



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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INFOMEDIA LTD

3 Minna Close, Belrose NSW 2085, Australia
+61 2 9454 1300 | www.infomedia.com.au

1. POLICY APPLICATION

- 1.1. In this policy, a reference to '**Infomedia**' is a reference to Infomedia Ltd ACN 003 326 243 and its related bodies corporate, including without limitation, all subsidiary companies.
- 1.2. Infomedia is committed to complying with applicable anti-bribery and anti-corruption laws and upholding the principles of honesty, integrity, fairness and respect.
- 1.3. This policy applies to all directors, officers, employees and contractors of Infomedia, whether permanent, fixed term or temporary (**Infomedia personnel**) and all suppliers making a supply to Infomedia.
- 1.4. The Chief Financial Officer shall act as the Anti-Bribery Officer for the purposes of this policy.

2. POLICY STATEMENT

- 2.1. The purpose of this policy is to:
 - 2.1.1. outline the responsibilities of Infomedia personnel in recognising and dealing with bribery and other related improper conduct;
 - 2.1.2. ensure Infomedia has methods in place to prevent and detect bribery and corruption; and
 - 2.1.3. provide information and guidance on how Infomedia personnel can recognise and address instances of bribery and corruption.

3. BRIBERY

- 3.1. **Bribery** is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical, represents a conflict of interest or a breach of trust.
- 3.2. A **bribe** is an inducement or reward offered, promised or provided in or order to gain any commercial, contractual, regulatory or personal advantage.
- 3.3. Bribery can:
 - 3.3.1. take many forms including cash, non-cash gifts, lavish entertainment or hospitality or other rewards or benefits; and
 - 3.3.2. be direct (e.g. a person gives a bribe to another person) or indirect (e.g. a person procures an intermediary to give a bribe to another person). Infomedia personnel must not give, offer, promise, request or accept a bribe or facilitate a bribe between other persons. Infomedia will not, under any circumstances, approve of any offers, or make, request or receive an irregular payment or other thing of value for the direct, or indirect purpose of obtaining a business advantage.

4. FACILITATION PAYMENTS, KICKBACKS SECRET COMMISSIONS AND MONEY LAUNDERING

- 4.1. **Facilitation payments** are small, unofficial payments made to secure or expedite a government action by a government official or employee.
- 4.2. **Kickbacks** are payments made in exchange for a business favour or advantage and can include discounts or other types of cash incentives.
- 4.3. **Secret commissions** arise where a person or entity offers or gives a commission to an agent of another person or entity (the **Recipient**) that is:
 - 4.3.1. not disclosed by the Recipient to the Recipient's principal; and
 - 4.3.2. given as an inducement to influence the conduct of the principal's business.
- 4.4. **Money laundering** is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.
- 4.5. Infomedia personnel must not make any facilitation payments, offer or accept kickbacks or secret commissions, or knowingly become involved in money laundering, under any circumstances.

5. OFFERING OR ACCEPTING GIFTS, HOSPITALITY AND/OR ENTERTAINMENT

- 5.1. Infomedia recognises that offering and accepting gifts, hospitality or entertainment of moderate value is in accordance with local business customs and practices. Under no circumstances should Infomedia personnel actively solicit or request gifts, entertainment, or favours of any value from third parties.
- 5.2. Infomedia prohibits the offering or acceptance of gifts, hospitality or entertainment in circumstances which could be considered to give rise to undue influence.
- 5.3. The offering or acceptance of gifts, entertainment or hospitality is only permitted in circumstances where **all** of the following requirements are met:
 - 5.3.1. it is done for the sole purpose of building a professional relationship;
 - 5.3.2. it cannot be reasonably construed as an attempt to improperly influence the performance of the duties of the recipient;
 - 5.3.3. it complies with local laws of the jurisdiction in which the gift or hospitality is conferred;
 - 5.3.4. the value and nature of the gift is reasonable and justifiable, rather than lavish and extraordinary;
 - 5.3.5. it is given openly, transparently and appropriately documented in the Gift Register. The giving of secret and undocumented gifts is open to question;
 - 5.3.6. it does not include cash, loans or cash equivalents (for example, gift certificates or gift vouchers); and
 - 5.3.7. nothing is specifically expected or demanded in return.
- 5.4. **Gift Registration Thresholds:** Approval for the offering, or acceptance of, any gifts, hospitality or entertainment above AUD \$200 (or equivalent in local currency) may only be provided by the CEO and, for the CEO, by the Chairman, and must be disclosed in the Company's Gift Register. (**Gift Registration Threshold**). Gifts or other benefits are to be considered holistically and should not be broken down into parts in an attempt to avoid the Gift Registration Threshold, nor should they be accepted on a re-occurring basis.
- 5.5. **Gift Register:** If the value of any gifts, entertainment or hospitality exceeds the Gift Registration Threshold, it must be promptly reported to the Anti-Bribery Officer and recorded in the Company's Gift Register.
- 5.6. The Anti-Bribery Officer may obtain further information from any Infomedia Personnel to verify that the conditions set out above are met in relation to any gifts, entertainment or hospitality that is recorded on the Gift Register.

6. IMPROPER USE OF INFORMATION

- 6.1. Infomedia personnel must not seek improper access to documents or information from individuals or organisations with which we currently do business, or who we may do business with in the future, where such access is granted for the purpose of conferring a benefit to Infomedia, Infomedia personnel or for the purpose of causing detriment to another person or entity.
- 6.2. Infomedia personnel must not provide improper access to documents or information to individuals or organisations with which we currently do business, or who we may do business with in the future, where such access is granted for the purpose of conferring a benefit to that individual, or that organisation, or for the purpose of causing detriment to another person or entity.

7. CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS

- 7.1. Charitable contributions or sponsorships made on behalf of Infomedia must:
 - 7.1.1. not be made in order to win or influence a business deal or decision;
 - 7.1.2. be given directly to the relevant organisation and not to an individual; **and**
 - 7.1.3. only be given with the prior consent of the CEO or CFO or their delegate.
- 7.2. Before making any contributions, Infomedia will take steps to verify the Deductible Gift Registration status

of the relevant organisation.

- 7.3. The recipient will be required to provide a receipt for the contribution.

8. POLITICAL DONATIONS

- 8.1. Infomedia personnel must not make or offer any political donations on behalf of Infomedia, except in accordance with laws and with the written authorisation of the CEO.
- 8.2. If an employee or representative of Infomedia makes or offers a political donation they will be deemed to be acting in their personal capacity and not on behalf of Infomedia.

9. MAINTAINING ACCURATE RECORDS

- 9.1. Accurate and complete accounts, records, invoices and other documents relating to dealings with third parties must be prepared and maintained. No accounts may be kept off the books.
- 9.2. All expenditure by Infomedia personnel must be approved in accordance with the relevant expense policy.
- 9.3. Expense reports must include all expenditure by Infomedia personnel, including on gifts, entertainment and hospitality.

10. REPORTING BREACHES AND SUSPICIOUS BEHAVIOUR

- 10.1. Infomedia personnel must report any breach of or suspicious conduct relating to this policy. This includes behaviour that makes Infomedia personnel and/or others engaged in activities for Infomedia to feel threatened or under pressure to engage in improper conduct.
- 10.2. Reports should be made to:
 - 10.2.1. the Anti-Bribery Officer; or
 - 10.2.2. in accordance with the Infomedia Whistleblower Policy.
- 10.3. Infomedia personnel who wish to raise a concern or report a breach may be worried about possible repercussions. In those circumstances we encourage the use of the procedures set out in the Company's Whistleblower Policy.
- 10.4. Infomedia is committed to ensuring that no person suffers detrimental treatment as a result of refusing to take part in conduct that may constitute bribery or corruption, or raises a genuine concern in respect of any such conduct. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern.

11. CONSEQUENCES OF A BREACH

- 11.1. Breach of this policy by Infomedia personnel may be regarded as serious misconduct and lead to disciplinary action which may include termination of employment.
- 11.2. Additionally, breach of this policy could expose an individual to criminal and civil liability and may result in imprisonment or the imposition of financial penalties. This policy applies globally. Infomedia conducts operations in Australia, the United Kingdom (**UK**) and the United States of America (**US**) and is subject to Australian *Criminal Code Act 1995* (Cth), the *United States Foreign Bribery and Corrupt Practices Act 1977* (FCPA) and the *UK Bribery Act 2010*, which provide for criminal sanctions (both financial penalties and incarceration) for acts of bribery committed anywhere in the world by companies incorporated in those jurisdictions, as well as individuals who are Australia, British or US citizens or ordinarily resident in the US or the UK. In addition to this policy and the extra-territorial operation of the laws mentioned above, local foreign laws apply when travelling outside of Australia, the US or UK. The principles of this policy must be followed regardless of your location, and whether or not that country specific bribery and corruption laws.

12. IMPLEMENTATION OF THIS POLICY

12.1. The Anti-Bribery Officer is responsible for:

12.1.1. applying this policy, monitoring its effectiveness, and ensuring compliance with anti-bribery training programs.

12.1.2. ensuring that all Infomedia personnel are provided with a copy of the anti-bribery policy when they commence employment with Infomedia.

12.1.3. ensuring the anti-bribery policy is available to view and download from the Infomedia intranet site and/or internet site as appropriate; and

12.1.4. periodically reviewing the policy on at least an annual basis to ensure it is operating effectively and to make any necessary changes to the policy.