



## Anti-Bribery and Corruption Policy – Global.

### 1. Overview

Corporate Travel Management Limited (CTM) and the CTM Group takes a zero-tolerance approach to bribery and corruption and is committed to conducting its business with honesty and integrity and the highest standards of personal and professional ethical behaviour.

CTM's Board and the executive team have adopted this policy to communicate this message and to assist those working with the CTM Group to uphold it. The senior executive team, management and senior employees at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy.

### 2. Scope

This policy applies across the CTM Group to all CTM subsidiaries and to all employees, contractors and directors. In certain circumstances the CTM Group must also apply this policy to third parties by including appropriate anti-bribery and anti-corruption clauses in their engagement documentation (discussed further in this policy).

The purpose of this policy is to:

- set out the CTM Group's and employee's responsibilities and the responsibilities of third parties we deal with in observing and upholding our position on bribery and corruption; and
- provide information and guidance to our employees on how to recognise and deal with bribery and corruption issues.

### 3. Definitions

#### 3.1 Bribe / Bribery

Bribe / bribery means the giving, offering, promising, requesting, 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 to influence them corruptly or improperly in the exercise of their duty; and corrupt / corruption means the misuse or abuse of public or private office or power for personal gain.

#### 3.2 CTM Group

CTM Group means Corporate Travel Management Limited and any subsidiary or business which is directly or indirectly wholly, or majority owned, managed, or otherwise controlled by Corporate Travel Management Limited (in all countries in which we operate).

#### 3.3 Third Party / Third Parties

Third party / third parties mean any individual or organisation who is engaged or paid to represent any entity in the CTM Group, including business partners, actual and potential customers, all suppliers (including all of our air, land, product, IT and other suppliers), business contacts, consultants, contractors, representatives, sponsors, advisors, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

In this policy, the use of the terms 'we', 'our' and 'us' refer to the entire CTM Group.

## 4. Laws and Regulations

We conduct all business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all of our business dealings and relationships wherever we operate. It is our best practice objective that those we do business with take a similar zero-tolerance approach to bribery and corruption.

The CTM Group operates under laws which make illegal any form of bribery, including giving or receiving bribes, 'facilitation payments' (as defined below) and bribery of foreign public officials. Bribery and corruption are criminal offences and penalties can be severe for both companies and individual employees. Therefore, we take our legal responsibilities very seriously and expect our employees to do the same.

The CTM Group complies in full with the laws and regulations of those countries in which we operate. There is legislation in many countries, examples include:

- Australia (Criminal Code Act 1995)
- United States (Foreign Corrupt Practices Act)
- UK (Bribery Act 2010)

Similar laws also exist in or apply to other jurisdictions in which we operate. Acts of bribery and corruption committed by our employees overseas may well result in a prosecution at home and in other jurisdictions.

## 5. Bribery and Corruption

Bribery and corruption are defined at the beginning of this policy and can take on many different shapes and forms, but typically both parties to the bribe or corrupt practice will benefit. It does not matter whether the bribe is:

- given or received directly or indirectly through a third party; or for the benefit of the recipient or some other person;
- remember, a bribe may exist where there is an intention to influence a person corruptly or improperly in the exercise of their duty. Examples of some forms of bribes are:
  - money (or cash equivalent such as shares, gift cards, etc.);
  - unreasonable or extravagant gifts, entertainment or hospitality (including free or discounted upgrades, free or heavily discounted flights, accommodation or another product);
  - kickbacks;
  - unwarranted allowances or expenses;
  - 'facilitation payments' also known as 'grease payments' (see below);
  - political / charitable contributions;
  - uncompensated use of company services or facilities;
  - anything else of value; or
  - an advantage (whether financial or not).

Such payment, offer, promise or authorisation may be direct or indirect. For example, the CTM Group will be liable even if it or its employees attempt to 'funnel' a payment indirectly to a public official using an unrelated third party as a conduit.

If you are not sure whether conduct, behaviour or practices are acceptable you must first check with your local CFO, CEO or Company Secretary (based in Australia).

Our employees must not:

- bribe another person;
- receive a bribe;
- make 'facilitation payments'; or
- bribe a foreign public official or government entity / official.

Our employees must:

- in certain circumstances, ensure that this policy is applied to third parties by including appropriate anti-bribery and anti-corruption provisions in their engagement documentation; and
- immediately report any breaches or suspected breaches of this policy to their local CFO, CEO or Company Secretary (based in Australia).

## 6. Facilitation Payments

'Facilitation payments' or 'kickbacks', whether legal or not in a country, are prohibited under this policy.

'Facilitation payments' are typically small, unofficial payments made to secure or expedite a routine government action by a government official.

In Australia and the USA 'facilitation payments' may be a defence to the prohibition on paying bribes to foreign public officials.

If you are not sure whether your payment is acceptable you must first check with your local CFO, CEO or Company Secretary (based in Australia).

The type of 'facilitation payments' most likely to be prosecuted include large or repeated payments, facilitation payments that are planned for or accepted as part of a standard way of conducting business, indications of an element of active corruption of the official in the way the offence was committed, and circumstances where a commercial organisation has a clear and appropriate policy setting out procedures an individual should follow if 'facilitation payments' are requested and these procedures have not been correctly followed.

'Kickbacks' are typically payments made in return for a business favour or advantage.

All employees must avoid any activity that might lead to, or suggest, that a 'facilitation payment' or 'kickback' will be made or accepted by us. Please report any concerns regarding 'facilitation payments' or 'kickbacks' to your local CFO, CEO or Company Secretary (based in Australia) immediately.

## 7. Donations

We only make charitable donations that are legal and ethical under local laws and practices that are in accordance with our charitable objectives. Requests for sponsorship should be forwarded to your local CFO for approval in the first instance.

## 8. Dealing with Public Officials and Government Entities

Dealing with public officials poses a particularly high risk in relation to bribery due to strict rules and regulations in many countries.

Public officials include those in government departments, but also employees of government owned or controlled commercial enterprises (also known as State Owned Entities or Government Owned Corporations), international organisations, political parties and political candidates and any person acting in an official capacity on behalf of a foreign government or an instrumentality.



Corrupting a public official is a serious offence. Therefore, the provision of money or anything else of value, no matter how small, to any public official for the purpose of influencing them in their official capacity is prohibited. The prior written approval of your local CFO is required in relation to gifts and hospitality in the public sector. Making charitable contributions or political donations in connection with dealings with a public official is prohibited.

In addition, many public officials and public offices have their own rules regarding the acceptance of gifts and hospitality and we must respect these rules where applicable.

## 9. Dealing with Third Parties

The CTM Group could be liable for the acts of third parties who act on our behalf. Because anti-bribery laws prohibit 'indirect' as well as direct payments and offers, the CTM Group and you may be liable for the conduct of a third party where we know or reasonably should have known of such party's unlawful conduct. Turning a 'blind eye' or ignoring 'red flags' that something may be wrong does not exonerate the CTM Group or you from criminal liability.

The CTM Group is also obligated to take adequate steps to prevent bribery. In certain circumstances, you must conduct a reasonable investigation (due diligence) into the background, reputation, and business practices of a third party before entering into a contract with them. Before appointing a third party you must consult with your manager, your local CFO, CEO or Company Secretary (based in Australia) to determine whether due diligence is required. This will always depend on the nature of the appointment of that third party. The purpose of conducting due diligence in respect of third parties we deal with is to mitigate identified bribery and corruption risks. The CTM Group will always take a proportionate and risk-based approach in conducting due diligence. Due diligence will be unnecessary for many minor third-party appointments.

Do not do business with a third party who refuses to cooperate in due diligence, or where the due diligence raises concerns regarding the anti-bribery risk unless you receive consent from your local CFO to do so. We will not engage any third party who we know or suspect of engaging in bribery or corruption.

## 10. Your Responsibilities

All employees must ensure that they read, understand and comply with this policy and certain employees will be required to complete Bribery and Corruption training annually or as directed by your local CFO, CEO or Company Secretary (based in Australia).

Any breach of this policy by any of our employees may result in disciplinary action, which could result in jail, penalties, fines, criminal convictions and dismissal. Remember, a bribe does not actually have to take place – just promising to give a bribe or agreeing to receive one is prohibited.

The CTM Group reserves its right to terminate our contractual relationship with our employees or any third party if they breach this policy.

## 11. Record Keeping

The CTM Group must keep financial records and have appropriate internal controls in place which will evidence the business reason for making any payments to third parties.

You must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the appropriate Expense Policy, the CTM Group's Code of Conduct and other policies, which can all be found on the intranet.

All accounts, invoices, notes and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with accuracy and completeness. No accounts are to be kept 'off the record' to facilitate or conceal any improper payments.

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## 12. Reporting Concerns

All employees have a responsibility to detect, prevent and report instances not only of bribery and corruption, but also of any other suspicious activity or wrongdoing in connection with the CTM Group. You are encouraged to raise concerns about any issues or suspicion of malpractice at the earliest possible stage. Report the issue or concern to your immediate manager, or, where for good reason this is not possible, you should make use of the Whistleblower guidelines available to our employees. Full details of this can be found in the CTM Group's Whistleblower Policy.

If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with your local CFO, CEO or Company Secretary (based in Australia).

## 13. Protection

Some of our employees who refuse to accept or offer a bribe, or those who raise concerns or report another person's wrongdoing, are sometimes worried about possible repercussions. The CTM Group encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they are mistaken. Refer to the CTM Group's Whistleblower Policy for further information.

## 14. Monitoring and Review

Your local CEO and the Company Secretary will conduct periodic reviews of the bribery risk faced by the CTM Group. This policy and relevant procedures will be updated and amended as required.

Your local CFO will also monitor the effectiveness and review the implementation of this policy, considering its suitability, adequacy and effectiveness. Improvements to this policy that are identified will be made as soon as possible.

All employees are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

The CTM Group reserves the right to vary and/or amend the terms of this policy from time to time at its absolute discretion.

## 15. Further Information

For further information or other enquiries, please contact the Chief People Works Officer or Human Resources.

## 16. Related Documents

- Acceptance of Gifts and Benefits Policy
- Anti-Fraud Policy
- Code of Conduct
- Whistleblower Policy
- CTM Related Parties Policy

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