

Purpose and Scope

In line with our Code of Conduct, this Policy outlines Programmed/PERSOLKELLY's (The Organisation) zero tolerance towards bribery and corruption. It includes principles for compliance and managing risks related to gifts and entertainment. This Policy helps prevent, detect, and respond to bribery and corruption threats, ensuring compliance with relevant laws.

This Policy applies to all workers (Directors, Officers, Employees, and Contractors) within Programmed/PERSOLKELLY (Australia and New Zealand), including subcontractors. It covers any activity or behavior related to employment or acting on behalf of the Organisation, regardless of location. Where local laws conflict with this Policy, the more stringent standard must be followed.

All Programmed/PERSOLKELLY staff must understand and adhere to this Policy to protect against bribery and corruption threats. Employees must act with integrity and avoid relationships that could impair objective decision-making.

Applicable Laws

Laws prohibiting bribery and improper payments apply across Australia and New Zealand. Some laws, like the Commonwealth Criminal Code in Australia, have extraterritorial reach, meaning activities overseas can still be prosecuted under Australian law. These laws apply to Programmed/PERSOLKELLY as well as individuals working for and on behalf of Programmed/PERSOLKELLY.

Policy Requirements

The following principles are to be read in conjunction with the Organisation's Code of Conduct and the Guideline supporting this Policy.

1. We have zero appetite for bribery, corruption and facilitation payments
2. We identify, mitigate and manage bribery and corruption risks
3. We only offer or accept gifts, entertainment or hospitality when appropriate and permitted
4. We encourage reporting and 'Speaking Up' of any bribery or corruption concerns without fear or reprisal and maintain accurate records of financial and non-financial controls
5. We conduct appropriate due diligence on employees and third-parties and fully comply with anti-bribery and corruption regimes
6. We promote a culture of compliance with anti-bribery and corruption obligations through ongoing training and awareness

Principal channels for reporting Bribery and Corruption concerns:

Line Management	Line manager/ 'One Up', Head of Business/ Function, HR
Principal Disclosure Officer	Group General Manager, Risk and Compliance
Email	speakup@programmed.com.au
SpeakUp Hotline	1300 035 808 (free call inside Australia)

Definitions

'Bribe' or 'Bribery'	<p>The offer, promise, giving, requesting, authorising or receiving of anything of value (whether a financial or other advantage) directly or indirectly to another person(s) with the intention of influencing or rewarding improper performance. In addition, to cash, bribes can take the following forms:</p> <ul style="list-style-type: none"> ▪ cash equivalent (e.g. discounts, gift cards). ▪ Gifts. ▪ Entertainment and other hospitality. ▪ Travel or accommodation. ▪ Flights. ▪ Sponsorships or donations. ▪ Favours or decisions (e.g. awarding jobs, contracts, offers of employment). <p>'Another person' can include, but is not limited to: a Public Official, Third Party, supplier, customer, etc.</p> <p>Bribery can include either 'active bribery', in which a person offers or gives something of value to influence performance or obtain an unfair advantage, or 'passive bribery', in which a person receives, attempts to receive, or requests something of value in exchange for improper performance.</p>
'Corruption'	<p>An act or omission for an improper or unlawful purpose, which involves the abuse of a position of trust or power</p>
'Worker'	<p>For the purposes of this policy an Employee includes:</p> <ul style="list-style-type: none"> ▪ full time, part time, casual, fixed term and permanent. ▪ Contractors <p>Service providers: employed by a Third-Party vendor and have access to our IT network and systems.</p>
'Facilitation Payment'	<p>A payment of minor value paid to a Public Official via unofficial channels to expedite or secure the performance of a routine government action of a minor nature.</p>
'Secret Commission'	<p>Programmed/PERSOLKELLY prohibits the paying or receiving of secret commissions to any person or entity. It is also an offence in Australia and most countries around the world to pay a secret commission.</p> <p>Secret commissions arise where a person who is the agent or representative of another person or entity takes or solicits a commission from a third party without disclosing that commission to their principal. The secret commission is given as an inducement to the agent or representative to use their position to influence the conduct of their principal's business. This would include, for instance, making a payment to an agent of a customer of Programmed/PERSOLKELLY, where that agent does not disclose the payment to the customer and, in return, the agent facilitates favourable commercial terms for Programmed/PERSOLKELLY with that customer.</p>
'Third-Party'	<p>Any external party with whom we have, or plan to establish, some form of business relationship. A Third Party may include, but is not limited to:</p> <ul style="list-style-type: none"> ▪ suppliers/ vendors; ▪ agents, brokers, advisers, dealer groups (i.e., any type of external third party or intermediary involved in facilitating or selling Group products); ▪ providers of merchant payment processing services; ▪ merger and acquisitions targets, joint ventures and partnerships; and ▪ any person who performs services for or on our behalf (and does not meet the Employee definition). <p>This Third-Party definition excludes individuals and organisations that are only customers of the services we provide, and not additionally engaged in any of the above capacities.</p>

Document Management

Approval and Governance	
Approver	Group GM Risk and Compliance
Owner	GM Risk
Review Cycle	Every two years

Associated Documents

Document Number	Document Name
PRG-RAL-PO-2076	Anti-Bribery and Corruption, Gifts and Entertainment Policy
PRG-RAL-GU-2078	Risk Management Framework
PRG-RAL-PO-0243	Code of Conduct
PRG-RAL-PO-0098	Whistleblower Policy
PRG-RAL-PR-0345	Related Party Procedure
PRG-FIN-PO-1419	Expenses Policy
PRG-RAL-GU-0375	Delegation of Authority (DoA) Matrix – All Divisions