



Whispir Limited  
(ASX : WSP)

# Anti-Bribery and Corruption Policy

## Table of contents

|     |  |    |
|-----|--|----|
| 1.  | Introduction                                 | 3  |
| 2.  | Definitions                                  | 3  |
| 3.  | Scope of policy                              | 5  |
| 4.  | Compliance                                   | 5  |
| 5.  | Bribery and corruption                       | 6  |
| 6.  | Facilitation Payments and Kickbacks          | 7  |
| 7.  | Gifts and hospitality                        | 7  |
| 8.  | Foreign public officials                     | 8  |
| 9.  | Intermediaries, agents and business partners | 9  |
| 10. | Reporting                                    | 10 |
| 11. | Whistleblower policy                         | 10 |
| 12. | Charitable donations                         | 10 |
| 13. | Reporting to the Board                       | 11 |
| 14. | Review                                       | 11 |
| 15. | Training                                     | 11 |
| 16. | Sources of legal obligations                 | 12 |
| 17. | Variation                                    | 12 |
| 18. | Disclosure of Policy                         | 12 |

---

**Date adopted by the Board**   #[Insert]#

---

## 1. Introduction

- 1.1 This Policy sets out the Company's policy in relation to bribery and corruption matters.
- 1.2 The Company is committed to conducting its business with honesty and integrity at all times and takes a zero-tolerance approach to bribery and corruption.
- 1.3 While bribery and corruption exposes the Company to the risk of criminal and civil penalties, individuals engaged in that conduct may also be subject to such penalties. The penalties for such conduct are severe.
- 1.4 Bribery and corruption can also expose the Company to the risk of reputational damage.
- 1.5 The purpose of this Policy is to:
- (a) provide clear policies and procedures for Staff Members in relation to bribery and corruption issues that may arise in the course of their employment;
  - (b) provide guidelines for the offering or acceptance of gifts or hospitality;
  - (c) assist in the protection of the Company's reputation, business and interests;
  - (d) provide a reporting mechanism for allegations of bribery and corruption; and
  - (e) assist in compliance with legal obligations.
- 1.6 This Code has been prepared in accordance with Recommendation 3.4 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4<sup>th</sup> edition, February 2019)*.

## 2. Definitions

In this Policy, the following words and phrases have the following meanings:

|  |  |
|--|--|
| <b>Audit and Risk Management Committee</b>         | means the audit and risk management committee of the board of Directors.   |
| <b>Audit and Risk Management Committee Charter</b> | means the audit and risk management committee charter adopted by the board of Directors.   |
| <b>Bribe/Bribery</b>                               | means the giving, offering, promising, requesting, soliciting agreeing to receive or receipt or acceptance of any advantage, which need not be |

---

|  |   |
|--|---|
|  | financial, including any payment, gift, loan, fee or reward to or from any person for the purpose of Corruption or Improper Influence.  |
| <b>CEO</b>                               | means the Chief Executive Officer of the Company.   |
| <b>CFO</b>                               | means the Chief Financial Officer of the Company.   |
| <b>Company</b>                           | means Whispir Limited ACN 097 654 656 and references extend to include each of its wholly-owned subsidiaries.   |
| <b>COO</b>                               | means the Chief Operating Officer of the Company.   |
| <b>Corporations Act</b>                  | means <i>Corporations Act 2001</i> (Cth).   |
| <b>Corrupt / Corruption</b>              | means the misuse or abuse of public or private office or power for personal gain.   |
| <b>Director</b>                          | means a director of the Company.  |
| <b>Extortion</b>                         | means an improper demand for payment from a Third Party.  |
| <b>Facilitation payment</b>              | means a small payment or other inducement provided to a government official in order to secure or expedite a routine function that the official is ordinarily obliged to perform already. |
| <b>Group Head of People and Culture</b>  | means the group head of people and culture of the Company as appointed by the Company from time to time.  |
| <b>Group Head of Risk and Compliance</b> | means the group head of risk and compliance of the Company as appointed by the Company from time to time.   |
| <b>Improper Influence</b>                | means the intent to induce an action which is illegal, unethical or a breach of trust.  |
| <b>Kickback</b>                          | means a payment made in return for a business favour or advantage.  |
| <b>Officer</b>                           | means an officer as defined in section 9 of the Corporations Act.   |
| <b>Policy</b>                            | means this "Anti-Bribery and Corruption Policy".  |
| <b>Secret Commission</b>                 | means an undisclosed sum (or something of value) that is offered or provided to a representative of a Third Party for the purpose of improperly influencing that Third Party.             |
| <b>Secretary</b>                         | means the company secretary of the Company.   |
| <b>Senior Leadership Team</b>            | means a member of the executive team, which consists of the CEO, CFO and COO.   |
| <b>Staff Member</b>                      | reference to a staff member includes:<br>(a) Directors;<br>(b) Secretary and Officers;  |

- (c) all employees (including executives, managers and supervisors) engaged via a contract of employment on a full time, part time or casual, or on a salaried basis;
- (d) contractors, subcontractors and outworkers;
- (e) the companies or trusts substantially owned or controlled by the staff member or direct relatives;
- (f) resellers and business partners;
- (g) interns;
- (h) trainees and students gaining work experience

**Third Party** means any individual or organisation who is engaged by or paid to represent the Company including licensees, business partners, actual and potential customers, suppliers, distributors, business contacts, consultants, contractors, agents, representatives, sponsors, advisors, government and non-government bodies and their representatives and officials, politicians and political parties.

### 3. Scope of policy

- 3.1 This Policy applies to all Staff Members of the Company in any capacity.
- 3.2 This Policy applies to the Company's operations in Australia and overseas. Laws in overseas jurisdictions may differ from this Policy but must also be complied with.
- 3.3 This Policy:
  - (a) does not form part of, and is not incorporated into, any contract of employment; and
  - (b) does not place, and must not be relied on as placing, any obligations on the Company.

### 4. Compliance

- 4.1 The Company expects all Staff Members to comply with this Policy.
- 4.2 Any breach of this Policy will be treated as serious misconduct and investigated on this basis.
- 4.3 Action will be taken against any Staff Members who breach this Policy. The nature of that action will depend upon the severity of the breach.
- 4.4 Where this Policy is breached by an employee, the consequence of any substantiated breach of this Policy may include a reprimand, demotion, termination with notice or summary dismissal.
- 4.5 Any breach of this Policy (whether substantiated or suspected) may be reported to regulatory or law enforcement agencies.

## 5. Bribery and corruption

- 5.1 Bribery exists where there is an intention to influence another person corruptly or improperly in the performance or exercise of their duty.
- 5.2 Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.
- 5.3 Bribery includes the giving of a Bribe to another party with the purpose of Improperly Influencing a Third Party.
- 5.4 All forms of Bribery are strictly prohibited.
- 5.5 If any Staff Members are unsure about whether a particular act constitutes Bribery, it should be raised with any of the following individuals (as applicable):
- (a) a member of the Senior Leadership Team;
  - (b) Group Head of People and Culture; and/or
  - (c) Group Head of Risk and Compliance.
- 5.6 Specific examples of Bribery and Corruption include but are not limited to:
- (a) giving, promising to give or offering a payment, gift or hospitality to a Third Party with the expectation of receiving a business or personal advantage or to reward a business or personal advantage already given;
  - (b) giving or accepting a gift, hospitality or other benefit during commercial negotiations or tender process which is intended to, or may be perceived to, influence the outcome;
  - (c) accepting a gift, hospitality or other benefit from a Third Party where it has been, or may be perceived to have been, offered for the purposes of Improper Influence;
  - (d) providing an additional benefit in excess of reimbursing genuine and reasonable business expenses (for example, the cost of an extended hotel stay for the recipient and his/her family);
  - (e) offering an educational opportunity to the child of a foreign government official to influence that official to award a contract;
  - (f) hospitality which is unduly lavish or extravagant under the circumstances;
  - (g) Facilitation Payments and Kickbacks (discussed further in section 6); and
  - (h) threatening or retaliating against another individual who has refused to engage in Bribery or Corruption or who has raised concerns under this Policy.
- 5.7 Business practices vary between countries and regions so what may be acceptable in one country or region may not be acceptable elsewhere. The test to be applied is whether in all the circumstances the benefit is reasonable and justified and the intention behind it is bona fide.
- 5.8 Subject to clause 7.5, if any Staff Member is offered a benefit and is unsure if it is acceptable under the Policy but does not want to offend the party offering the benefit or risk the interests

of the Company, the benefit should be accepted and then reported as soon as practicable to any of the persons outlined in section 5.5, who will determine what action should be taken. This does not apply to receiving cash or cash vouchers, which must be declined in all circumstances.

5.9 Staff Members must not be involved in any form of Extortion or Secret Commission.

## 6. Facilitation Payments and Kickbacks

6.1 The Company does not make, and will not accept, Facilitation Payments or Kickbacks of any kind, regardless of whether they are legal in a country.

6.2 In Australia and the USA, Facilitation Payments may be a defence to the prohibition on payment of bribes to foreign public officials, but Facilitation Payments are prohibited under the *UK Bribery Act 2010*. This Act can apply to conduct outside the UK so the Company has decided that Facilitation Payments, regardless of where they are given or received, are prohibited under this policy.

6.3 If any Staff Members are asked to make a payment on behalf of the Company they should be mindful of what the payment is for and whether the amount requested is proportionate to the goods and services provided.

6.4 Any Staff Members who are not sure whether a payment is acceptable should speak to the Group Head of Risk and Compliance.

## 7. Gifts and hospitality

7.1 The reasonable and appropriate use of gifts, hospitality or entertainment may be in the interests of the Company if they are offered or received for the purposes of:

- (a) establishing or maintaining good business relationships;
- (b) improving or maintaining the Company's image or reputation; or
- (c) marketing or presenting the Company's products and/or services effectively.

7.2 Offering or receiving gifts or hospitality is acceptable if:

- (a) it is consistent with this Policy;
- (b) it is not made with the intent of Improper Influence or in implicit or explicit exchange for favours or benefits;
- (c) it is not seen to compromise independent business judgment, particularly in relation to a pending or anticipated business transaction or regulatory approval;
- (d) it is done in the Company's name;
- (e) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (f) it is token, seasonal or due to a special occasion or local custom;

- (g) it is appropriate in the circumstances, taking account of the reason, timing and value;
- (h) it is reasonable, proportionate and justifiable;
- (i) it is given openly and not secretly;
- (j) it complies with any applicable law; and
- (k) it does not involve a public or government official or representative, politician or political party, unless approved in writing by the Group Head of Risk and Compliance.

- 7.3 Any gift or hospitality given or received which has a value of US\$150.00 or more must be recorded in the gift register maintained by the Office Manager in each different jurisdiction within the Company operating environment.
- 7.4 Any gift with a value of less than US\$150.00 can be accepted but must not be retained by the recipient for their personal use. Such gifts must be notified to the Group Head of Risk and Compliance who will, in his or her absolute discretion, determine how the gift is to be used.
- 7.5 Any Staff Members who are in receipt of a gift or hospitality that is valued at more than the amounts set out in the table below, or a number of gifts within a 12 month period from a single party with a cumulative value of more than the amounts set out in the table below, must discuss the appropriateness of the gift or hospitality with the Group Head of Risk and Compliance. Regardless of the value of the gift or hospitality, it must not be given or received for an improper purpose.

| Country                  | Amount (per person) |
|--------------------------|---------------------|
| Australia                | AUD\$450.00         |
| Singapore                | SGD\$450.00         |
| United States of America | USD\$450.00         |
| Indonesia                | USD\$450.00         |

- 7.6 Promotional gifts of low value such as branded stationery to or from existing or potential customers, suppliers and business partners will usually be acceptable.
- 7.7 Gifts or hospitality must not be given to or received from any person or entity involved in any tender in which the Company is also involved until that tender process is completed.

## 8. Foreign public officials

- 8.1 The definition of 'public official' is relatively broad and extends beyond what may commonly be understood by that term.
- 8.2 For the purposes of Australian law and this Policy, a 'foreign public official' is:
- (a) a member of any legislature of a foreign country or part of a foreign country (for example, a member of the country's parliament, or a member of a regional council);

- (b) any candidate for political office;
- (c) an employee or official of a foreign government body;
- (d) an individual who performs work for a foreign government body under a contract;
- (e) an individual who holds or performs the duties of appointment, office or position under a law of a foreign country or a part of a foreign country;
- (f) an individual who is otherwise in the service of a foreign government body (including service as a member of a military or police force);
- (g) a judge or magistrate of a foreign country or part of a foreign country;
- (h) an employee, office holder or otherwise in the service of a public international organisation (for example, the United Nations, World Bank);
- (i) an authorised intermediary of a foreign public official; or
- (j) someone who holds himself or herself out to be the authorised intermediary of a foreign public official.

8.3 Bribery of a foreign public official is an offence under Australian law. The punishment for an individual convicted of this offence may be up to 10 years' imprisonment or a fine of up to \$1.8 million, or both.

8.4 Bribery of a foreign public official may also be an offence in the country where the conduct occurs. The Company and the Department of Foreign Affairs may be very limited in the assistance either can offer to Staff Members accused of Bribery in a foreign jurisdiction.

## 9. Intermediaries, agents and business partners

9.1 The Company may engage another party to:

- (a) represent its interests to current and potential private or government business partners (such as a sales agent or lobbyist) (Intermediary);
- (b) conduct work on its behalf as an agent, reseller or business partner;
- (c) act as a supplier or distributor; or
- (d) work with it on a particular project or matter as a joint venture or business partner, which may be in the form of an acquisition or merger.

9.2 The employee or official of the Company responsible for this engagement must:

- (a) ensure that an appropriate and documented due diligence is undertaken to ensure the integrity, reputation, credentials and qualifications of the person or entity engaged (which in the case of a body corporate includes due diligence on its shareholders, directors, officers and senior management, and its business practices);
- (b) ensure that fees payable to the person or entity engaged are reasonable for the services being rendered. Ad valorem or percentage-based fees require written

approval from the Group Head of Risk and Compliance before such an arrangement can be entered into;

- (c) ensure that the person or entity engaged is informed about and agrees in writing to comply with this Policy. Where the entity engaged has a policy which is substantially similar to this Policy which the entity is committed to complying with, this precondition may be waived;
- (d) ensure that the agreement with the person or entity engaged incorporates the Company's standard terms in relation to anti-bribery and corruption, as appropriate following a proper assessment of risk (including clauses relating to warranty, guarantee, reporting, audit, termination and indemnification); and
- (e) undertake regular reviews of the person or entity engaged to monitor performance and prevent a breach of this Policy.

## 10. Reporting

- 10.1 The Company encourages Staff Members to raise concerns about any actual or suspected Bribery or Corruption at the earliest opportunity to any of the persons outlined in section 5.5.
- 10.2 If any Staff Member is offered a Bribe, or is asked to make one, the issue should be raised with the Group Head of Risk and Compliance.
- 10.3 The Company will treat all reports of actual or suspected Bribery or Corruption in a timely manner.
- 10.4 Unless a report of Bribery or Corruption is found to have been made vexatiously, the Company will not take any action against the person who made the report, even if the Bribery or Corruption is not substantiated.
- 10.5 A report of actual or suspected Bribery or Corruption will not affect any performance management process or investigation into misconduct involving the person who made the report.
- 10.6 The Company will treat as confidential all such queries and reports except where action is to be taken, in which case the Company will seek to maintain the confidentiality of the Staff Member unless the circumstances demand otherwise.

## 11. Whistle-blower policy

- 11.1 In circumstances where a report of actual or suspected Bribery or Corruption cannot be made to the any of the persons outlined in section 5.5, it can be reported in accordance with the separate Whistle-blower Policy maintained by the Company, which can be referred to for further information.

## 12. Charitable donations

- 12.1 The Company supports a number of charitable causes in Australia / worldwide.

- 12.2 Donations are made to these charitable causes without expectation of favourable action or the exercise of any influence.
- 12.3 In some circumstances, donations may be corrupt, for example if they are made to an artificial charitable organisation or ultimately benefit a Third Party.
- 12.4 Donations can only be made on behalf of the Company if the donations are:
- (a) approved by the Group Head of Risk and Compliance or a designated person;
  - (b) made only to an approved not-for-profit organisation whose goals reflect the values of the Company;
  - (c) are accurately recorded in the business records of the Company;
  - (d) not made in cash or to private accounts; and
  - (e) are consistent with this Policy.
- 12.5 Any employee who seeks a charitable donation from the Company must disclose any benefit the employee will derive from the donation.

## **13. Reporting to the Board**

- 13.1 On a six-monthly basis (or more regularly, if appropriate), the Group Head of Risk and Compliance will report to the Board in respect of compliance issues relating to this Policy. This includes any risks assessed or raised by the Audit and Risk Management Committee during their regular reviews in accordance with the Audit and Risk Management Committee Charter. Material non-compliance with this Policy will be reported to the full Board immediately.

## **14. Review**

- 14.1 This Policy will be reviewed regularly by the Board, having regard to the changing circumstances of the Company. Any changes to the Policy will be notified to Staff Members in writing.
- 14.2 Updates and amendments to this Policy will be the responsibility of the Group Head of Risk and Compliance. All new management or other relevant Staff Members will be provided with a copy of this Policy as part of their induction into the Company. Any updates or amendments as approved by the Board will be notified to appropriate Staff Members by the Group Head of Risk and Compliance.

## **15. Training**

- 15.1 On an annual basis (or more regularly, if appropriate), the Company may provide training on dealing with Bribery and Corruption to any Staff Members likely to be exposed to bribery or corruption while working in their role in the Company.

## 16. Sources of legal obligations

- 16.1 The sources of legal obligations behind this Policy are the anti-corruption laws of countries in which the Company operates. The anti-corruption legislation of some countries has extra-territorial operation so may apply to the Company even if the alleged corruption does not take place in that country.
- 16.2 This legislation includes:
- (a) *Criminal Code Act 1995* (Cth);
  - (b) *Corporations Act 2001* (Cth);
  - (c) *Bribery Act 2010* (UK);
  - (d) *Foreign Corrupt Practices Act 1977* (US);
  - (e) US Code 666 - theft or bribery concerning programs receiving Federal Funds (US); and
  - (f) any anti-corruption law of a country which applies to the Company, its business partners or third parties operating on its behalf.

## 17. Variation

The Board may change this Code by resolution.

## 18. Disclosure of Policy

This Policy will be made available, and updated as required, on the Company's website.