

Gifts, Entertainment and Hospitality Policy

Aussie Broadband Limited

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1. Introduction

1.1 Purpose of this policy

This is the Gifts, Entertainment and Hospitality Policy for Aussie Broadband. In the spirit of our no bullshit value, and because it is the right thing to do both legally and ethically, Aussie Broadband bans all forms of bribery and corruption.

This policy is to ensure that you do:

- (a) not give or accept gifts and/or benefits that will compromise, or appear to compromise, your integrity and objectivity in performing your duties,
- (b) not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest, and
- (c) not give or receive payment of a secret commission related to your work at Aussie Broadband.

Aussie Broadband will also:

- (a) educate our staff on what gifts and benefits are acceptable and unacceptable, and
- (b) promote investor confidence in the integrity of Aussie Broadband and its securities (which includes shares).

This policy also sets out the process to follow if there are concerns about non-compliance.

The laws that apply to this policy include:

- (a) the Australian Criminal Code Act 1995, and
- (b) any other state-based anti-bribery and corruption laws.

Further definitions are available in section 8.

1.2 Who does this policy apply to?

This policy applies to all of our people, including:

- (a) all officers, directors, associates, contractors, consultants and staff; and
- (b) contractors, consultants and relevant third parties.

All new staff and officers will receive a copy of this policy during induction, and a copy is available on our wiki.

You should read this policy in conjunction with the:

- (a) Statement of Values,
- (b) The Aussie Way document,
- (c) Code of Conduct,
- (d) Whistleblower Policy, and
- (e) any local laws or regulations about bribery and corruption.

2. Consequences of breaching this policy

There can be serious consequences for both Aussie Broadband and any of the individuals involved if this policy or relevant laws are breached.

Aussie Broadband could face significant fines or penalties, be excluded from tenders, and there is a real risk that people involved may also be sent to prison.

Other impacts could include:

- (a) damage to our reputation and subsequently our customer numbers,
- (b) Aussie Broadband would not be able to do business with government or public international organisations that require a declaration that Aussie Broadband have complied with the relevant laws,
- (c) increased regulatory scrutiny, and
- (d) potential breach of any contracts Aussie Broadband have that require us to comply with relevant laws, which may trigger termination rights, penalties and/or litigation.

3. Key principles of bribery and corruption

Bribery is a form of corruption and refers to the act of offering, giving, accepting, receiving or asking for money or something else of value to persuade someone to do something that you want them to do which is not legitimate.

Our staff are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

Staff should be aware that:

- (a) bribery is not limited to the public sector, it can also occur in the private sector,
- (b) bribery includes bribes made directly or indirectly (through an intermediary),
- (c) a bribe offered does not have to be accepted for an offence to be committed,
- (d) a bribe may be money or something else, and
- (e) bribery applies to both making and receiving.

4. Compliance process

Our compliance program:

- (a) raises awareness of anti-bribery and corruption risks,
- (b) delivers compliance training and promotes ethical business conduct,
- (c) maintains systems and procedures for giving, receiving and registering gifts and hospitality,
- (d) maintains systems and procedures for conducting due diligence on third parties,
- (e) ensures the Aussie Broadband's board of directors (Board) or a committee of the Board is notified of all material breaches of this Policy, and

- (f) investigates any reported suspicions of bribery or corruption involving Aussie Broadband.

Head of Risk and Compliance acts as an independent compliance function to prevent and minimise the risk of bribery and corruption in the Aussie Broadband's business dealings.

5. Responsibilities

5.1 Staff responsibilities

Staff must:

- (a) read, understand and comply with this policy,
- (b) act ethically and with integrity, avoiding even the appearance of doing the wrong thing,
- (c) attend and participate in training sessions about this policy,
- (d) maintain timely, accurate and complete records of all expenditures and payments, and
- (e) immediately report any suspicious activities in good faith to either their manager or any of the Whistleblower Protection Officers (as that term is defined in the Whistleblower Policy).

In addition, managers must also:

- (a) ensure all your staff understand their obligations under this policy,
- (b) never request or suggest that staff and/or third parties pursue or achieve business results at the expense of breaching this policy or an applicable law,
- (c) create an environment that enables and encourages others to raise concerns, and
- (d) respond appropriately to questions and concerns about this policy.

5.2 Record keeping

- (a) Aussie Broadband must keep financial records and have controls to explain the business reason for making payments to third parties.
- (b) All gifts and benefits valued at \$200 or more must be declared in our Gift and Entertainment Register.
- (c) You must ensure that all relevant expenses and claims specifically record the reason for the expenditure.
- (d) Documents about our dealings with third parties (accounts etc.) should be prepared and maintained with strict honesty, accuracy and completeness. No accounts can be kept 'off-book'.

6. Processes and procedures

6.1 Gifts and hospitality

It's important to note that gifts and hospitality made in good faith, and that seek to improve relationships is a valid part of our business. This policy does not intend to ban reasonable and proportionate gifts and hospitality for that purpose.

However, exchanges of gifts and hospitality made in the ordinary course of business may compromise, or appear to compromise, our judgement.

You must be cautious when giving or receiving gifts and hospitality, and must only do so where they are:

- (a) for a genuine purpose and given in the ordinary course of business,
- (b) reasonably proportionate and of a casual and occasional nature,
- (c) incidental to and for the express purpose of furthering a proper and professional relationship,
- (d) not for an improper purpose or improper performance,
- (e) not placing the recipient under any obligation,
- (f) not creating false expectations,
- (g) not made secretly without documentation,
- (h) appropriate to the relationship,
- (i) on an 'arm's length' basis with no special favours and no special arrangements, and
- (j) compliant with all applicable laws.

You must not offer, promise, give or authorise any gifts and hospitality to a public official or state owned entity unless approved in accordance with the Gifts and Hospitality Procedure and this Policy.

If you are involved in a tender process or bid discussion, you must not offer, promise, give, accept or receive any gifts and hospitality to/from any third party also involved.

All gifts and hospitality must be recorded accurately when you submit a purchase order or request reimbursement.

6.2 Travel and accommodation

You are responsible for ensuring that all business travel:

- (a) is legitimate (i.e. for reasonable business reasons), and
- (b) meets Aussie Broadband's travel policy requirements.

Staff cannot accept any travel and accommodation related gifts or hospitality from third parties, except in exceptional circumstances and when pre-approved in line with our gifts and hospitality procedure.

Aussie Broadband will not pay for or reimburse any third party's travel and accommodation costs unless pre-approved in line with our gifts and hospitality procedure.

6.3 Payments to third parties

Except for genuine and reasonable gifts and hospitality, anything offered, promised or given to third parties should be an appropriate and justifiable payment for legitimate services or products.

Unless authorised by the Managing Director or Chief Financial Officer, no payment to any third party may be offered, promised or made:

- (a) in cash (other than documented petty cash payments),
- (b) in cash equivalents such as a corporate credit card, gift card or shopping voucher, or
- (c) with corporate cheques payable to "cash", "bearer" or third-party designees of the party entitled to payment.

You must ensure that financial records (including invoices and receipts) clearly and accurately specify the recipient of the payment, the country of residence or operation of the recipient, and the purpose of the payment.

6.4 Third party due diligence

Aussie Broadband must take adequate steps to prevent bribery and corruption when Aussie Broadband engage with others.

Before engaging any third party, you must obtain approval from your Manager and follow the Aussie procurement processes.

You are responsible for reporting to your Manager any information that may increase the risk posed by an existing or proposed relationship between Aussie Broadband and a third party.

The Head of Risk and Compliance will perform periodic due diligence reviews on third parties.

6.5 Contract governance

All commercial arrangements must be clearly documented in writing and duly executed by Aussie Broadband and the relevant third party in accordance with the delegations of authority.

Agents and representatives shall not act on Aussie Broadband's behalf until a written agreement has been approved in line with our Delegation of Authority Policy.

6.6 Facilitation payments not permitted

A facilitation payment is a customary, unofficial minor payment to secure, expedite or facilitate a routine government action.

Aussie Broadband do not permit giving or receiving facilitation payments at any time.

6.7 Charitable contributions

Whilst personal donations are at the discretion of the individual, any donations to any cause or charity on behalf of Aussie Broadband must be approved by the Managing Director or their delegate.

Charitable donations on behalf of Aussie Broadband must be for approved causes and must not risk our reputation.

6.8 Political donations

Aussie Broadband will not make donations to political parties.

Staff must not provide any donation or financial contribution to any political party or candidate for an election, in a personal capacity, if such a donation or gift might be associated with Aussie Broadband.

6.9 Conflicts of interest

See our Code of Conduct available on the Aussie Broadband wiki for more information about conflicts of interest and how to deal with them.

6.10 Solicitation, extortion and personal safety payments

If a public official (or someone claiming to act on their behalf) attempts to solicit or extort anything of value from you, you must refuse and inform them that this is against company policy. You should then inform the Company Secretary immediately.

In relation to personal safety payments the matter should be referred immediately to the Managing Director.

6.11 Good faith reporting

In the spirit of no bullshit, Aussie Broadband encourage staff to raise any concerns they may have in good faith, and Aussie Broadband expects you to report all activity which does or may breach this policy or applicable laws.

To report suspicious activity, please contact your manager, the Company Secretary, or you can refer to our Whistleblower Policy, available on the Aussie Broadband wiki.

In line with the Whistleblower Policy, Aussie Broadband will act to protect you from retribution such as victimisation, adverse reaction or intimidation for reports made on reasonable grounds.

7. Review

The Board must review this policy with the assistance of the Company Secretary at least every two years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated committee.

The Company Secretary can make administrative and non-material amendments as long as the Board or its delegated committee is notified at or before its next meeting.

After a review, Aussie Broadband will:

- (a) widely communicate any changes to those covered by this policy, and
- (b) make the new version available on our Aussie Broadband wiki.

8. Definitions

Gifts, benefits, or advantages can take the form of gifts, loans, fees, rewards or other advantages. It may include but is not limited to: artwork, business, employment or investment opportunities (including jobs or internships for relatives), cash and cash

equivalents in any amount (such as gift cards or shopping vouchers), commissions, kickbacks, rebates, loans or other compensation, contractual rights or interest, discounts or credit, electronics, equipment, ex gratia payments and gratuities, hampers and alcohol, home/property improvements, in-kind services, jewellery, meals, entertainment, travel, accommodation and other hospitality (including the use of vacation facilities or hotels), payment of other expenses, political donations or charitable contributions, prizes or tickets to events, stocks, securities or participation in stock offerings, training and vehicles (or use of).

Gifts and hospitality means an advantage offered, promised, given, accepted or received to/from a third party that is:

- (a) for a genuine purpose and given in the ordinary course of business,
- (b) reasonably proportionate and of a casual and occasional nature,
- (c) incidental to and for the express purpose of further a proper and professional business relationship, and
- (d) not for an improper purpose or performance.

Improper performance means:

- (a) taking or failing to take any action, or
- (b) making a decision,

which in either case is illegal or in breach of an expectation, or duty of good faith, impartiality and/or trust.

Improper purpose means for the purpose of:

- (a) influencing or causing a person to act, perform or fail to act or perform in breach of a legal duty,
- (b) influencing or causing a person to abuse or misuse their position, or
- (c) securing an improper advantage, contract or concession.

Public official means:

- (a) an elected or non-elected official, officer, employee or contractor of any government (whether state, regional or local) or public international organisation (for example, the United Nations, the World Bank) or any agency, department or instrumentality thereof (including officers and employees of a state owned entity), controlled or operated by the government,
- (b) an official of a political party,
- (c) a candidate for political office,
- (d) a member of the police, customs, immigration, judiciary or other government agency, or

(e) a person acting on behalf of any of the above.

State owned entity means any entity that undertakes activities on behalf of an owner government (having at least 35% ownership in the entity), which includes government-owned corporations, state owned companies and enterprises, publicly owned corporations,

public/private partnerships, government business enterprises, commercial government agencies and public sector undertakings.

Third party means any individual or entity not employed or engaged by Aussie Broadband (i.e. not Aussie staff), and includes any joint venture partner, agent and representative, advisor, affiliate, contractor, consultant, intermediary, actual or potential customer, broker, dealer, distributor, supplier, service provider, vendor, shipping company or agent, customs agent, exported, shipper, consignee, receiver, public official or state owned entity.