

Anti-Bribery & Corruption Policy

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References within this document

Within this document, a reference to Helia or 'the Company' refers to Helia Group Limited and its subsidiary companies.

References to the Board are to the Boards of Directors of Helia and its subsidiary companies unless a specific Board is specified. All References to amounts are in Australian Dollars (AUD).

1. Policy Overview

1.1 Policy statement

This Helia Anti-Bribery and Corruption Policy ("Policy"):

- Outlines the Australian laws governing the bribery of public officials; and
- Sets out Helia's requirements in relation to anti-corruption and improper payments.

The Policy supplements the Company's Code of Conduct which includes the policy on Anti-Corruption.

1.2 Purpose

This purpose of this document is to detail Helia's policy in relation to anti-bribery, corruption and improper payments.

This Policy provides an explanation of responsibilities for all levels of staff, contractors, partners and third parties about relevant Australian legal restrictions on the bribery of public officials and on making or receiving improper payments.

1.3 Scope

This Policy:

- addresses day-to-day interactions between Helia and public officials, governments and other third parties (including entities with whom Helia conducts business or intends to conduct business);
- should be adhered to by all staff; and
- should be used for reference purposes when relevant review processes are undertaken, including Compliance reviews and Audits.

2. Legal and Compliance Requirements

2.1 Legal requirements

The list below summarises the regulatory and legislative requirements that must be met:

- Criminal Code Act 1995 (Cth) (“Criminal Code”), Division 70 – Bribery of foreign public officials.
- Criminal Code, Division 141 – Bribery (Commonwealth public officials).
- Australian State and Territory Crimes Acts.
- Other specific legislation regarding bribery (eg. Commonwealth Electoral Act 1918 (Cth), in relation to bribery of candidates of public office).

2.2 Compliance requirements

The list below summarises the related standards that must be complied with:

- Helia’s Code of Conduct which includes requirements relating to Anti-Corruption which should be followed by all staff).
- Helia’s Gift, Meal & Entertainment Policy.

2.3 Penalties and consequences

Non-compliance with this policy exposes the Company to potential civil liability, liability under contracts with the Company’s customers and other counterparties, regulatory sanctions including fines and undertakings, and potentially criminal liability. Individuals involved in bribery offences may also be held personally liable and can face serious penalties including imprisonment and fines.

Non-compliance with this policy could also expose the Company to reputational damage from any impropriety or the appearance of impropriety.

2.4 Review and update of the policy statement

This Policy must be reviewed at least once every three years (or more frequently if required). The review will cover whether this Policy is operating effectively and whether any changes are required to this Policy.

3. Operating Principles and Guidelines

3.1 Anti-Corruption / Anti-Bribery

3.1.1 Key Principles

- Payments or Other Offers – Never give, offer, or authorise an offer of anything of value (directly or indirectly) to a customer or public official to obtain any improper advantage.
- Secret Commissions – Never pay secret (undisclosed) commissions to any person acting in an agency or fiduciary capacity.
- Facilitation Payments – Never give a gratuity or other payment to public officials or government employees to expedite a routine administrative action without consulting with your Company legal counsel / compliance officer.
- Political Contributions – Never contribute company funds or other company assets for political purposes without the prior approval of Helia's Head of Government Relations and the General Counsel.
- Third Party Engagement – Exercise due diligence when selecting persons or firms to represent Helia.
- Third Party Compliance – Require any person or firm who represents Helia (such as a consultant, agent, sales representative, distributor or contractor) to comply with this Policy and related laws.
- Record-Keeping – Maintain timely, accurate, and complete records of all expenditures of Helia funds as set out in Helia's Controllershship Policy (included in Integrity First).

3.1.2 Bribery of foreign and Commonwealth public officials

3.1.2.1 What is prohibited?

Australian anti-bribery laws prohibit the provision or offer of any benefit to another with the intention of influencing a foreign or Commonwealth public official in order to obtain or retain business or an improper business advantage.

3.1.2.2 What is a benefit?

Under Australian anti-bribery laws, a 'benefit' is any advantage and is not limited to property. A benefit can be a non-monetary or non-tangible inducement. It does not need to be provided or offered to the foreign public official, it can be provided or offered to another person. A benefit can also be provided or offered by an agent.

Examples of common forms of bribery include:

- Cash payments
- Gifts
- Lavish entertainment
- Travel
- Employment
- Donations
- Education for family members
- Tangible assets.

Helia has a Gift, Meal and Entertainment Policy in place which stipulates the rules around giving, offering, accepting or declining gifts, meals and entertainment. This policy specifies the approvals required prior to giving or accepting gifts as well as reporting requirements.

3.1.2.3 [Who is a foreign or Commonwealth public official?](#)

The definition of 'foreign public official' for the purposes of Australian anti-bribery laws is very broad, and includes (among others):

- an employee / official of a foreign government;
- a member of the executive, judiciary or magistracy of a foreign country;
- a person who performs official duties under a foreign law;
- a member / officer of the legislature of a foreign country, or
- an employee / official of a public international organisation (such as the United Nations).

The definition of 'Commonwealth public official' is also very broad and includes (among others):

- a Minister, Parliamentary Secretary or a member of either House of the Australian Federal Parliament;
- an employee of the Australian Public Service or a member of the Australian Defence Force;
- an officer or employee of a Commonwealth authority;
- an individual who is a contracted service provider for a Commonwealth contract, or an officer or employee of a contracted service provider for a Commonwealth contract.

3.1.2.4 [What are the penalties?](#)

Individuals involved in bribery offences can face penalties under the Criminal Code of up to 10 years imprisonment and/or a fine of \$1.7 million. There may also be other consequences (e.g. termination of employment).

Depending on the circumstances, the maximum penalty for a company is the greater of \$17 million, or 3 times the value of benefits obtained, or 10% of the annual turnover of the company.

The offence applies regardless of the outcome or result of the bribe or the alleged necessity of the payment: companies and individuals may be held liable regardless of whether or not the bribe obtains the advantages sought and whether or not the bribe was considered necessary to do business.

3.1.3 Australian State and Territory laws relating to bribery and other corrupt practices

Several State criminal codes contain general bribery offences, which could be used to prosecute bribes paid to foreign officials. Bribery is also a common law offence in many of the Australian States and Territories. In addition there are Commonwealth laws governing bribery of specific persons (e.g. public officials).

If you are in any doubt about whether particular conduct constitutes a breach of the Core Requirements you should seek the advice of your Company Legal Counsel or Compliance Officers.

3.2 Improper Payments

All claims shall be determined in accordance with the applicable master policy, any relevant deeds or agreements, Helia also prohibits making 'facilitation payments' that might otherwise be legally permitted.

Facilitation payments are benefits of a minor value offered for the sole or dominant purpose of expediting or securing performance of a 'routine government action' of a minor nature and which are properly recorded. Routine government action does not include any decision to award or continue business or any decision related to the terms of new or existing business.

In any situation in which giving a facilitation payment becomes necessary, you should seek the advice of your Company legal counsel.

3.3 Training

Helia provides e-module training to all staff in relation to recognising and dealing with conduct that is prohibited under this policy. This e-module training is supplemented by face-to-face training as required.

3.4 Reporting Concerns

Where individuals become aware of a breach of this policy occurring, this should be reported as soon as possible.

Concerns can be reported in writing or orally through different mechanisms (whichever is most comfortable for the reporter). These are listed below:

- to a member of the Risk and Compliance team.
- to the Helia Ombudsperson.
- to a supervisor or Manager.

It is noted that Helia's Code of Conduct strictly prohibits retaliation or the threat of retaliation against any employee for raising or helping to resolve a concern.

4. Roles and Responsibilities

This section identifies the individual roles (by title) and responsibilities associated with the management/implementation of this policy.

4.1 Head of Enterprise and Regulatory Risk

- Currency of this Policy, including regular review of the Policy.
- Alignment of processes and procedures to this Policy.

4.2 Helia Ombudsperson

- Liaise with staff members as required when concerns are reported.

4.3 All staff

- Report concerns through appropriate channels (see section 3.4 of this policy).