

Anti-Bribery and Corruption Policy

Global

1. Overview

- 1.1 This Policy sets out CTM's zero-tolerance approach to bribery and corruption. We recognise that rejecting bribery and corruption is essential to protecting CTM's reputation, maintaining the trust and confidence of customers, business partners and other stakeholders, and supporting sustainable, long-term business growth. CTM is committed to conducting business in an honest and ethical manner and we are committed to acting professionally, fairly and with integrity wherever we operate and to implementing and enforcing effective systems to counter bribery and corruption.

2. Purpose and scope

- 2.1 This Policy applies to all CTM directors (executive and non-executive), officers, employees, contractors and any other persons performing services for or on behalf of CTM (CTM Personnel), regardless of the geographical location in which they operate.
- 2.2 The purpose of this Policy is to:
- a) protect against, detect and mitigate fraud and corruption risk and maintain an ethical culture of integrity, aligned to CTM's values;
 - b) set out CTM's responsibilities and the responsibilities of CTM Personnel, in observing and upholding CTM's position on bribery and corruption; and
 - c) provide information and guidance to CTM Personnel on how to recognise and deal with bribery and corruption issues.
- 2.3 This Policy does not form part of any employees' contract of employment and may be updated or changed at any time without prior notice at CTM's absolute discretion.

3. Laws and Regulations

- 3.1 CTM will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate, including (without limitation) the Criminal Code 1995 (Cth), the Corporations Act 2001 (Cth), any Australian state and territory anti-bribery legislation, the United States' Foreign Corrupt Practices Act of 1977 and the United Kingdom's Bribery Act 2010, Prevention of Corruption Act 1960 and Prevention of Bribery Ordinance (Cap. 201) (POBO) (Applicable Anti-Bribery Laws)



- 3.2 CTM is also committed to aligning with all local and international laws that are designed to protect persons who report any inappropriate conduct, matter or corporate violation and assist with all required enforcement proceedings as prescribed by legislation including whistleblower protection and anti-retaliation laws.

4. Responsibility for this Policy

- 4.1 The Board has overall responsibility for ensuring that the CTM Group complies with all legal and ethical obligations and in accordance with this Policy.
- 4.2 Regional CEOs and CFOs have primary and day-to-day responsibility for communicating and implementing this Policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption, including ensuring adequate procedures are in place to prevent bribery.
- 4.3 Management at all levels are responsible for ensuring those reporting to them understand and comply with this Policy and are given adequate and regular training.
- 4.4 CTM has zero tolerance for fraudulent, dishonest, or corrupt behaviour (consistent with CTM's Code of Conduct). All appropriate measures will be taken to deter fraud and corruption.
- 4.5 All CTM Personnel are expected to contribute towards mitigating fraud and corruption risk and impacts, including fully co-operating with Management and any external party appointed by Management or the Board to investigate or mitigate fraud and corruption risks or occurrences.
- 4.6 All CTM Personnel are individually responsible for aiding their own understanding of this Policy and complying with this Policy, as well as completing Bribery and Corruption training annually or as directed by Management.
- 4.7 Any breach of this Policy by any CTM Personnel may be regarded as misconduct, which may result in disciplinary action including termination of employment or engagement.

5. Definitions

- 5.1 For the purpose of this Policy:
- **Bribe/Bribery** means the giving, offering, promising, requesting, agreeing to receive or, receipt or acceptance of any advantage (whether financial or other advantage) directly or indirectly to another person with the intention of influencing or rewarding improper performance. 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.



- **Corruption** means an act or omission for an improper or unlawful purpose, which involves the improper use of power or position for personal gain.
- **CTM or 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).
- **CTM Personnel** means CTM directors (executive and non-executive), employees, contractors and any other persons performing services for or on behalf of CTM.
- **Facilitation payments** means unofficial payments made to secure or expedite a routine government action.
- **Kickbacks** means payments made in return for a business favour or advantage¹.
- **Money laundering** means the process of dealing in, disguising or concealing the origin of illicit funds to make it appear that the funds come from a legitimate source.
- **Public officials** means 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 or instrumentality on behalf of a foreign government.
- **Secret commissions or payments** means taking or solicitation of a commission from a third party without disclosing that commission to the contracting party.
- **Third party/third parties** means 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, business contacts, consultants, contractors, representatives, sponsors, advisors, government and public bodies, including their advisors, representatives and officials, politicians and political parties.
- **Whistleblower Protection Officers** means CTM's Group Chief Legal Officer & Company Secretary and other Whistleblower Protection Officers (**CTM WPOs**) as noted in the Whistleblower Policy.

6. Prohibition on Bribery and Corruption

6.1 CTM prohibits:

¹ For the avoidance of doubt, this excludes commissions and overrides that CTM receives in its role as a travel management company in the course of providing services to its customers in line with industry standards



- a) giving, offering, promising, authorising, accepting, soliciting or requesting a bribe;
- b) paying or receiving secret commissions or payments; and
- c) all forms of corruption.

6.2 CTM commits to not enter into business dealings with any supplier known to, or reasonably suspected of, paying bribes or other corrupt activities and will take appropriate steps to terminate relationships where such conduct is identified.

6.3 CTM Personnel must:

- a) avoid any activity that might lead to a bribe or secret commission being paid or accepted by or on behalf of CTM, or that might suggest that a bribe or secret commission will be paid or accepted;
- b) where possible complete appropriate (including country-appropriate) due diligence and risk assessments before engaging third parties;
- c) must not enter any business dealings with suppliers known to, or reasonably suspected of, paying bribes or other corrupt activities;
- d) not threaten or retaliate against another individual who has refused to participate in bribery or corruption or who has raised concerns under this Policy;
- e) not make or authorise any facilitation payments;
- f) not facilitate or engage in money laundering;
- g) not bribe a foreign public official or government entity / official;
- h) ensure where possible that this Policy is applied to third parties by including appropriate anti-bribery and anti-corruption provisions in their engagement documentation; and
- i) immediately report any breaches or suspected breaches of this Policy to their Regional CEOs and CFOs and/or CTM's WPOs.

7. Prohibition of Facilitation Payments and Kickbacks

- 7.1 CTM will not make, and will not accept, facilitation payments or kickbacks of any kind, regardless of the provisions of applicable law.
- 7.2 CTM Personnel must avoid any activity that might lead to or suggest that a facilitation payment or kickback be made or accepted by CTM.
- 7.3 CTM Personnel must also immediately report any concerns regarding facilitation payments or kickbacks to their Regional CEOs and CFOs and/or CTM's WPOs.



8. Donations

- 8.1 CTM only make charitable donations that are legal and ethical under local laws and practices, that are in accordance with CTMs values and charitable objectives and that are not made to obtain or retain a business advantage.

Requests for sponsorship must be forwarded to Regional CEOs and CFOs for consideration and approval and in accordance with the Delegations Policy.

9. Dealing with Public Officials and Government Entities

- 9.1 Dealing with public officials poses a particularly high risk in relation to bribery due to strict rules and regulations in many countries.
- 9.2 Corrupting a public official is a serious offence. 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 strictly prohibited.
- 9.3 The prior written approval of Regional CEOs and CFOs and/or the Group Chief Executive Officer or Group Chief Legal Officer is required in relation to gifts and hospitality in the public sector.
- 9.4 In addition, many public officials and offices have their own policies and rules regarding the acceptance of gifts and hospitality and these must be adhered to at all times by CTM Personnel where applicable.

10. Due Diligence

- 10.1 In CTM identifies and manages bribery and corruption risks in relation to all prospective and existing employees and directors by undertaking appropriate and proportionate due diligence screening where possible with the objective of ensuring their identity, honesty and integrity.
- 10.2 In relation to third parties, CTM Personnel are required where possible to assess bribery and corruption risk and undertake appropriate due diligence into the background, reputation, and business practices of a third party before entering into a contract with a third party.
- 10.3 Management will ensure that a risk assessment is conducted every two years to identify all material bribery and corruption risks applicable to CTM or CTM Personnel, which may require new or additional measures to be implemented by CTM, or which may require changes to this Policy. The results of that risk assessment will be documented by the relevant CTM Personnel and will be reviewed and considered by Management.



11. Record Keeping

- 11.1 It is CTM's Policy to maintain a system of internal accounting controls and make and keep books and records which accurately and fairly reflect in reasonable detail the parties, payment arrangements and the purpose of all transactions and disposition of assets.
- 11.2 CTM Personnel must (where applicable to their role):
- a) ensure written contracts are prepared and signed by all suppliers prior to the provision of goods, services or relationship commencing, and that:
 - i. such contracts accurately record in reasonable detail all payments, commissions and expenses to be paid under the contract; and
 - ii. all invoices issued in connection with the contract are accurate and complete.
 - b) accurately record all accounting entries in reasonable detail to fairly reflect transactions;
 - c) periodically review accounting entries and supporting documentation to identify and correct discrepancies, errors and omissions;
 - d) submit all expenses claims relating to gifts, hospitality or payments to third parties in accordance with CTM's Expense Policy, Code of Conduct and any other relevant policies; and
 - e) ensure no accounts are kept off the record with the intention to facilitate or conceal any improper payments.

12. Reporting Concerns and Protections

- 12.1 Regular reporting is provided to the Audit and Risk Committee on any incidents concerning possible misbehaviour, fraud or bribery pursuant to this policy and/or a breach of the Code of Conduct.
- 12.2 Personnel are encouraged to raise concerns about any issues or suspicion of malpractice at the earliest possible stage to Regional CEOs and CFOs, Regional Head of People and/or CTM's WPOs. CTM will support anyone who raises genuine concerns in good faith under this Policy, even if they are mistaken.
- 12.3 Concerns can be raised and protections will be afforded (including protection from retaliation, victimisation or detriment) in line with CTM's Whistleblower Policy.
- 12.4 If you are unsure whether a particular act constitutes bribery or corruption, or a breach of this Policy, these should be raised in the first instance with Regional CEOs and CFOs, Regional Head of People and/or CTM WPOs as appropriate.



13. Investigating Fraudulent or Corrupt Behaviour and Outcomes

- 13.1 CTM's WPOs will determine the appropriate investigation process including:
- a) The nature and scope of the investigation;
 - b) Who will conduct the investigation (including whether engagement of an external investigator is required);
 - c) The nature of any technical, financial or legal advice that may be required; and
 - d) The complexity of the issues, CTM Personnel impact or protection and any other relevant factors.
- 13.2 Following investigation under this Policy, a report setting out the details of the investigation will be provided to the CTM Board who will provide feedback, where appropriate to the whistleblower and/or relevant person regarding the progress and outcome of and actions arising from any investigation.
- 13.3 Confirmed fraudulent or corrupt behaviour will be dealt with under this Policy including possible dismissal, termination and reporting to the appropriate law enforcement authorities or alternatively under CTM's Code of Conduct including possible dismissal, termination and reporting to the appropriate law enforcement authorities.

14. Approval and Review

- 14.1 Queries regarding this Policy should be directed to the Group Chief Legal Officer or Regional Head of Legal.
- 14.2 The Policy has been approved by the CTM Board and is subject to review every two years, or whenever there is a material change to the CTM's business practices or applicable laws.

15. Access to this Policy

- 15.1 All CTM employees are required to read this Policy as part of their formal induction process into CTM and annually every year thereafter.
- 15.2 This Policy is also available on CTM's intranet and public website.