

TASK GROUP

Anti-Bribery and Corruption Policy

OCTOBER 2022

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Anti-Bribery and Corruption Policy

1. Introduction and purpose

This Anti-Bribery and Corruption Policy (**Policy**) sets out TASK Group Holdings Limited's (**TASK** or **Company**) position on matters relating to **Bribery**, **Corruption** and similar problematic conduct, and the responsibilities of those to whom this Policy applies.

This Policy applies to all directors, officers, employees (whether permanent, fixed-term or temporary), consultants, representatives, secondees and contractors of TASK (**Relevant Persons**).

This Policy establishes certain controls to ensure compliance with applicable anti-Bribery and Corruption laws and regulations, and to ensure that TASK's business is conducted in a lawful, socially responsible and ethical manner with no adverse impact on the interests of TASK's customers and clients or its **Business Partners**. It provides guidance on how directors, employees and consultants can recognise and deal with such conduct.

Words in bold have the meaning stated in Section 11 and appear in bold when first used.

2. What is Bribery and Corruption?

Bribery and Corruption include the following activities:

- offering, promising or giving a **Bribe**, which includes **Facilitation Payments** and **Kickbacks** (sometimes referred to as active bribery);
- requesting, agreeing to receive, or accepting a Bribe (sometimes referred to as passive bribery);

- acting as an intermediary (i.e. facilitating an act of Bribery); and
- bribing **Government Officials**.

Relevant Persons must not engage in any form of Bribery, either directly or through any third party (such as an agent). Specifically, a Relevant Person must not directly or indirectly give, offer, promise, accept, request or authorise any form of Bribery anywhere in the world. All Relevant Persons are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

Infringement of this Policy may have serious implications for the reputation of TASK, including adverse regulatory and media comment together with the possibility that criminal or civil penalties may be levied.

Non-compliance with this Policy will be dealt with in accordance with established administrative or disciplinary procedures, which may result in disciplinary action, including termination of employment or engagement. Such persons may also be found to be civilly or criminal liable. Any material breach of this Policy must be reported to the Board.

3. Gifts and hospitality

Relevant Persons must not, directly or indirectly, offer or give an item of value (including, but not limited to cash, travel, meals, gifts, gratuities, hospitality, credits and other tangible or intangible benefits) (**Any Item of Value**):

- which could be regarded as illegal or improper, or which violates the recipient's policies; or
- to any Government Official(s); or

- which exceeds \$500 in value for each individual gift or \$1,500 in value for each hospitality event (not to exceed a total value of \$4,500 in any financial year), unless approved in writing by the Relevant Person's reporting officer.

Relevant Persons must not accept, and must not permit their immediate family to accept, any gift or hospitality from any Business Partner (including any Government Official) if:

- it exceeds \$500 in value for each individual gift or \$1,500 in value for each hospitality event (not to exceed a total of \$4,500 in any financial year), unless approved in writing by the Relevant Person's reporting officer; or
- it is in cash; or
- there is any suggestion that a return favour will be expected or implied.

Where this Policy requires written approval to be given, the Chief Financial Officer shall put in place a process to maintain a register of all such approvals.

4. Charitable and political donations

Charitable support and donations are acceptable, whether of in-kind services, knowledge, time, or direct financial contributions. However, Relevant Persons must be careful to ensure that charitable contributions are not used as a scheme to conceal Bribery. TASK will only make charitable donations that are legal and ethical under local laws and practices. No donation may be offered or made without the prior approval of the Chief Financial Officer. All charitable contributions should be publicly disclosed.

TASK is an apolitical organisation and donations (financial or in kind) to political parties, individuals or campaigns are not permitted without the prior written approval of the Chief Financial Officer.

5. Record keeping

A Relevant Person must declare and keep a written record of Any Item of Value (including all hospitality or gifts) accepted or offered, which may be subject to managerial review from time to time. The Relevant Person must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with TASK's expenses policy and specifically record the reason for the expenditure. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, including all Business Partners, should be accurately prepared and maintained. No accounts may be kept "off-book", as this might facilitate or conceal improper payments.

6. Reporting suspected issues or breaches

A Relevant Person should notify the Company as soon as possible if they believe or suspect that a conflict with, or breach of, this Policy has occurred or is likely to occur.

Below are the channels by which a Relevant Person can report any issues or check whether a particular act might constitute Bribery or Corruption:

- email the Chief Financial Officer
- email the Chair of the board of directors
- email the Chair of the Audit and Risk Management Committee of the Board

A Relevant Person can report any issues to any of the above persons anonymously if they would prefer.

7. Protection of whistleblowers

TASK will ensure that a Relevant Person does not suffer any **Retaliatory Action** as a result of refusing to take part in Bribery or Corruption, or because of reporting in good faith their suspicion that an actual or potential Bribery or other Corruption offence has occurred, or is likely to

occur. If a Relevant Person believes that they have suffered any such action, they should raise the matter in accordance with the Company's Whistleblower Policy.

8. If you are a victim of Bribery or Corruption

It is important that a Relevant Person tells the Chief Financial Officer as soon as possible if they are:

- offered any item of Value by a third party, including any Business Partner, in exchange for providing the third party with a reciprocal benefit, exercising a discretion in their favour, or otherwise behaving in an unlawful or unethical manner;
- asked to engage in Bribery, or suspect that this may happen in the future; or
- a victim of another form of unlawful activity, or genuinely believe this to be the case.

9. Compliance with local laws

If any local laws, regulations, codes of conduct or orders where a Relevant Person is doing business impose additional obligations or are more restrictive than this Policy, then the Relevant Person must comply with those additional obligations or restrictions in addition to complying with this Policy.

10. Responsibility for this Policy

The Board has overall responsibility for ensuring this Policy complies with TASK's Statement of Values and Code of Conduct and its legal and ethical obligations, and that all those Relevant Persons under its control comply with it. The Board may amend this Policy at any time.

The Chief Financial Officer has primary and day-to-day responsibility for implementing this Policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation.

Management at all levels are responsible for ensuring those reporting to them are made aware of, and understand this Policy, and are given adequate training on it.

11. Defined terms used in this Policy

Bribery: The offering, promising, giving, accepting or soliciting of any fee, gift, reward or other advantage as an inducement to do something in the conduct of TASK's business which is illegal, unethical or a breach of trust. Inducements can take the form of secret commissions, gifts, loans, fees, rewards or other advantages (e.g. taxes, services, donations, etc), and **Bribe** has a corresponding meaning.

Business Partners: A party with whom TASK has contracted to provide services on an outsourced basis or with whom TASK has a business association.

Corruption: The abuse of entrusted power for private gain.

Facilitation Payments: These are payments of any size paid to any party, including Government Officials, to expedite or facilitate non-discretionary actions or services.

Government Officials(s): This term should be interpreted very broadly and includes (but isn't limited to) any person, regardless of rank or title, who is:

- an officer, employee, adviser and/or representative of any government entity, department, agency or office (including office and administrative staff); or
- an employee of a government-owned business, charity, school, hospital, fund or other entity; or
- a member of a political party and any official or representative of such party; or
- a current or former politician; or
- a political candidate; or

- acting in an official capacity on behalf of any public international organisation and any of its departments or agencies; or
- a person acting in an official capacity on behalf of any government body; or
- a member of the judiciary, executive or legislature.

Kickback: A form of Bribery in which a proportion of the sales value from the award of a contract is illicitly paid to the person responsible for, or involved in, awarding the contract.

Retaliatory Action: includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment.

12. Review of Policy

This Policy will be reviewed at least every two years and may be updated from time to time as and when determined by the Board.

This Policy was last reviewed in October 2022.