



# ASHLEY SERVICES GROUP

TRAINING | RECRUITMENT | LABOUR HIRE

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## **Anti- Bribery and Anti-Corruption Policy**

**Ashley Services Group Limited**  
ACN 094 747 510



## Anti-Corruption Policy

### 1. Introduction

Ashley Services Group Limited (**ASG**) is committed to responsible corporate governance and to conducting business in an honest and ethical manner in accordance with the law. Honesty and integrity are considered integral to ASG's values and the way that ASG and its subsidiaries (**ASG Group**) operate their businesses. Conduct associated with bribery, corruption and dishonesty is inconsistent with these values and against the law and may result in ASG and the individual company employees being prosecuted.

This Anti-Bribery and Anti-Corruption Policy prohibits ASG Personnel (as defined below) from engaging in activity that constitutes bribery or corruption. This Policy supports ASG's corporate governance framework and corporate values.

The purpose of this policy is to:

- (a) set out the responsibilities of ASG Personnel in observing and upholding the prohibition on bribery, corruption and related improper conduct; and
- (b) provide information and guidance on how to recognise and deal with instances of bribery and corruption.

### 2. Who does this policy apply to?

This Policy applies to all individuals at all levels who are employed by, act for, or represent the ASG Group (**ASG Personnel**). This includes, but is not limited to, the following:

- (a) directors;
- (b) officers;
- (c) managers;
- (d) employees;
- (e) contractors;
- (f) consultants; and
- (g) any other person representing the ASG Group.

This Policy applies to ASG Personnel irrespective of their employment status (that is, whether they are employed on a full-time, part-time, fixed term, casual or temporary basis).



### **3. What is Bribery and Corruption?**

#### **3.1 Bribery**

Bribery is the act of offering or accepting a benefit, with the intention of influencing a person in order to gain a personal or business advantage that is not legitimately due.

Acts of bribery are typically intended to improperly influence individuals to act dishonestly in the performance or discharge of their duty. A bribe could be either a direct or indirect promise, offering or authorisation of anything of value, designed to exert improper influence. The benefit that is offered, given or received may be monetary or non-monetary. For example, it may involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or lavish corporate hospitality.

#### **3.2 Corruption**

Corruption is the misuse of office, power or influence for private or personal gain.

#### **3.3 Target of the bribery**

Whether the target of the bribery works in the public or private sector is irrelevant. The relevant laws apply to bribery of public officials as well as bribery in the private sector.

#### **3.4 Direct and indirect forms of bribery**

Bribery can be direct or indirect. It may involve procuring an intermediary or an agent to make an offer which constitutes a bribe to another person, or offering a bribe to an associate of a person who is sought to be influenced.

#### **3.5 Acceptance of a bribe**

It is irrelevant if a bribe is accepted or paid. Merely offering the bribe will usually be sufficient for an offence to be committed.

#### **3.6 What are facilitation payments?**

Facilitation payments are typically, but not always, minor unofficial payments made for the purposes of securing or expediting a routine government action by a government official or employee.

#### **3.7 What are secret commissions?**

Secret commissions typically, but not always, arise where a person or entity (eg any ASG Personnel) offers or gives a commission to an agent or representative of another person which is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.

### **4. What conduct is prohibited?**

#### **4.1 Legal obligations**

Most countries have laws that prohibit bribery and corruption domestically. Australia has laws that prohibit bribery even when it is committed in another country. In Australia, those prohibitions apply to businesses incorporated in Australia and to individuals who are Australian citizens or residents, wherever they may be.



#### 4.2 **Prohibition for ASG Personnel**

ASG Personnel must not engage in any act that constitutes bribery or corruption. This means that ASG Personnel must not directly or indirectly give, offer, promise, request or receive a bribe or cause a bribe to be given or received. The making of facilitation payments and the payment of secret commissions by ASG Personnel is also prohibited.

#### 5. **What are the consequences of a contravention?**

Corruption, bribery and any related conduct are very serious offences. If any ASG Group company is found to have taken part in bribery or any other related improper conduct addressed by this policy, it could face a fine, be excluded from tendering for public contracts and/or suffer reputational harm. An individual may be subject to penalties or lengthy terms of imprisonment.

A breach of this Policy by any ASG Personnel will be regarded by ASG as serious misconduct and may lead to disciplinary action, which may include termination of employment and/or referral of a matter to relevant authorities.

#### 6. **What gifts and hospitality may be given or accepted?**

##### 6.1 **Gifts and hospitality**

Gifts, meals, travel, entertainment and other hospitality (**Gifts**) often form part of a legitimate commercial relationship. However, in some circumstances Gifts can compromise the exercise of objective business judgement and may result in a breach of this Policy. Therefore, it is important to be careful when offering, promising, giving or receiving anything of value, particularly involving any government official, to ensure that it does not constitute a bribe or corrupt payment or that it would not be perceived as engaging in improper conduct. As such, precautions must be taken, and this Policy must be complied with when offering Gifts to, or receiving Gifts from, any external party or entity.

##### 6.2 **Criteria for allowable Gifts**

This Policy does not preclude ASG Personnel from giving or accepting a Gift, when engaging in ASG Group business in accordance with the following guidelines.

Before giving a Gift to, or accepting a Gift from, any person (including a government official) it is important to:

- (a) ensure that the Gift is directly connected to a legitimate business activity;
- (b) ensure that no regulatory approvals (such as the granting of permits or licences) are currently being considered by that person such that a Gift could, or could be seen to, influence or reward action taken by that person;
- (c) ensure that the proposed recipient can accept any such Gift (noting that many government officials and private sector representatives cannot do so under local laws or their own code of conduct);
- (d) ensure that it is of an appropriate value and nature considering local custom, the position of the recipient and the circumstances, and that the Gift does not include cash, loans or cash equivalents such as gift certificates or vouchers;



- (e) assess that the giving or acceptance of the Gift would not cause a third party to form an impression that there is an improper connection between that Gift and a business opportunity; and
- (f) comply with the requirements in paragraphs 6.3 and 6.4 of this Policy.

If a Gift does not satisfy the criteria set out in paragraph 6.2, the Gift must not be given or received by the ASG Group or any ASG Personnel.

The criteria set out in paragraph 6.2 remain applicable in the case of customary gifts (such as for weddings or cultural festivals).

### 6.3 Giving Gifts

If any ASG Personnel proposes to give a Gift to any external party which is of a value in excess of \$300, they must obtain prior written clearance from their immediate manager.

### 6.4 Receipt of Gifts

Gifts of any kind must not be demanded or sought from any supplier, customer, government official or other party with whom an ASG Group company conducts business. If any ASG Personnel receive a Gift from an external party with a value in excess of \$300 (**Reportable Gift**), they must report it to their immediate manager, who must decide whether to provide clearance for the ASG Personnel to accept the Gift (having regard to the criteria set out in paragraph 6.2).

### 6.5 Register of Gifts

If clearance is given to give a Gift to an external party in accordance with paragraph 6.3, such clearance must be recorded in a register (**Register of Gifts**), which must be maintained by each office and consolidated quarterly by Corporate Services and provided to the ASG Board. Each Reportable Gift received by ASG Personnel must be recorded in the Register of Gifts, after the Gift has been reported in accordance with paragraph 6.4.

## 7. Political and charitable contributions

### 7.1 Political contributions

The ASG Group is permitted to make donations to political parties from time to time. However, these must be authorised by the ASG board of directors and disclosed as required by law.

### 7.2 Charitable contributions

The ASG Group may engage in community programs from time to time and encourage ASG Personnel to participate in such programs. Charitable support and donations (whether in-kind services, financial contributions or otherwise) are permitted, provided that they are not used as a screen for illegal bribes.

The ASG Group must only make charitable donations to legitimate charities and causes, that are legal and ethical. All charitable donations must be approved by the Chief Executive Officer or their delegate(s), or in accordance with standing authorities put in place by them.



## 8. Corporate Social Responsibility

ASG recognises the role of appropriate corporate social responsibility initiatives, and the capacity of these initiatives to improve education and employment opportunities in communities where the ASG Group operates.

Bona fide requests to participate in corporate social responsibility initiatives must be submitted to management for approval.

## 9. How does this policy apply to third parties?

9.1 The ASG Group will not engage or deal with any third party if there is a known risk that they will breach applicable anti-corruption laws or ASG's policies and procedures relating to anti-corruption. Third parties must be chosen carefully and engaged appropriately, as any improper conduct by a third party could damage the ASG Group's reputation and expose the company and its directors and employees to criminal or civil liability or other sanctions.

9.2 Before entering a relationship with a third party, appropriate due diligence enquiries must be undertaken in relation to the third party. The necessary enquiries will vary depending on the nature of the proposed relationship, but will typically, among other things determine whether:

- (a) the third party is reputable, competent and qualified to perform the work for which they are being engaged;
- (b) the compensation requested by the third-party is reasonable;
- (c) the proposed arrangement with the third party complies with relevant legal requirements; and
- (d) there is any conflict of interest that means engaging the third party would be inappropriate.

9.3 Once a third party is engaged, they must be given a copy of this Policy. Standard terms must be included in contractual arrangements with the third party that oblige the third party to operate in accordance with relevant anti-bribery and anti-corruption laws and in accordance with this Policy, and if requested in writing by ASG, provide ASG with a written statement that the third party is fully compliant with the relevant anti-bribery and anti-corruption laws and this Policy. Furthermore, reasonable steps must be taken to monitor the transactions of the third party, which may involve periodic due diligence and review.

## 10. Record keeping

All accounts, invoices, and other documents and records relating to dealings with any external party or third party should be prepared and maintained with accuracy and completeness. No accounts may be kept "off-book" to facilitate or conceal potential breaches of this Policy. All expenditure by ASG Personnel, including on Gifts, must be included in expense reports and approved in accordance with the ASG Group's policies.

## 11. Reporting obligations

### 11.1 Responsibilities of ASG Personnel

All ASG Personnel have a responsibility to assist in the prevention, detection and reporting of behaviour in contravention of this Policy.

### 11.2 How to report an incident



Should any ASG Personnel reasonably believe or suspect that a breach of this Policy has occurred, or is likely to occur, they must immediately notify their immediate manager or contact ASG's confidential external independent Whistle-blower contact established under ASG's Whistle-blower Policy.

### 11.3 **Protection for ASG Personnel reporting behaviour**

As detailed in ASG's Whistle-blower Policy, ASG is committed to ensuring that no person will suffer detriment because they have reported a matter. Detriment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with reporting a matter.

Persons who are subjected to such treatment should inform their immediate manager or contact ASG's confidential external independent Whistle-blower contact established under the Whistle-blower Policy.

## 12. **Training**

To the extent that they are likely to be exposed to bribery or corruption issues in connection with their roles, ASG Personnel will undergo training on this Policy on how to recognise and deal with bribery and corruption issues.

## 13. **Further guidance**

If you require further guidance as to this Policy, please contact your manager.

## 14. **Compliance with Policy**

ASG is committed to maintaining its reputation and complying with the law in all jurisdictions in which it operates. Not all situations can be directly addressed in a policy. ASG Personnel should also bring their own reason, propriety and judgement to a situation based on the principles set out in this Policy.

## 15. **Review of this Policy**

The Board will review this Policy from time to time to ensure that it is operating efficiently and to determine whether any changes are required to be made. This Policy may be amended by resolution of the Board.

Adopted by the Ashley Services Group Limited Board on 28 August 2023.