



Anti-Bribery and Corruption Policy

October 2024

About this Policy

This Policy reinforces ASX's zero-tolerance of bribery and corruption and outlines the requirements in place to manage the risk of these crimes being committed by our employees and associates. This policy also sets out ASX's arrangements for the management of gifts and benefits by our employees.

Contents

1. Objective	3
1.1. Purpose	3
1.2. Scope	3
2. Anti-Bribery and Corruption	3
2.1. Principles and Requirements	3
2.2. Non-Compliance	6
3. Accountabilities and Responsibilities	7
Key Terms	8
Supporting Resources	9

1. Objective

1.1. Purpose

ASX is committed to maintaining a high standard of integrity, investor confidence and good corporate governance including having a leadership role in setting and articulating corporate governance standards in Australia. ASX takes a zero-tolerance approach to Bribery and Corruption and is committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and to implementing and enforcing effective systems to counter Bribery and Corruption.

This Anti-Bribery and Corruption Policy (**Policy**) forms part of ASX's overall risk management framework.

The purpose of this Policy is to:

- Ensure ASX complies with all Applicable Anti-Bribery Laws
- Outline ASX's approach and requirements in relation to gifts and benefits, to help mitigate conflicts of interest and the risk of Corruption and associated reputational risks for ASX and its Associates.

1.2. Scope

This Policy applies globally to ASX its People and its Associates, including:

- ASX directors and officers
- All ASX employees (whether permanent, fixed-term, casual or temporary), contractors, consultants and secondees;
- All ASX subsidiaries and their directors, officers and controlled persons
- Those who otherwise perform services for or on behalf of ASX, wherever located.

When travelling overseas you are subject to the laws of the country you are in as well as the requirements of this Policy. Where a country has specific Bribery and Corruption laws which are of a lesser standard to this Policy, this Policy prevails.

2. Anti-Bribery and Corruption

ASX has zero tolerance for all forms of Bribery and Corruption.

2.1. Principles and Requirements

2.1.1 Regulatory Requirements

In Australia, individuals and companies may be held criminally liable for:

- bribing an Australian government¹ or foreign² public official; or,
- corruptly giving rewards to private sector employees or agents, and private sector employees or agents corruptly receiving rewards to show favour in their employer's or principal's business.³

A company can also be held criminally liable for a 'failure to prevent' foreign Bribery offence by an Associate – and this offence is one of absolute liability meaning that the company can be found guilty even where it did not know or authorise the conduct.

The offence of foreign Bribery includes attempts to bribe candidates for public office, not just current officeholders; captures personal benefits, rather than only business benefits, that are offered with the intention to influence a foreign public official; and, includes Bribes that might otherwise be disguised as legitimate transactions.

Remember, it is irrelevant where the payee or recipient works and if the benefit is accepted or ultimately paid. Even offering a benefit breaches this policy and may amount to an offence.

¹ Criminal Code Act 1995 - Divisions 141 and 142

² Criminal Code Act 1995 - Divisions 70

³ Australian State and Territory legislation deals with private sector bribery.

2.1.2 Policy Requirements

Under this Policy you must:

- read, understand and comply with this Policy
- not offer, promise, give, accept, request, suggest or authorise a Bribe or corrupting benefit (including Secret commissions or payments, Facilitation payments or Kickbacks), whether directly or indirectly, to Commonwealth public officials, Australian State or Territory public officers, officials, current foreign officeholders or candidates for foreign public office or private sector employees or agents
- not give or accept gifts or benefits that will compromise, or appear to compromise, your integrity and objectivity in performing your duties
- not give or accept gifts or benefits that cause, or appear to cause a conflict of interest
- record gifts or benefits in excess of A\$100, whether received, or provided on behalf of ASX, in the Gift and Entertainment Register
- decline gifts and/or benefits worth A\$400 or more (unless an exception applies)
- comply with the record-keeping requirements

Please refer to the subsequent sections for more details.

2.1.3 Business expenditure

All expenditure on behalf of ASX must be appropriately authorised in line with the relevant corporate policy. You must also keep appropriate records in line with the requirements outlined below. If you have any concerns regarding a proposed transaction, or if someone is applying influence in relation to the proposed transaction, seek advice from your manager, Finance or Enterprise Compliance.

2.1.4 Gifts and Entertainment – ASX employees

ASX does not allow gifts or hospitality to be given to, or received from, Commonwealth public officials, foreign public officials, other government officials or public service employees, except in accordance with this Policy.

ASX allows reasonable, proportionate and bona fide gifts or hospitality to a maximum of A\$100 to be given to, or received from, our suppliers or any individual or organisation our suppliers come into contact with during the course of their work or engagement with us, for the purposes of:

- establishing or maintaining good business relationships
- improving or maintaining our image or reputation
- marketing or presenting our Company's products or services effectively.

The giving and accepting of gifts or benefits is allowed only if the following requirements are met:

Initial assessment

Before giving or accepting a gift and/or benefit, **regardless of value**, you must first assess whether it may:

- compromise, or appear to compromise, your integrity and objectivity in performing your duties; or
- cause, or appear to cause a conflict of interest.

Where either of the above occur, you should defer from giving or accepting the gift or benefit. If in doubt, discuss the giving or accepting of the gift or benefit with your manager or Enterprise Compliance.

Where you are comfortable that neither of the above will occur, or approval has been obtained, then You must declare all gifts and benefits, valued at A\$100 or more, in the Gift and Entertainment Register within 5 working days of receiving or being offered the gift or benefit.

You are expected to decline (or avoid accepting) gifts and benefits which are valued at A\$400 or more, with the exceptions being:

- work related conferences⁴
- invitations to speak at a professional association (including flights and accommodation)
- working lunches
- where it is part of an ASX sponsorship deal

Managers need to action⁵ any gifts and benefits reported to them within **5 working days** of receiving the disclosure from the employee.

A separate approval process applies for ASX Group Non-Executive Directors – please refer to section 2.1.4.

Note in considering gifts or benefits, you need to consider the substance of the Policy. Hence, breaking down gifts or benefits into smaller amounts or providing or offering them on a re-occurring basis is not acceptable.

Acceptable gift and entertainment expenditure

Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it complies with the following:

- made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice
- no obligation – it does not place the recipient under any obligation
- no expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction
- made openly – if made secretly and undocumented then the purpose will be open to question
- reasonable value – its size is small and in accordance with general business practice
- appropriate – its nature is appropriate to the relationship
- at “arm’s length” – all transactions / gifts should be at an “arm’s length” basis with no special favours and no special arrangements
- legal – it complies with relevant laws
- documented – the expense or gift, if valued at A\$100 or more⁶, is fully documented in the Gift and Entertainment Register

Examples of acceptable gifts and/or benefits:

- token gifts / benefits where offered in business situations or to all participants and attendees (e.g. work related seminars, conferences, trade and business events and would include items such as pens, caps, stationery, coffee mugs, stress balls, mouse pads, corporate umbrellas, charging cables and memory sticks)
- a gift / benefit for presenting at a work related conference, seminar, and / or business event
- a ceremonial gift from another organisation on behalf of the ASX. Please note that ceremonial gifts belong to the ASX and as such you must declare and report the item on the Gifts and Entertainment Register and arrange to display the item in the ASX where appropriate
- a gift / benefit given in gratitude when hosting business events or overseas delegations only where refusal would be unreasonable and unnecessarily offensive
- light refreshments (e.g. tea, coffee, water, juice) or a modest meal during a meeting or as a participant of a working group.

These circumstances are **never acceptable**:

- gifts in the form of cash or cash equivalent
- “quid pro quo” (a benefit or advantage offered for something in return)

⁴ where travel is involved, it is expected that ASX will pay for the flights and accommodation

⁵ approve, decline, donate or return the gift

⁶ Based on the reasonable person test, i.e. if the value is not known, what value would a reasonable person place on the gift?

- making incomplete, false or inaccurate entries in the ASX's books and records, e.g. Gift and Entertainment Register

Gifts & Entertainment over A\$400

Approval for any gifts and entertainment **above A\$400** may only be provided by the CEO and, for the CEO, by the Chairman and must be disclosed in the register.

2.1.5 Gifts and Entertainment - Non-Executive Directors

ASX Non-Executive Directors who receive a gift or accept entertainment or hospitality with a value in excess of A\$100 should report it to ASX Company Secretariat within 5 working days using the Gift and Entertainment Form available to all ASX Non-Executive Directors.

Where an ASX Non-Executive Director believes that a gift, entertainment or hospitality has been received in multiple capacities (for instance, from a professional services provider to both ASX and another company), the value should be apportioned across those capacities on a basis the director considers to be reasonable. It is only required to be reported under this Policy if the value attributed to the director's capacity as an ASX Group Director exceeds \$100.

This Policy does not apply to gifts, entertainment or hospitality received in a personal or business capacity unconnected to the ASX Group.

If an ASX Non-Executive Director believes or suspects that a conflict with, or breach of, this Policy has occurred, or may occur in the future, or, if they have any other queries or concerns, they should contact ASX Company Secretariat.

2.1.6 Record-Keeping

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to Third parties.

You must declare and enter in the Gifts and Entertainment Register within 5 business days. This Register may be subject to managerial review and internal and external audit. You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure. Please refer to ["Supporting Resources" at the end of this document](#) for the details required to be recorded in the Gifts and Entertainment Register.

All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments⁷.

2.2. Non-Compliance

Compliance with this Policy is a requirement of our Code of Conduct and your employment or service contract with the ASX. A failure to comply with this Policy may lead to disciplinary action, up to and including dismissal.

You must notify your manager or Enterprise Compliance as soon as possible if you believe or suspect that a conflict with, or breach of, this Policy has occurred, or may occur in the future. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with your manager or Enterprise Compliance.

If you are not comfortable, for any reason, with speaking directly to your manager, ASX has a Whistleblower Protection Policy which affords certain protections against reprisal, harassment or demotion for making the report.

⁷ It is an offence under the Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016 for a person to make, alter, destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

3. Accountabilities and Responsibilities

Accountable	Responsibilities
Board of Directors	<ul style="list-style-type: none"> • Approve the Policy
Chief Risk Officer	<ul style="list-style-type: none"> • Approve administrative or minor changes to the Policy
ASX Staff	<ul style="list-style-type: none"> • Comply with the principles and requirements of this Policy • Complete relevant training by the due date • Speak up and report suspected breaches of this Policy
Senior Management (Group Executive, General Managers and equivalent)	<p>In respect to your business unit:</p> <ul style="list-style-type: none"> • Demonstrate and promote awareness of ASX’s zero tolerance of bribery and corruption • Identify, assess and rate bribery and corruption risk and implement controls to manage risk exposure • Work with Enterprise Compliance to ensure adequate arrangements are in place to monitor ongoing performance of controls implemented to manage risk exposure • Promptly engage with Enterprise Compliance if notified that an ASX Person believes or suspects that a conflict with, or breach of, this Policy has occurred, or may occur in the future • Ensure your staff declare all gifts and benefits, valued at A\$100 or more, in the Gift and Entertainment Register • Action (approve or reject) any gift or benefit request submitted in the Gift and Entertainment Register within 5 working days of receipt • Ensure your staff understand their responsibilities under this Policy
Enterprise Compliance	<ul style="list-style-type: none"> • Deliver the Policy and supporting advice, documentation, tools and training which are suitable to the nature, size and complexity of ASX’s operations • Deliver policies and procedures within the Enterprise Risk Management Framework that support this Policy, such as the ASX Code of Conduct and the Compliance Management Framework • Investigate and respond to suspected conflicts or breaches of this Policy in accordance with applicable policies and procedures. • Monitor implementation and embedments of the Policy across ASX Group and remediate issues and findings against the Policy • Maintain and conduct periodic oversight reviews of the Gift and Entertainment Register to identify and manage emerging risks • Report and escalate matters and breaches related to this Policy to Senior Management and relevant Boards, Committees and/or regulatory authorities
Internal Audit	<p>Conduct independent reviews on the design, implementation and operational effectiveness of this Policy in accordance with the audit plan</p>

Key Terms

Term	Meaning
Applicable Anti-Bribery Laws	All laws relevant to countering bribery and corruption in all the jurisdictions in which ASX operate, including the <i>Criminal Code 1995</i> (Cth), the <i>Corporations Act 2001</i> (Cth), Australian state and territory anti-bribery legislation, the United States' <i>Foreign Corrupt Practices Act of 1977</i> and the <i>United Kingdom's Bribery Act 2010</i> .
Associate	A person is an Associate of another person if the first-mentioned person: <ul style="list-style-type: none"> • is an officer, employee, agent or contractor of the other person; or • is a subsidiary (within the meaning of the <i>Corporations Act 2001</i>) of the other person; or • is controlled (within the meaning of the <i>Corporations Act 2001</i>) by the other person; or • otherwise performs services for or on behalf of the other person.
Bribery (or a Bribe)	Bribery (or a bribe) typically involves the giving, offering or promising of a direct or indirect benefit (monetary or otherwise) to a person to: <ul style="list-style-type: none"> • improperly influence a person to obtain or retain a business or personal advantage; or • induce or reward the improper exercise of the duties or functions of a person within the public or private sector, including any government official.
Corruption	typically involves the improper use of power or position for personal gain.
Facilitation payments	typically are small, unofficial payments made to secure or expedite a routine government action.
Kickbacks	typically are payments made in return for a business favour or advantage.
People	Anyone who is employed by, engaged by, or works within the ASX Group, including employees, (whether permanent, fixed term, casual or temporary), contractors, consultants, secondees and directors, wherever located.
Secret commissions or payments	typically involve the taking or solicitation of a commission from a Third party without disclosing that commission to the principal. The payment is given as an inducement to that person to use their position to influence the conduct of their principal's business.
Third party/parties	Any individual or organisation you come into contact with during the course of your work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

Supporting Resources

Completing the Gift and Entertainment Register Guide

The following information is required in completing the Gift and Entertainment Register:

Receiving Gifts and Entertainment	Offering Gifts and Entertainment
Date Received	Date Offered
Name, Position & Business Unit of Recipient	Name, Position & Business Unit of Offer or
Name of Giver (Who is giving you the gift / entertainment)	Name of Receiver (Who are you offering the gift / entertainment too)
Description of gift / entertainment	Description of gift / entertainment
Value A\$ *	Value A\$ *
Reason for acceptance	Reason for offering
Decision on what will happen to gift / entertainment	
Name and Position of Approving Manager (e.g. GM)	Name and Position of Approving Manager (e.g. GM)

* Based on the reasonable person test, i.e. if the value is not known what value would a reasonable person place on the gift / entertainment

Related ASX policies and procedures

- ASX Code of Conduct
- Compliance Incident Assessment Procedure
- Compliance Management Framework
- Compliance Policy
- Corporate Credit Card Policy
- Enterprise Risk Management Framework
- Government Engagement, Political Association and Donations Policy
- Procurement Policy
- Regulatory Reporting Policy
- Supplier Code of Conduct
- Travel and Entertainment Policy
- Vendor Management Framework
- Whistleblower Protection Policy