented (where applicable);
- (d) of a reasonable value in the circumstances.

5 REPORTING BRIBERY AND CORRUPTION (INCLUDING ATTEMPTED BRIBERY AND CORRUPTION)

5.1 If Over the Wire Personnel:

- (a) are offered;
- (b) requested or demanded to give; or
- (c) become aware of any other Over the Wire Personnel who have been offered or requested to give;

anything of value to induce or secure a personal or business advantage, the Personnel must report that conduct to Over the Wire’s Company Secretary, HR Manager and/or General Counsel.

5.2 All Over the Wire Personnel must comply with any relevant reporting and approval processes for gifts, entertainment or hospitality, and ensure that their input to any such records is accurate.

5.3 Any Personnel who reports a suspected breach of this policy will have the benefit of the Over the Wire Whistleblower Policy.

6 CONSEQUENCES OF BREACHING THIS POLICY

6.1 It is a condition of employment that all employees must at all times comply with this Policy, and a breach of this Policy may be considered a breach of the Employment Agreement. In case of serious breaches, employment or engagement with Over the Wire may be terminated.

6.2 Due to the potential for serious consequences to persons subject of an allegation of bribery or corruption, it is imperative that any report made under this Policy is made in good faith, with a reasonable belief that the information provided is correct. Any deliberately made false allegation will be treated as a serious disciplinary matter.

6.3 Bribery and corruption are serious matters and may expose an individual to criminal or civil liability, which could result in significant financial penalty and/or imprisonment. Where appropriate, allegations of bribery or corruption may be referred to regulatory bodies or law enforcement agencies.