

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1 Purpose

This policy sets out the expected standards of behaviour and compliance in relation to anti-bribery and anti-corruption for Timberlink Australia and New Zealand. This policy seeks to promote behaviour that is always professional and protects the individual and Timberlink from serious criminal and civil penalties that may be incurred and the reputational damage that may occur if Timberlink and/or its employees are involved in bribery or corruption. This policy is underpinned by Timberlink’s values to:

- Be Open
- Be Fair
- Be Resilient
- Have integrity
- Be Respectful

2 Scope

This policy applies to:

- Timberlink.
- all Timberlink employees (Australia and New Zealand), directors, contract staff, consultants, volunteers, interns, trainees (collectively, **employees**); and
- all Timberlink’s business and transactions, regardless of where they occur and whether particular conduct may be regarded as common or customary in a particular place.

Timberlink employees are subject to the laws of the country they are in. However, the principles of this Policy must be followed regardless of whether or not that country has specific bribery and corruption laws. Where a country has bribery and corruption laws of a lesser standard to this Policy, this Policy prevails.

Individual and corporate entities associated with Timberlink, or who act or perform functions on behalf of Timberlink, are expected to have and comply with policies managing bribery and corruption risk. This includes contractors, consultants, third party agents, persons acting in a fiduciary capacity, service providers and joint venture partners in any of Timberlink’s operations (collectively, **Business Partners**).

Timberlink’s General Counsel or member of the Executive Lead Team (**ELT**) may request copies of a Business Partner’s anti-bribery and corruption policy and related materials. If a Business Partner does not have policies managing bribery and corruption risks, or these policies are considered inadequate by the General Counsel or member of the ELT, Timberlink expects its Business Partners to comply with this Policy.

Employees and Business Partners must not engage in an activity in a ‘personal capacity’ in an attempt to evade the requirements of this Policy.

3 References

- Timberlink Policy – Code of Conduct
- Timberlink Policy – Conflict of Interest and Related Party Transactions Policy
- Timberlink Policy – Sponsorship and Donation Policy
- Timberlink Policy – Delegation of Authority
- Criminal Code

- Divisions 141 and 142 – Bribery of Commonwealth public officials
- Section 70 of the Schedule to the Criminal Code – Bribing a foreign official
- Corporations Act 2001 (Cth)
- Australian State and Territory legislation criminalising bribery of both domestic public officials and private individuals.
- New Zealand Crimes Act 1961
- Transparency International – www.transparency.org

4 Definitions

Bribe(s)/Bribery means improperly offering, promising, giving, accepting, or soliciting a benefit or something of value, directly or indirectly, to obtain or retain commercial, contractual, regulatory, or personal advantage or to induce or reward improper conduct or an improper decision. It includes attempts to do any of these things. While a bribe may involve a monetary payment or offer, it covers anything of value such as cash or cash equivalents (e.g., gift vouchers or loans), unreasonable gifts, hospitality, entertainment or travel, donations, kickbacks, loans, tuition or scholarships, jobs, unwarranted rebates or excessive commissions (e.g. to sales agents or marketing agents), secret commissions, unwarranted allowances or expenses, Facilitation Payments, political/charitable contributions or uncompensated use of company services or facilities. A bribe does not actually have to take place – just promising to give a bribe or agreeing to receive a bribe is an offence.

Corruption means the abuse of entrusted power, trust, or position for improper gain. Corrupt conduct can take many forms including undisclosed conflicts of interest, taking or offering Bribes, fraud, theft, forgery, and embezzlement.

Facilitation Payments are unofficial payments (usually of small value) to secure or expedite the performance of a routine or necessary action by a Government Official. For example, issuing a payment to expedite the processing of official documentation, permits and other actions of an official in order to fast-track an outcome (i.e., which they are already bound to perform) or to receive a payment to queue jump or expedite a delivery. The payment or other inducement is not intended to influence the outcome, only its timing.

Government official means any government or public official in any country. This includes people holding government or judicial office, employees, or officials of government bodies (e.g., military, police, or government owned or controlled enterprises), political parties and officials (including candidates), people holding positions created by custom or convention (e.g., some tribal leaders or royal family members), and authorised agents of any of these.

5 Bribery

Timberlink Employees and Business Partners must not commit, be a party to, or be in any way involved in any Bribery or Corruption.

Bribery is illegal. Employees must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as an agent or distributor). They must not bribe an official anywhere in the world. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from Timberlink's. General Counsel.

Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law. In addition, it does not have to be the person to whom the bribe is offered that acts improperly or the person who receives the bribe that acts improperly. A bribe does not actually have to take place – just promising to give a bribe or agreeing to receive one is prohibited.

What is and what is not acceptable?

This policy focusses on 3 areas:

- Making political or charitable donations.
- Gifts, entertainment, travel, or corporate hospitality; and
- Facilitation Payments.

5.1 Making political or charitable donations

Timberlink, its employees and Business Partners must not make political or charitable donations on behalf of Timberlink which are or could be perceived as bribes.

Timberlink employees must comply with the *Donations and Sponsorship Policy*. This explicitly states that Timberlink will not support programs for political or religious organisations that relate to political or religious messaging. This includes financial or other support to political parties or campaigns, or individual politicians on behalf of Timberlink. If an employee wishes to engage in a political program or provide actual or perceived political support on behalf of Timberlink, they must get prior approval from the CEO and any approval must be clearly documented, with all records kept.

Employees and Business Partners can exercise their personal right to participate in political and democratic processes and religious organisations. Employees and Business Partners who wish to make charitable or community donations on their own behalf must make it clear that they are not doing so on behalf of Timberlink.

5.2 Gifts, Entertainment, Travel or Corporate Hospitality

Timberlink, its employees and Business Partners must not offer, provide, or receive any gift, entertainment, hospitality, or travel that may be perceived to improperly influence a relationship or decision affecting Timberlink or its business.

A common-sense approach should be applied in all circumstances where gifts, entertainment or other benefits are offered to or provided by employees or Business Partners. The intended recipient of the gift, entertainment or benefit must be considered. For example, what is considered 'acceptable' for an executive of a private company may not be considered 'acceptable' for a government or public official, particularly if that government or public official is directly involved in a matter involving Timberlink.

As a rule, the following would generally be considered acceptable/unacceptable, however the specific circumstances must be considered in each case:

Acceptable	Not acceptable
<ul style="list-style-type: none">• Promotional items (e.g., merchandise with the Timberlink logo).• Tokens or small mementos from another organisation (e.g., caps, pens, diaries).• Small hospitable items of little value (e.g., coffee, light refreshments, and consumables in connection with meetings).• Meals with a customer or supplier that have a business purpose and could not be perceived as lavish or extravagant. <p>Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowed if it complies with the following:</p> <ul style="list-style-type: none">• Made for the right reason – it should be	<ul style="list-style-type: none">• Money, gift cards or other cash equivalents.• Large or expensive gifts that could be considered lavish or extravagant.• Payment of personal expenses, fees or donations to a person or cause supported by the person.• Gifts that have the potential to influence a person's judgement (whether directly or indirectly).• Entertainment (e.g., tickets to a sporting event), without ELT approval or in accordance with allowable thresholds detailed below.• 'quid pro quo' (a benefit or advantage offered for something in return).

Acceptable	Not acceptable
<p>clearly given as an act of appreciation or common courtesy associated with standard business practice.</p> <ul style="list-style-type: none"> • No obligation – it does not place the recipient under any obligation and is not offered for something in return. • No expectation – expectations are not created by the giver and the transaction does not have a higher importance attached to it by the giver than the recipient would place on such a transaction. • Made openly – if made secretly and undocumented then the purpose will be open to question. • Minimum or reasonable value – its value is small and in accordance with general business practice. • Appropriate – its nature is appropriate to the relationship and the recipient’s work role. • At ‘arm’s length’ with no special favours and no special arrangements. • Legal – it complies with relevant laws. 	<ul style="list-style-type: none"> • Any gift or benefit that, if disclosed, would be embarrassing to Timberlink or the recipient.

Approvals

All employees and Business Partners must obtain prior approval (as detailed below) for the following:

- Gifts and entertainment valued over \$100 require ELT approval.
- Gifts and entertainment valued over \$200 require CEO approval.
- All travel for individuals who are not employees or Business Partners of Timberlink requires CEO approval.
- Gifts, benefits, travel, hospitality offered or provided to a Government Official requires CEO, CFO and General Counsel approval.

All approvals (as required above), whether provided or received by employees or Business Partners, must be registered in the Gifts and Entertainment register stating the nature and purpose, including the value, the identities of the giver and receiver, and details of any approvals given.

In addition to the guidelines above, where gifts, hospitality or travel are provided to a Government Official, employees and Business Partners must ensure that they are:

- permissible under all applicable laws, rules, and regulations; and
- within any monetary limits, and comply with any disclosure obligations, imposed by the recipient’s organisation or local laws. Employees and Business Partners should check whether the recipient’s organisation or local laws impose any such limits or disclosure requirements.

5.3 Facilitation Payments

Facilitation payments are prohibited under this Policy.

No employees will be penalised for providing a payment or benefit in circumstances where they fear imminent physical injury to themselves or another person if the payment or benefit is not provided. If any payment or benefit is provided in these circumstances, employees must immediately report it to a member of Timberlink's ELT. Further, it must be promptly recorded (including the amount of the payment or identification of the benefit provided, the person to whom it was made and the circumstances in which it was made).

No employee or Business Partner will be penalised for refusing to pay bribes or engage in other conduct which would be a breach of this Policy, even if that refusal may affect Timberlink's business.

6 Tenders and Procurement

Timberlink, its employees and Business Partners must not tender, procure, engage, or deal with a Business Partner in a manner contrary to this Policy.

In relation to tenders and procurement for services to be provided to Timberlink, all employees, are expected to act with a high degree of professional integrity and in accordance with Timberlink's Code of Conduct.

The following requirements are designed to assist you in your negotiations with external parties including potential Business Partners and suppliers so to avoid conflicts and unethical behaviour:

- all conflicts of interest (actual and potential) in relation to any tender or procurement process must be declared immediately to the relevant ELT member and consent must be obtained from either the CEO or CFO and recorded in the Conflict-of-Interest register before proceeding or continuing to proceed with the process.
- all tenders and procurement processes must be conducted fairly, transparently and in accordance with pre-determined and documented criteria (including mostly objective criteria).
- Employees must not favour or give undue preference to any proposed Business Partner or supplier at the expense of Timberlink or Timberlink's ability to serve our clients effectively.
- Employees must not receive, directly or indirectly, any personal benefit in connection with the tender or procurement process; and
- the tender and procurement process must be appropriately documented (to ensure that if audited at any time it is clear why the provider was ultimately selected).

Any failure to comply with the tender and procurement requirements must be reported immediately to the CEO and/or CFO. Any breaches of this policy will be taken seriously and may result in disciplinary action, including termination of employment.

7 Engaging with and dealing with Business Partners

Timberlink is committed to promoting anti-bribery and anti-corruption practices among any Business Partners it engages.

Employees and Business Partners of Timberlink must not engage or make a payment to a Business Partner knowing or suspecting the Business Partner may use or offer all or part of the payment directly or indirectly as a Bribe or other form of improper payment.

To minimise the risk of Business Partners engaging inappropriate conduct, employees must:

- always act with due care in selecting Business Partners, including by following the tender and procurement requirements set out above, and in monitoring their activity.
- ensure that Business Partners are aware of and respect this Policy.

- ensure that all fees and expenses paid to Business Partners (including any commissions and success fees) represent appropriate and justifiable remuneration, which is transparent, commercially reasonable under the circumstances and for legitimate services given.
- ensure that all fees and expenses must be paid to the Business Partner themselves (and to an account in their name in their principal place of business).
- record the relationship in a written agreement, which must be authorised in accordance with Timberlink's contract approval processes.
- reserve the right to terminate the relationship in the event that the Business Partner violates the Policy or anti-bribery and/or anti-corruption laws; and
- keep accurate financial records of all payments including accurate descriptions of the purpose of the payment.

8 New countries and business ventures

Entry into new countries and business ventures may pose risks from an anti-bribery and corruption perspective. Before undertaking new business, ventures or investing in new companies or countries, Timberlink will consider corruption risks and its ability to address any such risks.

9 Roles and Responsibilities

9.1 Executive Lead Team (ELT)

Each ELT member is responsible for:

- Identifying, mitigating, and maintaining the necessary controls to reduce the risk of bribery or corrupt activity within their organisational structure.
- Ensuring all employees within their organisation structure complete the required anti-corruption and anti-bribery training as defined by the training needs analysis.
- Ensuring that the approval requirements detailed in the policy are adhered to particularly as it relates to gifts and entertainment and conflict of interest.
- Raising a Concern and encouraging employees and Business Partners to Raise a Concern in accordance with clause 10 of this Policy if they are offered a bribe by anyone, if they are asked to make one, if they suspect that they may be bribed or asked to make a bribe in the near future, or if they have reason to believe that they are a victim of another corrupt activity, and escalating any identified fraudulent activity to the CEO and CFO as per the Delegation of Authority; and
- Providing a declaration to the CFO at the end of each financial year, as part of the preparation of the statutory accounts, that to their knowledge, no instances of actual or suspected fraud or corruption has occurred.

9.2 Employees and Business Partners

Employees and Business Partners:

- must avoid any activity that might lead to, cause, or authorise a breach of this Policy or any anti-bribery or anti-corruption laws.
- must not falsify or mis-describe any book, record or account relating to Timberlink's business. All receipts and expenditures must be supported by documents that describe them accurately and properly.
- must when engaging in offshore activities (whether in a purchasing or supplying capacity) should familiarise themselves with the evolving global hotspots for bribery and corruption using the 'International Transparency' website.

- must read, understand, and comply with the information contained within this policy and with any training including completing all required training in a timely manner.
- must adhere to the approval and register requirements detailed in this policy particularly as it relates to gifts and entertainment and conflict of interest. Raise a Concern in accordance with clause 10 below, if an employee or Business Partner is offered a bribe by anyone, if they are asked to make one, if they suspect that they may be bribed or asked to make a bribe in the near future, or if they have reason to believe that they are a victim of another corrupt activity.

10 How to Raise a Concern

Under this Policy, all employees and Business Partners have a responsibility to help detect, prevent and report known or suspected instances of bribery and corruption at the earliest possible stage.

To raise a concern, employees and Business Partners can:

- Notify either the CEO, CFO, or the General Counsel; or
- Notify Timberlink via the Whistle-blower process. Timberlink's *Whistle-blower Policy* sets out the procedures under which employees and other relevant parties can vocalise their concerns swiftly and confidentiality.

Irrespective of the reporting mechanism used all known or suspected instances of bribery and corruption must be reported to the CEO and CFO as soon as possible.

Timberlink is committed to ensuring that all employees and Business Partners have a safe, reliable, and confidential way of reporting any suspicious activity.

If an employee or Business Partner refuses to accept or offer a bribe or they report a concern relating to potential act(s) of bribery or corruption, Timberlink understands that they may feel worried about potential repercussions. Timberlink will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.

Timberlink will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act(s) of bribery or corruption. Detrimental treatment refers to dismissal, disciplinary action, treats, or unfavourable treatment in relation to the concern the individual raised.

11 Consequences of breaching this policy

Timberlink has zero tolerance for conduct in violation of this Policy. Failure to comply with this Policy may lead to disciplinary action up to and including dismissal. Conduct in violation of this Policy may also breach applicable anti-corruption laws and result in criminal or civil penalties, including fines and imprisonment.

Employees and Business Partners must cooperate fully and openly with any investigation by Timberlink into alleged or suspected corrupt activity or breaches of this Policy. Failure to cooperate or to provide truthful information is a breach of this Policy.

12 Training and communication

Timberlink will ensure that all necessary employees (including new employees) are informed about and understand this Policy. Where necessary, Timberlink's anti-bribery and anti-corruption policy and zero-tolerance attitude will be clearly communicated to all Business Partners at the outset of business relations, and as appropriate thereafter.

A copy of this Policy will be available on Timberlink's intranet site and training/awareness programs will be made available to employees.

If you have any questions about this Policy, or doubt about whether particular conduct may violate this Policy, you are encouraged to discuss the issue with a supervisor, senior manager, or Timberlink’s General Counsel.

13 Revision History

This policy is reviewed by the Board approximately every 2 years.

Approved and adopted by the Board on 1 February 2022.

Version	Changes	Date
V1.0	Original	November 2019
V2.0	Revised to include Fraud within the definition of Corruption and to ensure alignment with other relevant policies e.g., Code of Conduct.	1 February 2022