



Anti-bribery and Corruption Policy

Approved by the Board	26 August 2019
Previously Approved	-
Next Review Date	August 2020

1. Introduction

1.1 ReadCloud Limited (**Company** or **ReadCloud**) and its subsidiary companies is committed to conducting its operations and business activities with integrity and preventing bribery or corruption by any of its directors, officers, employees or any other party acting on its behalf. ReadCloud is committed to complying with all laws that apply to it, including anti-bribery and corruption laws.

1.2 The purpose of the Anti-Bribery and Corruption Policy (**Policy**) is to:

- (a) supplement ReadCloud's Code of Conduct by setting out the conduct expected by the Company to minimise the risk of bribery or corruption occurring in connection with its operations and activities; and
- (b) provide guidance on how to deal with instances of bribery or corruption.

2. Application of this Policy

2.1 This Policy applies to ReadCloud and its directors, officers, employees, secondees, and other individuals or entities that are effectively controlled by ReadCloud (**ReadCloud Personnel**).

3. Prohibition on bribery and corruption

3.1 Bribery and corruption in any form are prohibited.

3.2 Bribery involves the offering, giving, soliciting or accepting of a benefit (monetary or otherwise) to any person where the benefit is:

- (a) not legitimately due;
- (b) offered or given to that person with the intention of influencing them in the exercise of their duties or functions; and
- (c) offered or given with the intention of obtaining business or a business advantage that is not legitimately due to ReadCloud.

3.3 For the avoidance of any doubt:

- (a) this prohibition on bribery applies irrespective of whether the person sought to be influenced works in the public or private sector;
- (b) the prohibition applies throughout the world;
- (c) it is irrelevant whether a bribe is accepted or ultimately provided. Merely offering a bribe is a contravention of this Policy and usually is sufficient for an offence to be committed; and
- (d) this prohibition is not subject to any local customs or business practices.

3.4 Also, for the avoidance of doubt, in this Policy **Public Official** means anyone who is:

- (a) a member of any legislative, administrative or judicial body;
- (b) a party official or a candidate for political office;

- (c) an employee, official or contractor of a government body or a wholly or partially state-owned enterprise;
- (d) an official, employee or contractor of any public international organisation (such as the United Nations, the World Bank or the International Monetary Fund);
- (e) a person who holds themselves out to be an intermediary of a Public Official;
- (f) a member of a royal family; or
- (g) a commercial entity, or the directors, officers or employees of a commercial entity, in which a government body has a significant ownership interest or over which it otherwise exerts control (i.e. a foreign public enterprise).

4. Gifts and entertainment

4.1 ReadCloud does not permit the exchange of gifts or involvement in hospitality activities that is beyond general commercial practice or that occurs in circumstances that could be considered to give rise to undue influence.

4.2 The offer or acceptance of gifts or hospitality is permitted where it:

- (a) is for a legitimate business purpose, which may include developing business relationships;
- (b) does not take place with Public Officials from which a decision regarding any licence, permit, authorisation or any other official act or decision is pending;
- (c) involves, or is reasonably likely to involve, a third party paying for travel or accommodation, and that payment is approved by the CEO or CFO;
- (d) complies with the local law and government policies of the country in which the expenditure is made;
- (e) is given in an open and transparent manner;
- (f) does not include cash, loans or cash equivalents (such as gift certificates or vouchers); and
- (g) complies with the financial approval requirements referred to below.

4.3 ReadCloud Personnel must obtain approval from their direct supervisor (or in the case of directors or officers from the CEO) before accepting or offering any gift or hospitality where it is reasonably foreseeable that the gift or hospitality will exceed AU\$200 in value (Threshold Value).

4.4 A declaration must be made in the Gifts and Entertainment Register where the offer or acceptance of gifts (including personal favours) or hospitality is over the Threshold Value. The entry must:

- (a) include the value (or approximate value) of the gift or hospitality and whether the gift or invitation to participate in hospitality was accepted or declined; and
- (b) must be accurate and must not distort or disguise the true nature of the entry.

4.5 The Gifts and Entertainment Register will be reviewed by the General Counsel every six months.

5. Prohibition on facilitation payments and secrets commissions

5.1 The making of facilitation payments is prohibited. Facilitation payments are typically minor unofficial payments to Public Officials made either directly or indirectly to expedite or secure the performance of a routine government action (for example, to facilitate the expedition of applications for visas or licences).

5.2 The giving or receiving of secret commissions is prohibited. Secret commissions typically arise where a person or entity (such as an employee of ReadCloud) offers or gives a commission to an agent or representative of another person (such as a contractor of ReadCloud) 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.

6. Donations

Political Donations

6.1 ReadCloud Personnel must not, on behalf of the Company, make a political donation to any political party, politician or candidate for public office in any country unless the donation has been approved in advance by the Board and complies with the local law and government policies of the jurisdiction where the donation is made. It must also be recorded accurately in ReadCloud's accounts.

6.2 Attendance at political gatherings, meetings and functions in a professional capacity is permitted where there is a legitimate business purpose. Records of attendance (and the cost of attendance) must be declared in the Gifts and Entertainment Register.

Charitable donations and social programs

6.3 Apart from political donations, ReadCloud may make charitable donations and contribute to social programs (e.g. community education and health programs) as permitted by local laws and practices. No charitable donation or social programs may be offered or made on behalf of ReadCloud without the prior approval of the CEO.

6.4 Care must be taken to ensure that charitable donations and social programs are applied for a legitimate and appropriate purpose.

7. Engaging with third party contractors, agents and intermediaries

7.1 It is prohibited by this Policy and the law to offer, give, solicit or receive a bribe indirectly, through a third party.

7.2 It is important that appropriate controls are implemented in respect of ReadCloud's engagement of third parties to ensure that the actions of the third parties do not affect the Company adversely.

7.3 Third party agents and intermediaries that pose particular risk to the Company of breaching antibribery laws include those that are involved in negotiating any business arrangements or transactions with the public or private sector on behalf of ReadCloud.

- 7.4 In the circumstances set out at 7.3, it is important that:
- (a) the standards of conduct set out in this Policy are clearly communicated;
 - (b) sufficient due diligence is performed to ensure that it is appropriate for the third party to represent ReadCloud. This includes completion of an appropriate due diligence report. In many instances it will be appropriate to conduct reference checks;
 - (c) the fees payable to the representative must be reasonable and at market rates for the services being rendered and not provide an incentive to act improperly;
 - (d) success based or percentage-based fees are not negotiated or paid without the express prior approval of the CEO;
 - (e) the appointment of the representative is documented in a written agreement which:
 - (i) contains anti-bribery provisions that satisfy the requirements of this Policy; and
 - (ii) expressly reserves ReadCloud's right to conduct performance monitoring and regular audits; and
 - (f) the appointment must be approved by the CEO.

8. Joint Ventures and Acquisitions

- 8.1 Where a joint venture partnership or acquisition is under consideration, a due diligence report must be completed and signed off by the CEO and/or General Counsel before entering into contractual relations.
- 8.2 Contracts with proposed joint venture partners should include standard terms concerning the issues addressed by this Policy and ReadCloud should work with its partners to adhere to the standards outlined in this Policy.

9. Accounting, books and records

- 9.1 Internal financial recording and accounting systems and procedures must be maintained to make and keep books and records which accurately and fairly reflect, in reasonable detail, the parties, the payment arrangements and the purpose of all transactions and disposition of assets.
- 9.2 No undisclosed or unrecorded fund or account may be established for any purpose.

10. Compliance with local laws required

- 10.1 This Policy reflects the laws applicable to the Company. As such, compliance with the Policy should generally result in compliance with local laws. Nevertheless, ReadCloud Personnel should ensure that they are familiar with local laws and, where a law imposes a higher standard than the Policy, ReadCloud Personnel operating in that country must fully comply with the higher standard.

- 10.2 In appropriate instances, the Company will provide country-specific directions for ReadCloud Personnel and ReadCloud subsidiaries operating in Countries outside of Australia.

11. Consequences on non-compliance

- 11.1 Bribery and the other types of improper payments prohibited by this Policy are prohibited under the laws of the countries in which commercial dealings on behalf of the Company take place.
- 11.2 Under relevant laws, for companies, possible consequences of contravention include the imposition of substantial fines, exclusion from tendering for government or private contracts and reputational damage. For individuals, possible consequences include criminal and civil liability with associated significant fines and/or lengthy terms of imprisonment.
- 11.3 Further, any breach of this Policy by ReadCloud Personnel or third parties acting on the Company's behalf is a serious matter that will be investigated and addressed by the Company. It may result in disciplinary action, including immediate termination of employment or engagement with ReadCloud.

12. Reporting procedures and queries

- 12.1 ReadCloud Personnel must report any instance where they believe that non-compliance with the Policy has occurred, is occurring, or is being planned, as soon as they become aware of it.
- 12.2 The report should be made to the CEO and/or General Counsel. Reports may be made anonymously. ReadCloud will make available an email address for this purpose.
- 12.3 All disclosures will be taken seriously, thoroughly investigated and treated with the utmost confidentiality.
- 12.4 ReadCloud Personnel are also encouraged to contact the Company Secretary or General Counsel if they have any questions or concerns regarding this Policy or subject matter to which this Policy relates. Any enquiries will be treated with the utmost confidentiality.

13. Protection from sanction

- 13.1 ReadCloud Personnel will not be subjected to any form of punishment or reprisal from ReadCloud for:
- (a) raising a concern regarding, or reporting, any instance of, non-compliance or suspected non-compliance with this Policy, provided the report is made in good faith; or
 - (b) refusing to provide or receive a bribe or for refusing to participate in corrupt activity.
- 13.2 ReadCloud prohibits retaliatory action by ReadCloud Personnel against any individual who:

- (a) Refuses to follow any directive or participate in any activity in circumstances where they are concerned that doing so may amount to a breach of this Policy; and/or
- (b) Is involved in the reporting of conduct which they believe or suspect amounts to non-compliance with this Policy;

regardless of whether or not the targeted individual is ReadCloud Personnel.

14. Review of this Policy

- 14.1 The Chief Executive Officer will review this Policy annually or as often as he or she considers necessary.
- 14.2 Any amendment to this Policy must be approved by the Board.

15. Approved and adopted

- 15.1 This Policy was approved and adopted by the Board on 26 August 2019.