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# ARIADNE

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## **ARIADNE AUSTRALIA LIMITED ANTI-BRIBERY & CORRUPTION POLICY**

### **1. Background**

- a. Ariadne Australian Limited (“Ariadne”) together with its controlled entities (the “Group”) is committed to complying with the laws and regulations in which its businesses operate and acting in an ethical manner, consistent with a strong culture of corporate governance, ethical conduct and sound business practices.
- b. The law prohibits different types of improper payments that may be made or received in business dealings, such as bribery and secret commissions. These types of payments are serious criminal offences in all state and federal jurisdictions of Australia as well as many countries worldwide. Improper payments are also inconsistent with Ariadne’s values of honesty, integrity, fairness and respect.
- c. This Anti-Bribery and Corruption Policy is intended to provide guidance on the laws applicable to the Group and its employees, with the aim of ensuring all staff understand, observe and uphold the prohibitions on bribery and corruption offences.

### **2. Purpose**

- a. The purpose of this policy is to set out the responsibilities of the Group and its staff with regard to the law against bribery and related offences and to provide and guidance on how to recognise and deal with instances of bribery and corruption.

### **3. Application**

- a. This policy applies to the Group and is binding on all current directors, officers and employees.
- b. To the extent required by law, this policy extends to persons who are or have been:
  - Contractors, suppliers and consultants who provide goods or services to the Group;
  - Directors, officers or employees; and
  - Relatives of such persons.
- c. All staff are required to adhere to Ariadne’s compliance policies and procedures. Non-adherence to this policy is taken seriously and may constitute a breach of applicable law.

## 4. What is bribery?

- a. There is no single legal definition of bribery as it constitutes an offence across multiple jurisdictions in both Australia and overseas<sup>1</sup>. For the purpose of this policy, bribery can be defined as the act of offering, promising, giving or accepting a benefit in circumstances where:
  - The intention is to influence a person (whether a public official or a person in the private sector) in the exercise of their duties or functions; and
  - It is done with the intention of obtaining business or personal advantage, that is not otherwise legitimately due.
- b. The benefit given or received may be money or other items of value. It may involve for example - non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or lavish corporate hospitality.
- c. Acts of bribery are designed to improperly influence an individual in the performance of their duty or function. The laws against bribery extend to both public and private sectors.
- d. For public officials, an individual or corporation will be liable even if the conduct constituting an offence did not occur in Australia if it involved an Australian official.<sup>2</sup>
- e. It is not relevant if the bribe is accepted or ultimately paid. Merely offering the bribe will usually be sufficient for an offence to be committed. Bribes may also be given directly or indirectly e.g. by using an agent or third party.
- f. Examples of non-cash bribes include, but are not limited to, the following:
  - Offering non-arm's length loans or similar financial benefits;
  - Creating phony jobs or "consulting" relationships;
  - Offering employment opportunities;
  - Obtain or retain a business arrangement;
  - Making a political contribution;
  - Making a charitable contribution; or
  - Providing gifts, travel, and hospitality.

## 5. What is corruption?

- a. Corruption is closely related to bribery and is the abuse of entrusted power for private gain. Specific corruption offences apply to public servants in New South Wales and other jurisdictions<sup>3</sup>. Corruption is a deliberate or intentional wrongdoing and affects a government official or public sector organisation.

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<sup>1</sup> E.g. New South Wales – Section 249B *Crimes Act 1900*

Victoria – section 176 *Crimes Act 1958*

Commonwealth – Part 7.6 of the *Criminal Code Act 1995* relating to bribery of domestic and foreign public officials.

<sup>2</sup> Section 70.2, *Criminal Code Act 1995*

<sup>3</sup> E.g. *Independent Commission Against Corruption Act 1988* (NSW)

## 6. What is a facilitation payment?

- a. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials to undertake routine functions they are otherwise obligated to perform. Examples include:
- Issuing permits;
  - Approving applications or issuing documents;
  - Releasing goods held in customs.
- b. The law relating to facilitation payments is complex. In general, facilitation payments are treated as bribes but certain defences (to the offence of bribery) may apply in particular circumstances where strict conditions are met<sup>4</sup>. Given the complexities involved in this area, all facilitation payments are to be treated as bribes and are prohibited.
- c. Further advice on facilitation payments may be sought from the Ariadne Company Secretary.

## 7. What is a secret commission?

- a. Secret commissions typically arise where a person or entity offers or gives a commission to an agent of another person (such as a supplier) which is not disclosed by either party to the principal. Secret commissions constitute a criminal offence across multiple jurisdictions both in and outside of Australia<sup>5</sup>.
- b. Both accepting and paying secret commissions is illegal. Secret commissions are sometimes called 'kickbacks'. Examples of secret commissions include:
- An employee (who has a role that manages an external supplier) accepts cash from that external service provider for ensuring the supply contact is renewed; and
  - The person charged with selecting a contract for his employer agrees to select a certain company from others after receiving an expensive gift.

## 8. Prohibition on bribes, secret commissions, corruption and facilitation payments

- a. All staff are strictly forbidden from:
- Offering or accepting bribes;
  - Making facilitation payments or otherwise inducing such payments;
  - Corrupting or attempting to corrupt a public official; and
  - Paying or receiving secret commissions to or from any person or entity.

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<sup>4</sup> Section 70(2) *Criminal Code Act 1995* (C'th)

<sup>5</sup> *Secret Commissions Act 1905* (C'th)

*Crimes (Secret Commissions) Amendment Act 1987* (NSW)

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## **9. Dealing with third parties**

- a. It is important when proposing to engage potential service providers, Ariadne consider the risk relating to bribery and corruption issues. Service providers may include suppliers, agents, distributors, purchasers or contractors.
- b. Third parties that pose particular risk to Ariadne of breaching anti-bribery laws include those that operate in developing or emerging economies (which includes many Asian or African countries) and are involved in negotiating any business arrangements or transactions with the public or private sector on behalf of the Group.
- c. The Company Secretary is responsible for determining which third parties (“high risk third parties”) require specific anti-bribery controls. The Company Secretary will make that determination having regard to this policy and the nature and location of the work being undertaken by those third parties, and in accordance with any guidelines issued by Ariadne from time to time.

## **10. Charitable donations**

- a. Ariadne allows employees to support causes and charities of their choice of charity partners. Charitable support and donations are acceptable and encouraged whether of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.
- b. Ariadne will only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

## **11. Attendance at political functions**

- a. Attendance at party-political functions is permitted where there is a legitimate business reason. Attendance at these functions must be approved by the Executive Director or Chairman. A record of attendance (and the cost of attendance) is to be maintained by the Ariadne Company Secretary.

## **12. Political lobbying**

- a. From time to time, Ariadne engages in debate on policy and shares its view on policy matters which relate to the Group’s business and activities. This activity may only be done by authorised employees and must be done in a manner which is consistent with Ariadne’s values and this policy.

## **13. Sponsored travel**

- a. Ariadne prohibits the payment of travel and travel related expenses for government officials (unless such payment has been approved by the Executive Director or Chairman).
- b. The Executive Director or Chairman may grant exceptions to the general prohibition provided:
  - The payment is for reasonable and bona fide expenditure properly incurred in relation to travel or travel related activity; and

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- The travel is directly related to the promotion, demonstration or explanation of the Group's business, products or services or directly related to the performance of a contract with a government or government owned organisation.

## **14. Whistleblowers**

- a. Ariadne is committed to creating a culture that encourages the reporting of unlawful or unethical behaviour which may include suspected bribery, corruption or secret commissions.
- b. Ariadne has a Whistleblower Policy which provides guidance on reporting wrongdoing to certain designated senior staff of the Group in a safe environment where identify and confidentiality are protected.

## **15. Board responsibility**

- a. The Board of Ariadne is ultimately responsible for the legal rights and obligations of the Group and for implementing this Anti-Bribery and Corruption Policy that adequately addresses the requirements of the relevant legislation.
- b. The Board has delegated day-to-day responsibility for this policy to the Company Secretary.

## **16. Audit Risk Management Committee ('ARMC')**

- a. Is responsible for the oversight of this policy and for providing guidance in relation to the management of this policy.
- b. The ARMC also provides oversight of all risk management activities across the Group including compliance with relevant legislation.
- c. The ARMC is required to meet not less than twice yearly or at such other times as required. Typically, the ARMC meets quarterly.

## **17. Company Secretary**

- a. The Company Secretary is responsible for advising and guiding Ariadne on matters relating to this policy. Responsibilities include:
  - Monitoring compliance with this policy;
  - Record keeping relating to Gifts, Benefits and other matters relating to the operation of this policy;
  - Reviewing this policy on a biennial basis; and
  - Investigating and reporting breaches as necessary to the ARMC and Ariadne board.

## **18. All Staff**

- a. All employees should be aware of their rights and obligations outlined in this policy.

## **19. Reporting**

- a. Reporting on this policy will be provided on an 'as-needed' basis to the Board and to the AMRC.

## **20. Associated policies and related documents**

- Code of Conduct
- Whistleblower Policy
  
- In designing this policy, consideration has been given to the following documents:
  - *Corporations Act 2001 (C'th)*
  - *ASX Corporate Governance Council's Principles – 4<sup>th</sup> edition*

## **21. Review frequency**

- a. Ariadne's Anti-Bribery & Corruption Policy is required to be monitored on an ongoing basis to ensure it remains appropriate.
- b. The policy is required to be reviewed at least biennially by the ARMC and recommended changes to be approved by the Board.

## **22. Approval Process**

- a. The Anti-Bribery & Corruption Policy may be amended as part of the scheduled biennial review process or when a material business change or process change occurs or when amendments are requested. The Company Secretary has overall responsibility for administering the review programme of this policy.
- b. The policy will be approved by the Ariadne board and adopted by each relevant operating entity.

## **23. How this policy will be made available.**

- a. This policy will be available on Ariadne's website.