

COMPUTERSHARE  
LIMITED  
ANTI-BRIBERY AND  
CORRUPTION POLICY



CERTAINTY | INGENUITY | ADVANTAGE

 **Computershare**



# Anti-Bribery and Corruption Policy

## OTHER RELEVANT GLOBAL POLICIES

[Global Code of Conduct](#)

[Global Gifts and Entertainment  
Policy](#)

[Global Whistleblower Policy](#)

## 1. OVERVIEW AND PURPOSE

This policy outlines Computershare Group's commitment to the clear statement in Computershare Group's [Code of Conduct](#) which prohibits acts of bribery and corruption and remain in compliance with applicable laws and regulations.

The policy defines the principles for identifying and preventing potential bribery and corruption in order to protect Computershare's reputation and communicate Computershare Group's anti-bribery and anti-corruption principles both internally and to external parties. This policy is part of the framework for Computershare Group-wide Anti-Bribery and Anti-Corruption (**ABC**) Program.

## 2. SCOPE AND APPLICATION

This policy applies to Computershare Limited and its majority-owned subsidiaries in all geographical locations ("**Computershare Group**"). It applies to all directors, officers and employees of, and contractors to, the Computershare Group.

Computershare Group takes zero-tolerance approach to bribery and corruption and is committed to act professionally, fairly and with integrity in all its business dealings and relationships, wherever it operates. Pivotal to Computershare Group's success is our reputation for honesty, ethical and legally responsible conduct.

This policy sets Computershare Group's global minimum standard for anti-bribery and corruption and should be followed in conjunction with any applicable regional or entity-based policies and procedures. For the avoidance of doubt, where local ABC rules and regulations conflict with this policy then the local rules and regulations supersede this policy. Such conflicts should be escalated to Compliance for resolution.

## 3. RISKS AND IMPLICATIONS

Acts of bribery and corruption are illegal in the jurisdictions within which Computershare Group operates. Computershare Group, through the course of its business activities and dealing with third parties, is exposed to the risks of bribery and corruption. Computershare Group is required to mitigate these risks through relevant controls and policies and to ensure its employees are aware of activities that constitute acts of bribery and corruption.

Committing bribery or corruption is a violation of this policy and relevant laws or regulations. Additionally, intentionally ignoring instances of bribery or corruption may subject Computershare Group and the employees involved to substantial criminal and civil penalties, as well as significant reputational and financial harm.

## 4. RESPONSIBILITIES AND ACCOUNTABILITIES

Computershare Group has zero tolerance towards acts of bribery and corruption and prohibits them in any form. Computershare Group will not tolerate its employees or contractors being involved in acts of bribery and corruption. Bribes and kickbacks are strictly prohibited by law and can carry criminal liability.

# Anti-Bribery and Corruption Policy

Computershare Group Board will:

- > lead and sponsor actions and communications emphasising the importance of ABC and compliance with ABC laws and regulations
- > establish a culture where bribery and corruption are unacceptable

Senior Managers/ Business Unit Heads will:

- > ensure risk assessments are completed annually
- > ensure treatment plans are defined to manage ABC risks
- > not make facilitation payments
- > ensure that the Global Gifts and Entertainments Policy is followed at all times
- > maintain accurate records

Compliance/ MLRO will:

- > coordinate the activities related to Anti-Bribery and Anti-Corruption in accordance with all relevant local legal and regulatory requirements
- > provide guidance regarding advice on the local Anti-Bribery and Anti-Corruption Programme
- > perform oversight regarding the investigation of any reported acts of Bribery and Corruption



All Employees must:

- > read, understand and comply with this policy and all other relevant company policies, including those on the giving and receiving of gifts and entertainment and working with the government
- > ensure all gifts, entertainment, donations, sponsorships and any other transactions are appropriately authorised, transparent and accurately recorded in the appropriate repository
- > perform appropriate due diligence in respect of any contractor with whom Computershare intends to do business
- > promptly report any suspicion or knowledge of bribery or corruption or other improper conducts relating to this policy in accordance with **Reporting'** below



Employees must 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
- > 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

# Anti-Bribery and Corruption Policy

## 5. DEFINITIONS

**ABC Laws** means all anti-bribery and corruption laws applicable to Computershare including but not limited to the Australian Criminal Code Act 1995 (Cth), the United States Foreign Corrupt Practices Act, the Bribery Act 2010 in the United Kingdom and the Criminal Justice (Corruption Offences) Act 2018 in Ireland.

**Bribery** means to offer, promise, give, accept or solicit anything of value as an inducement or reward in order to gain an improper commercial, contractual, regulatory or personal advantage.

**Computershare** means Computershare Limited.

**Computershare Group** means Computershare and all entities owned or effectively controlled by Computershare.

**Contractor** means any third party who represents a member of the Computershare Group or acts with discretion on its behalf.

**Corruption** means to offer, promise, give, accept or solicit a benefit as an inducement or reward for the misuse of a person's power, office or influence for personal gain; and often involves Bribery.

**Public Official** means an individual who is employed, appointed or elected to perform any legislative, regulatory, administrative, judicial or public function for any country or geography within which Computershare Group operates. In addition, any public or governmental agency or any enterprise, organisation or public entity owned or controlled by public officials. This includes state-owned or controlled companies.

**Kickback** means to offer or accept a bribe. See "Bribery" above.

**Legal Entity** means a corporation, company or trust incorporated under the laws of its resident jurisdiction with legal rights and responsibilities that is owned by Computershare Group.

## 6. STATEMENTS OF INTENT

**In order to carry out this policy, the following steps must be taken:**

### **Anti-Bribery & Corruption Management Direction & Vision**

The executive management of Computershare Group and its Legal Entities must visibly lead, and sponsor actions and communications aimed at emphasising the importance of ABC and compliance with ABC laws and regulations, aiming to establish and maintain a culture where bribery and corruption is unacceptable and where employees feel able to raise concerns.

This will ensure the focus and appropriate level of importance is placed on ABC to Computershare Group employees.

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 request's:

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

# Anti-Bribery and Corruption Policy

## **ABC Risk Assessment**

The ABC Risk Assessment will enable the businesses to identify and examine the inherent ABC risks to which its Legal Entities are exposed to and determine the strength of the control environment designed to mitigate those risks, and hence determine the residual ABC risks that Computershare Group is exposed to.

This risk assessment must be reviewed and updated at least annually to give an overall assessment of which parts of Computershare Group are most exposed to ABC risks and whether the controls established to mitigate the existing inherent ABC risks are adequate in design and effective in operation. Treatment plans must be defined when the residual ABC risks are unacceptable and/or to resolve weaknesses within the ABC control environment.

## **ABC Awareness & Training**

In order to ensure compliance with this policy, local policies and procedures and applicable local ABC laws and regulations, Computershare Group must establish mandatory ABC training and awareness. All employees are required to undertake mandatory ABC training annually and in the Global Regulatory Learning Policy for new joiners. The training will provide relevant information on local rules and regulations based on the jurisdiction of the employee undertaking the training, as appropriate.

## **Facilitation payments**

A facilitation payment is a small, unofficial payment made to secure or expedite a routine government action by a government official. Facilitation payments are prohibited from being made. The only exception is where there is an immediate threat to personal safety and in which case the payment must be reported to Compliance as soon as possible.

## **Dealing with Public Officials**

Any activity of Computershare Group involving Public Officials may have increased reputational risk and ABC risk. Any transfer of value to Public Officials such as gifts, hospitality or any other item of value must be escalated to Compliance for their opinion prior to business approval and the offering of such gifts or business hospitality.

Items of value would also include employment opportunities (including internships) with persons associated with Public Officials.

## **Employment Related Risks**

Whilst Computershare has formal processes governing recruitment, promotion and training, providing or offering any employment, internship, promotion or training in order to obtain a commercial, contractual, regulatory or personal advantage is prohibited. Providing such in order to gain or retain an undue business advantage is considered as bribery and corruption.

# Anti-Bribery and Corruption Policy

## Mergers, Acquisitions and Significant Investments

Computershare Group is from time to time involved in mergers, acquisitions and other significant strategic investments resulting in control over the target entity. This gives rise to the risk that the target entity or the merger, acquisition or significant investment has been, or continues to be involved in bribery or corruption.

In many jurisdictions it is common that the successor company as a result of a merger, acquisition or strategic investment assumes the liabilities of predecessors including civil and criminal liabilities for possible bribery or corruption.

In order to manage those risks Computershare Group will undertake four main mitigation activities:

- > pre-deal due diligence to ensure that all ABC risks have been identified
- > inclusion of ABC considerations during the Pre and Post deal phases
- > warranties regarding ABC risks
- > post-deal integration of the target including if appropriate the remediation and implementation of an ABC program to ensure the risk of future bribery and corruption issues arising in the future is reduced

## Political and charitable donations

Computershare Group does not make political contributions.

Computershare Group makes occasional charitable donations that are legal, transparent and ethical, including to the Computershare established 'Change a Life' initiative. Charitable donations on behalf of Computershare Group made by a member of Computershare Group must be approved:

- > by the company's board of directors; or
- > by the regional senior management team; or
- > in accordance with local business processes approved by regional senior management, and as appropriate, having regard to your local laws and practices.

All such payments must be reflected accurately in the company's annual financial accounts and in the Gifts & Entertainments Register in accordance with the Global Gifts & Entertainments Policy.

## Gifts and entertainment

Appropriate business gifts and corporate hospitality can be an acceptable way 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 or another person's ability to make an objective business decision.

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

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

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

# Anti-Bribery and Corruption Policy

## Reporting

All material breaches of this policy must be escalated to the relevant Chief Compliance Officer.

Each Computershare Group Legal Entity reports the status of the implementation of its ABC program and all events relevant to ABC at least quarterly to the relevant Chief Compliance Officer. Each Legal Entity will report the status of its local ABC program to the relevant local governance body at least annually.

At Computershare Group level, the status of the Group ABC program is reported to the Board Risk and Audit Committee annually.

## Record Keeping

All Group Legal Entities must maintain accurate records of all ABC related issues, escalations and approvals.

## 7. COMPLIANCE

Compliance with the Computershare Anti-Bribery and Corruption Policy is required.

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.

There are no exceptions to this policy.

Computershare may amend this policy at any time and will publish updated versions to all employees and relevant third parties.

## 8. REFERENCES

See definitions section for details.

## 9. FURTHER INFORMATION

For further information on this policy please contact:

Your regional compliance team

## 10. APPROVAL

This policy was approved by the Policy sponsor and owner on:

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### Policy Sponsor

Stuart Irving, Chief Executive Officer  
Computershare Group

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### Policy Owner

Michael Anson, Global Chief Risk Officer  
Computershare Group

