

SAI GLOBAL ANTI-BRIBERY AND CORRUPTION POLICY

1. INTRODUCTION

SAI Global Pty Limited and its controlled entities (SAI Global) prohibit bribery and corruption throughout the group's worldwide operations – even where local laws or customs are less restrictive.

We will not offer or provide bribes or kickbacks to win business or influence business decisions. We observe all anti-bribery laws and regulations, both in our local countries and globally. The simple rule is: don't bribe anyone, at any time, for any reason! Also, do not solicit or accept bribes.

All employees, officers, agents and consultants and others who work with us or for us are expected to comply with our Anti-Bribery and Corruption Policy.

2. WHAT IS A BRIBE?

Bribery happens when you offer, promise or give something to personally benefit an individual in an attempt to influence their business decisions or actions in a way that might benefit SAI Global.

A bribe is not just an exchange of money—nearly any item of value may be considered a bribe.

Examples of bribes include:

- excessive or lavish gifts, entertainment or hospitality
- offers of employment
- loans on unusually favorable financial terms
- charitable donations or sponsorships
- travel expenses or accommodations
- use of the Company's assets or equipment
- marketing fees or other kickbacks paid to get business

Just an offer to pay or provide something of value can violate the anti-bribery laws, even if a payment is not made and nothing changes hands.

3. WHAT IS CORRUPTION?

Corruption is the misuse of power for gain—most often, someone misusing his or her position for private gain.

Typically, corrupt actions are those intended to induce someone to act against the duties and responsibilities of his or her position or office. For example, a judge who accepts money to make a particular

decision in a court case would be considered a corrupt judge.

4. WHAT DOES SAI PROHIBIT?

We prohibit:

- engaging in any form of bribery or corruption, no matter how customary the practice may seem
- giving or receiving a gift of cash in a business context, including gifts that may be exchanged for cash, such as gift certificates, vouchers or gift cards
- giving or receiving anything of value—tangible or intangible—that is intended to influence the recipient's professional judgment or obtain an improper business advantage
- excessive or excessively frequent gifts, entertainment or hospitality
- making charitable or political contributions that benefit—or could be seen to benefit—a key decision maker
- any type of facilitation payment, unless failing to pay one poses an immediate danger to your safety or wellbeing.

5. WHAT IS OUR POLICY ON POLITICAL CONTRIBUTIONS?

As a company and as individuals, we have a fundamental right to participate in the political process. However, it is important that we do this appropriately and lawfully.

Increasingly, enforcement officials are viewing certain types of political contributions – even when well intentioned – as a form of bribery. For this reason, it is important to be able to recognize risks related to political contributions and avoid offering anything of value on SAI Global's behalf.

5.1 Political Contributions

Political contributions can include a wide range of activities. Two obvious forms are:

- Giving money to a political campaign, party, candidate or organisation
- Giving money to an industry association that engages in political activity or makes political payments.

However enforcement authorities are increasingly also looking at community or charitable investments that benefit a political party, office holder or candidate. For example:

- A key decision maker says that SAI Global is a favorite to win a new project – and suggests that a donation to a children's charity run by his wife would be the best way to secure the lead
- A government official responsible for issuing some key visas invites SAI Global to purchase a table at an upcoming fundraiser, which benefits a legal organisation he chairs
- A prospective client at a state-run company suggests that SAI Global's bid would be more favourably considered if it included a plan to build a park for local children in a town where his brother is mayor
- An agent who is responsible for securing a permit donates some of the funds to help fix the roof of a local orphanage.

Many times, responding to requests for political contributions can be complex and difficult, particularly in regions of the world where such requests are routine and where refusal might give offense. If someone asks you for a political contribution – or for something that seems like it might be a political contribution – seek advice from a compliance resource at the company such as an Ethics Officer, General Counsel or the Chief Risk Officer.

SAI Global does not generally make political contributions. However, any contribution we consider would be subject to a thorough review process, examining questions such as:

- Is the payment legal?
- Will the donation benefit a political campaign, party, candidate, or any of their affiliated organisations?
- Could this be viewed by enforcement authorities to be a bribe?

Any political contribution must be approved by a member of EXCO and recorded in the Gifts and Hospitality Register.

5.2 Political Activities by Individual Employees

Personal political activities must remain separate from your job responsibilities. If you engage in the political process, use your own time and resources and avoid suggesting SAI Global support. Also:

- Keep work and political activities separate

- Do not make political contributions, directly or indirectly, on SAI Global's behalf
- Do no lobby on SAI Global's behalf
- Do not use the SAI Global name, your job title, or SAI Global property or equipment, including your e-mail account, to support political activities
- While at work do not solicit donations or try to persuade others to support political parties or candidates.

6. WHAT IS OUR POLICY ON FACILITATION PAYMENTS?

Facilitation payments or "grease" payments are typically small sums of money or items of value given to a government official to perform, or speed up, an existing duty, for example:

- obtaining permits or licenses
- scheduling inspections
- processing visas and other governmental papers
- obtaining police or military protection
- setting up phone, mail, water, or power service
- inspecting (or agreeing not to inspect) customs shipments or contract performance
- loading or unloading cargo.

These are not corrupt payments made to inappropriately influence an individual's judgment or discretion. Instead, they are payments made to encourage actions that would have been taken anyway.

Facilitation payments are against the law in several countries, including the UK's Bribery Act 2010, which applies very broadly to global companies like ours.

In the past, facilitation payments were sometimes allowed in limited circumstances. Today, many companies and countries are setting stricter limits and these types of payments are not allowed in SAI Global's business. If you hire or supervise local employees, make sure that they are aware of the Company's requirements in this area.

Important note!

While SAI does not permit facilitation payments, we are aware that in some circumstances, our employees or partners may face real threats of violence or harm. If you are ever in a situation where you believe your health or wellbeing may be in danger if you fail to comply with a payment request, make the payment and then report the incident to an EXCO member, Ethics Officer, General Counsel or Chief Risk Officer as soon as possible.

7. WHAT IS OUR POLICY ON GIFTS, HOSPITALITY AND ENTERTAINMENT?

Modest and appropriate hospitality, entertainment or business gifts can show regard or appreciation for an important client, vendor, or business partner. These gestures are a customary part of business, particularly in certain countries, regions, or cultures.

However, in some circumstances, business gifts, hospitality and entertainment may create the impression that professional judgement and integrity is impaired, and may create a real or perceived conflict of interest.

This policy provides guidance on what gifts, hospitality and entertainment are acceptable to give or receive in SAI Global.

7.1 Gifts

A “gift” is any tangible item of value. Examples include money, floral arrangements, product samples, jewellery, or tickets to a performance.

SAI Global permits the exchange of modest tokens of appreciation that are considered usual and customary for our industry and the regions where we do business. This includes:

- promotional items of modest value
- small gifts of modest value not to exceed AUD \$100 in a calendar year
- infrequent gifts, provided no more than twice a year per individual
- gifts to individuals who are not considered government officials.

All gifts we provide must be properly and accurately recorded in SAI Global’s financial records. We do not permit “off-book” gifts or entries that do not reflect the true nature of the transaction.

7.2 Entertainment and Hospitality

Entertainment or hospitality typically describes meals or leisure events and activities that typically take place outside the scope of a structured business setting. Examples include:

- Meals or refreshments
- Tickets to events
- Travel expenses
- A round of golf or other similar activity.

SAI Global permits modest entertainment and hospitality that has a legitimate business purpose and is appropriate under local norms. Any entertainment or hospitality we offer must be unsolicited and should not create an obligation for the recipient.

Some examples of permitted options include:

- Light refreshments during a business meeting
- A round of golf or tickets to a reasonably priced sporting event
- An occasional meal with a client, typically connected to a business meeting or activity with the business purpose
- Modest and appropriate travel expenses to a conference, for instance for someone who is serving as a guest speaker.

All entertainment and hospitality must be properly and accurately recorded in SAI Global’s financial records.

7.3 What gifts, entertainment and hospitality are not allowed?

SAI Global does not permit the giving or acceptance of any gift, entertainment or hospitality — of any amount — that is intended to influence the recipient’s professional judgment or obtain a business advantage.

You should not accept or provide meals, gifts or other entertainment when you are participating in a business negotiation.

SAI also prohibit giving or receiving of:

- excessive or lavish gifts including luxury items

- frequent gifts—more than two per person per year
- cash or cash equivalents—e.g., gift cards, gift certificates, stock or securities, or products that can be easily returned for cash
- loans or financing terms not available to the market
- items that are illegal, offensive to local customs, or inconsistent with local business practice
- items in poor taste or that might reflect negatively on you or the Company
- weapons.

You may not give or accept entertainment or hospitality if it:

- includes spouses, romantic partners or family members (unless those individuals are also directly involved in the business activity)
- is provided to the same recipient on a regular or repeated basis
- requires a donation to an outside organisation - for instance tickets to a charity or fundraising appeal
- is out of proportion to the circumstances of the business relationship – for instance flying a client to a conference on a first class ticket and providing accommodation in a luxury hotel
- is disrespectful, violent, or could otherwise reflect negatively on SAI Global – for example, visits to a “gentleman’s club”
- involves illegal activities.

7.4 Requirement to record Gifts, Entertainment and Hospitality

At SAI Global, we require the use of our Gift and Hospitality Register to document and obtain approval for gifts, hospitality, and entertainment over certain spending limits.

- any gift, hospitality or entertainment that exceeds AUD \$100 requires pre-approval by a Senior Manager
- any gift, hospitality or entertainment that exceeds AUD \$300 requires pre-approval by an EXCO member.

Approvals must be recorded in the [Gift Register](#).

You are also required to disclose any gifts, hospitality or entertainment that you offer or receive that cumulatively exceeds AUD \$100 per calendar year, or involves more than two events or gifts with the same person in a calendar year.

8. GOVERNMENT OFFICIALS

Interactions with government officials are highly regulated, and there are strict limits on gifts, meals, refreshments and hospitality. Do not offer or present anything of value to a government official unless you have explicit approval from a member of EXCO.

9. REPORTING BRIBERY OR CORRUPTION

If you learn of or suspect that bribery or corruption is taking place anywhere within SAI Global’s worldwide operations, including any breach of this policy, you must report this to management, an Ethics Officer, General Counsel or the Chief Risk Officer. You can also use the [Whistleblower Hotline](#).

10. APPLICATION OF THIS POLICY

This policy is a summary of the SAI Global. [Anti-Bribery & Corruption](#) Program. It applies to all SAI Global employees (including contractors) and subsidiaries world-wide

11. ADMINISTRATION OF THIS POLICY

This policy is approved by the SAI Global Board.

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