

COMPUTERSHARE
LIMITED
ANTI-BRIBERY AND
CORRUPTION POLICY



CERTAINTY | INGENUITY | ADVANTAGE

 **Computershare**



Anti-Bribery and Corruption Policy

Think before you act

If you are asked to make a payment on Computershare's behalf, you should be mindful of what the payment is for and whether the amount is proportionate to the goods or services being provided. Computershare can be held legally responsible for a corrupt payment even when it is made unknowingly through a third party.

In particular, you should be wary of any unusual requests, for example, where a party requests:

- > payment before they will sign a contract;
- > that a payment be made to a country which is different to where they reside; or
- > an unexpected fee to 'facilitate' a service.

If you are uncertain as to whether a particular act constitutes Bribery or Corruption, or if you have any other questions regarding this policy or improper conduct generally, then you should speak with your manager or another appropriate individual. For example, this could be a senior manager or member of your local Legal &/or Compliance Team. If you are still uncertain about any particular conduct, then you must report that conduct to your local Legal &/or Compliance Team.

4. PROHIBITED CONDUCT



DO NOT:

- > offer, give or solicit any payment, gift or other benefit to any individual or company on the condition or promise of any business or for any other professional or personal advantage;
- > receive, or agree to receive, any payment, gift or other benefit as an inducement to commence or continue any business or 'overlook' any potential legal violations;
- > agree to make any contribution to a third party to speed up a government review, application or other administrative or routine process; or
- > threaten or retaliate against another employee or Contractor of the Computershare Group, or any other person, who refuses to be part of any act of Bribery or Corruption, or reports in good faith any suspicion or knowledge of such conduct.

Facilitation payments

A facilitation payment is a small, unofficial payment made to secure or expedite a routine government action by a government official.

While Computershare acknowledges that facilitation payments can be an acceptable business practice in certain jurisdictions in which the Computershare Group conducts business, all directors, officers and employees of, and Contractors to, the Computershare Group are prohibited from making, or arranging, any facilitation payment in connection with the performance and conduct of Computershare's business regardless of the country in which they conduct their business.

5. POLITICAL AND CHARITABLE DONATIONS

The Computershare Group does not make political contributions. Where local laws and practices permit an organisation to participate in politically related committees or funds, any such involvement by a member of the Computershare Group must be:

- > legal;
- > approved by Computershare's CEO & President and the CEO and Chief Legal Officer for the particular region; and

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- > accurately recorded in the company's annual financial statements.

The Computershare Group makes occasional charitable donations that are legal, transparent and ethical, including to the Computershare established 'Change a Life' initiative.

Charitable donations made by a member of the Computershare Group must be approved:

- > by the company's board of directors;
- > by the regional senior management team; or
- > in accordance with local business processes approved by regional senior management,

as appropriate, having regard to your local laws and practices. All such payments must be reflected accurately in the company's annual financial accounts.

6. GIFTS AND ENTERTAINMENT

While appropriate business gifts and corporate hospitality can be an acceptable way in which to build goodwill and develop business relationships, it is important that any such gifts and entertainment do not, and do not appear to, compromise your ability to make an objective business decision or improperly influence another person in the Computershare Group's business dealings with them.

In giving or receiving any gift or entertainment, you must comply with the approval process set out in the Computershare Group's **Global Gifts and Entertainment Policy**.

Some employees of the Computershare Group are authorised to give business gifts and entertainment where they are:

- > legal;
- > common practice;
- > appropriate;
- > not excessive in value or frequency;
- > recorded; and
- > ultimately in accordance with the Computershare Group's **Global Gifts and Entertainment Policy**.

However, all directors, officers and employees of, and Contractors to, the Computershare Group are prohibited from accepting any cash or cash equivalent gifts, and from giving gifts and entertainment, or receiving them, in contravention of Computershare's or our clients' or suppliers' policies or the rules of any tender or competitive bidding process.

7. RECORD KEEPING

All members of the Computershare Group must have appropriate internal controls in place, and keep accurate and complete financial records supporting the business reason for making payments to other parties.

All Computershare Group accounts, invoices and other documents and records should be prepared and maintained with strict accuracy and completeness. No accounts must be "off-the-books" for any reason, including to facilitate (or conceal) an improper payment.

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8. POLICY IMPLEMENTATION

The Computershare Group will continue to monitor the effectiveness of, and compliance with, its internal systems and procedures for the prevention of Bribery and Corruption in carrying on its business.

9. REPORTING KNOWN OR SUSPECTED BREACHES

You must promptly report to your local Legal &/or Compliance Team any act or offer of Bribery or Corruption or other improper conduct you know or suspect in good faith, has occurred or is likely to occur.

If you do not feel comfortable reporting a matter to a member of your local Legal &/or Compliance Team, you should report to your Regional Whistleblower Officer in accordance with the Computershare Group's **Global Whistleblower Policy**.

Computershare will treat any breach of this policy as serious misconduct, which may lead to disciplinary action, including termination of employment.

Computershare will not tolerate any retribution against any person who reports conduct in good faith that they know, or suspect, is in breach of this policy or who otherwise provides assistance in connection with a concern raised.

10. POLICY CURRENCY

This policy may only be amended with the approval of the Board of Computershare Limited. This version of the Policy was approved by the Board on 4 March 2016.

