



Anti-Bribery and Corruption Policy





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1. Purpose / Overview

1.1. Summary of policy

FirstWave Cloud Technology Limited (“FirstWave”) strictly prohibits the offer, provision or acceptance of bribes.

This policy sets out the Company’s standards and guidelines on:

- offering, accepting and providing gifts and hospitality;
- participating in tenders and procuring goods and services; and
- providing donations and sponsorship.

This policy also provides you with a guide on what you must do if you have any concerns that an employee, consultant, contractor or agent of FirstWave is acting outside this policy or engaging in unlawful conduct.

1.2. Who does this policy apply to?

This policy applies to all employees, consultants, contractors and agents of FirstWave.

1.3. Why is compliance with this policy important?

FirstWave has a commitment to conducting its business with honesty and integrity. It is important to continually strengthen this position. This policy has been designed to help you to understand what is and is not acceptable conduct and ultimately to protect you personally and our reputation and business.

1.4. What other policies should I read?

This policy should be read together with our *Code of Conduct* and *Whistleblower Protection* policies. You can request a copy of these policies from the Company Secretary or download them from the [FirstWave portal site](#).

2. What is bribery, what are the penalties and other potential consequences?

2.1. We have provided a general overview of what constitutes bribery below. It is the responsibility of each employee, consultant, contractor and agent to attend training which will give you more information on the laws that apply to you and the jurisdictions in which you do business. If you are ever in doubt, please contact the Company Secretary to discuss your circumstances in further detail.

2.2. What is bribery?

Bribery involves the provision, or offer to provide, an undue benefit to another person with the intention of influencing that person in the exercise of their duties, with the aim of attracting new business, keeping existing business or securing a business advantage, which is not legitimately due. The most commonly identified form of bribery is bribery of public officials, however anti-bribery laws often extend to bribery in the private sector.





2.3. What anti-bribery laws apply?

A significant number of countries across the globe have enacted legislation prohibiting bribery. These anti-bribery laws are often far-reaching and will in most circumstances extend to bribes made by citizens and companies offering or providing bribes outside their home jurisdiction. As a result, it is often the case that when a bribe is made the giver of the bribe will be guilty of an offence in more than one jurisdiction and they may also implicate the company they are working for.

FirstWave is subject to anti-bribery and corruption laws in Australia, including the Criminal Code Act 1995 (Cwlth).

If you are working with a client outside of Australia, or you are a citizen or resident of another country, you and FirstWave may be subject to the local anti-bribery and corruption laws of those jurisdictions.

2.4. What are the penalties?

The financial penalties for bribery offences can potentially be very significant and serious for individuals and the company. There is real risk that individuals involved may also be subject to imprisonment.

It is very likely that if a public official has been bribed, the anti-bribery laws of more than one jurisdiction will have been breached and a number of regulatory authorities will be seeking to bring enforcement actions against the persons and entities involved. This will increase the amount of penalties and the risk of imprisonment.

2.5. What are the other potential consequences of bribery?

The impact of bribery can be much broader than civil and criminal penalties. Other possible consequences include:

- impact on reputation and ability to attain and retain business;
- impact on ability to do business with governments or public international organisations which may require a declaration that we have complied with certain laws;
- breach of contract provisions requiring “compliance with all applicable laws” or “compliance with applicable anti-bribery and corruption laws”, which may trigger penalties, give the third party a right to terminate the contract and/or litigation; and
- regulatory scrutiny and prosecution of FirstWave and/or its subsidiaries.

3. Gifts and hospitality

3.1. Our obligation to remain independent and objective

This policy is intended to provide a guide to employees on what forms of gifts and hospitality are considered acceptable and unacceptable.





It is critical to our business that we remain independent and objective. The offer, provision or acceptance of gifts and/or hospitality requires the exercise of the utmost care and judgment. In particular, the utmost care must be taken to ensure that there can be no reasonable perception that the gift or hospitality is intended to influence the business relationship between the company and the recipient of the gift (or vice versa) in an improper or unprofessional way.

Gifts and hospitality must never be solicited. Where the offer, provision or acceptance of gifts or hospitality is permitted under this policy, you must still exercise the utmost care. If you have any doubt about any situation, you must consult with the Company Secretary.

3.2. Public officials

Our policy is that when dealing with public officials, no gift or hospitality can be provided or accepted without prior written approval from the Company Secretary.

The term “public official” has a very broad meaning and includes any government employee or official, member of the executive, judiciary or legislature, an official of a public international organisation, an employee of any entity controlled or owned by a government organisation or official, an agent representing any of these individuals or any individual who suggests that they are authorised to act on the government’s behalf.

3.3. What gifts and hospitality are prohibited?

The following gifts and hospitality are prohibited, and you therefore must:

- not make or accept gifts of money or interests readily convertible into money;
- not make or accept gifts or arrange or attend hospitality in circumstances that could be reasonably regarded as unduly influencing the recipient or creating a business obligation on the part of the recipient;
- not make gifts to, or arrange hospitality for, public officials or clients where their governing statute or internal policy prohibits the giving or receiving of gifts or attendance at corporate hospitality. Due to special regulatory controls that often apply to public officials, all gifts to and hospitality involving public officials must be reported to and approved by the Chief Executive Officer;
- not make gifts to, or arrange hospitality for, a particular person so regularly or frequently as to create an impression of impropriety;
- not make gifts or arrange hospitality which is illegal or inconsistent with the company’s image or could be considered disproportionate; and
- not receive gifts or accept hospitality from a participant in a process where we are tendering for goods or services.

3.4. How do I get approval for gifts and hospitality?

In respect of the following, approval from the Chief Executive Officer must be obtained:





- making or receiving gifts or hospitality in excess of \$1,000; and
- entertainment by way of travel and/or accommodation.

The Chief Executive Officer will record the gift or hospitality in a gratuities/gift register, a copy of which is attached in Appendix A.

3.5. What will happen if I offer, provide or accept a gift or hospitality in contravention of this policy?

Any gifts or hospitality offered, provided or accepted in contravention of this policy must be reported to the Company Secretary.

Where considered appropriate by the Company Secretary the gift received may be:

- donated to charity;
- divided up among employees or made available for the recipient's team; or
- returned to the giver with an explanation of our policy.

In exceptional cases the Company Secretary may determine that the gift may be retained by the recipient.

Notwithstanding the above, all gifts considered to be a bribe or a potential bribe will be returned to the giver immediately.

Any breaches of this policy will be taken seriously and may result in disciplinary action, including termination of employment.

4. Donations and sponsorships

Care must be exercised when providing donations or sponsorship.

All donations and sponsorships made by employees, consultants, contractors or agents using the company funds rather than personal funds, must be approved by the Chief Executive Officer. If the recipients of the donations or sponsorships are controlled by or part or wholly owned by a government organisation or official, then prior approval must be obtained from the Chief Executive Officer.

Please be aware that promises of donations and sponsorships, even if no payment is ever made, are equally capable of being caught by the anti-bribery and corruption laws in a number of countries.

5. Facilitation payments

5.1. What are facilitation payments?

A facilitation payment is a minor payment to expedite or secure the performance of a routine government action. Routine government actions do not include a decision or encouraging a decision about whether to award new business, to continue existing business or the terms of new or existing business.





Notwithstanding that facilitation payments are permitted under Australian and New Zealand law, facilitation payments are prohibited. No employee, consultant, contractor or agent acting on behalf of FirstWave may make any facilitation payment.

5.2. What should I do if I am requested to make a facilitation payment or if I suspect a facilitation payment has been paid?

If you are ever requested to make a facilitation payment on behalf of FirstWave or suspect that a facilitation payment has been made, please contact the Company Secretary immediately.

6. Raising Concerns

It is important that employees take responsibility for helping to detect and bring any suspicious circumstances to our attention. If you have any concerns (whether or not these are based on suspicions, rumours or actual knowledge) that any individual or individuals are acting outside this Anti-Bribery and Corruption Policy or unlawfully, you must raise your concerns immediately.

You can raise your concerns with the Company Secretary or in accordance with the Whistleblower Protection Policy.

Please note that conscious disregard, deliberate ignorance and wilful blindness will not avoid liability for bribery and corruption.

Reports of illegal conduct or alleged illegal conduct will be taken seriously. We are committed to pursuing investigations promptly and adopting an appropriate and fair response which reflects our commitment to preventing bribery and corruption. FirstWave will take all available steps to provide protection to persons who raise concerns, from any victimisation or detrimental action in reprisal for making a report.

7. Other Matters

Any breach of this policy will be taken seriously and may result in disciplinary action, up to and including termination of employment.

In so far as this policy imposes any obligations on the Company, those obligations are not contractual and do not give rise to any contractual rights. To the extent that this policy describes benefits and entitlements for employees, they are discretionary in nature and are also not intended to be contractual. The terms and conditions of employment that are intended to be contractual are set out in an employee's written employment contract.

The Company may unilaterally introduce, vary, remove or replace this policy at any time. Employees are encouraged to read this policy in conjunction with other relevant Company policies, including:

- Code of Conduct Policy
- Whistleblower Protection Policy





8. Contacts

If you have any questions about this policy, please contact the Company Secretary.

9. Published

A copy of this Policy is available on the FirstWave Portal and FirstWave Corporate website at <https://www.firstwavecloud.com/corporate-governance.html>.

10. Appendices

- Gift Register





REVISION HISTORY (filled out by Legal and Compliance Services)

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CORP09.02	Amended		26/04/2021	Executive Manager	Change of details for Policy Manager

Policy Name	Antibribery and Corruption
Policy Manager	Company Secretary
Policy Department	Corporate
Contact	Iain Bartram Tel: +61 2 9409 7000 Email: iain.bartram@firstwavecloud.com
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