

# Anti-bribery and Corruption Policy

Sovereign Cloud Holdings Limited  
(ACN 622 728 189)



---

## 1. Introduction

- 1.1 Sovereign Cloud Holdings Limited (ACN 622 728 189) (**Company**) has adopted this anti-bribery and corruption policy (**Policy**) to demonstrate its commitment to maintaining a high standard of integrity, investor confidence, and good corporate governance. The Company 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. Bribery and corruption are not compatible with the Company's values (available at <https://www.australiacloud.com.au>), are unlawful, and will not be tolerated.
- 1.2 This Policy applies to all executive and non-executive directors, officers, employees, and consultants of the Company and its subsidiaries (collectively, **Employees**). The Company's executive team, management, and senior staff at all levels are responsible for ensuring those reporting to them are made aware of, and understand, this Policy.
- 1.3 This Policy applies globally. If travelling outside of Australia, Employees are subject to the laws of the country they are in. However, the principles of this Policy must be adhered to regardless of whether or not a particular country has specific anti-bribery and corruption laws. Where a particular country has specific anti-bribery and corruption laws which are of a lesser standard to the principles of this Policy, the principles of this Policy will prevail.
- 1.4 When used in this Policy, the term **Third Party** means any individual or organisation that an Employee comes into contact with during the course of their work (whether or not engaged or paid to represent the Company), including but not limited to actual and potential customers, suppliers, distributors, licensees, business partners, other business contacts, agents, representatives, sponsors, professional advisors, government or public bodies, government or public representatives or officials, politicians, and political parties.

---

## 2. Bribery and corruption

### What is bribery and corruption?

- 2.1 **Bribery** is the offering, promising, giving, or soliciting of an advantage to another person as an inducement for action by them which is illegal, unethical, an improper exercise of duty, or a breach of trust (with the intention to influence them to obtain or retain a benefit or business advantage that is not legitimately due). A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, rewards, benefits, hospitality, or other advantages. A bribe does not actually have to take place (i.e. just promising to give a bribe or agreeing to receive a bribe may constitute an offence).
- 2.2 **Corruption** is the abuse of entrusted power for private or personal gain.
- 2.3 Under this Policy, it is not acceptable for an Employee (or anyone on behalf of an Employee) to, and an Employee (or anyone on behalf of an Employee) must not:
- (a) give, promise to give, offer, solicit or accept any bribe;

- (b) give, promise to give, or offer, a payment, gift, form of hospitality, or other benefit or advantage with the intention of influencing, inducing or rewarding improper performance;
- (c) give, promise to give, or offer, a payment, gift, form of hospitality, or other benefit or advantage to a government official, agent or representative to 'facilitate' or expedite a routine procedure (where the payment is not a legitimate payment pursuant to an applicable local law);
- (d) accept a payment, gift, form of hospitality, or other benefit or advantage from a Third Party that the Employee knows or suspects is offered with the expectation that it will obtain a business advantage for Third Party through improper performance by the Employee or the Company;
- (e) accept a payment, gift, form of hospitality, or other benefit or advantage from a Third Party if the Employee knows or suspects that it is offered or provided with the intention of influencing improper performance by the Employee or the Company in return;
- (f) engage or deal with any Third Parties acting for or representing the Company in a manner contrary to this Policy (or fail to adhere to the prohibition on offering or giving secret commissions to those acting in an agency or fiduciary capacity, as set out in this Policy);
- (g) engage in any form of corrupt behaviour or activity;
- (h) carry out any dishonest accounting or concealment of complete and accurate financial activity;
- (i) make political contributions or charitable donations on behalf of the Company;
- (j) threaten or retaliate against another Employee who has refused to commit a bribery or corruption offence or who has raised concerns under this Policy; or
- (k) engage in any activity that might lead to a breach of this Policy.

2.4 Under this Policy, an Employee must:

- (a) notify the giving or receipt of certain payments, gifts, forms of hospitality, or other benefits or advantages to the Chief Executive Officer or the Chair in accordance with section 3;
- (b) in certain circumstances, conduct due diligence in respect of dealings with Third Parties; and
- (c) immediately report breaches or suspected breaches of this Policy in accordance with section 7.

**Legitimate gifts, hospitality, and promotional activity**

2.5 Good faith hospitality and promotional or other business expenditure which seeks to improve the Company's image, better present the Company's products and services, or establish legitimate working relationships, is an important part of the Company's business. This Policy is not intended to prohibit reasonable and proportionate hospitality and promotional or other similar business expenditure intended for these purposes. However, all payments, gifts, forms of hospitality, or other benefits or advantages must be for a genuine purpose, be reasonable, and be given in the ordinary course of business. Payments, gifts, forms of hospitality, or other benefits or

advantages can never be given or received where there is an intention to influence, induce, or reward improper performance.

- 2.6 All Employees are encouraged to approach their manager and/or the Company Secretary if they are unsure as to whether or not to give or accept any payment, gift, form of hospitality, or other benefit or advantage.

### **Dealing with public officials and government entities**

- 2.7 Dealing with public officials and government entities 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, international organisations, political parties and political candidates and any person acting in an official capacity on behalf of a foreign government or an instrumentality.
- 2.8 Corrupting a public official is a serious offence. Therefore, payments, gifts, forms of hospitality, or other benefits or advantages must not be offered by an Employee to, or accepted by an Employee from, public or government officials or representatives, or politicians or political parties, without the prior written approval of their manager and the Company Secretary, and never where there is an intention to influence a person corruptly or improperly in the exercise of their duty or where the Employee is aware that there is a substantial risk that the person will be improperly influenced in the circumstances. The only exception to this prohibition is if a payment, gift, form of hospitality, or other benefit or advantage is provided to a public or government official or representative due to an imminent risk of serious physical harm, in which case an Employee will not be in breach of this Policy. Where a payment, gift, form of hospitality, or other benefit or advantage is provided under such circumstances, the relevant Employee must promptly report it to their manager and the Company Secretary and set out the full circumstances surrounding the giving of that payment, gift, form of hospitality, or other benefit or advantage (including its value, the recipient, and the nature of the threat).
- 2.9 In addition, many public officials and government departments have their own rules regarding the acceptance of payments, gifts, forms of hospitality, or other benefits or advantages, and the Company and its Employees must respect these rules where applicable.

### **Facilitation payments**

- 2.10 Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g. processing papers, issuing permits, and other actions of a public official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the public official's action (but rather its timing).
- 2.11 Facilitation payments, whether legal or not in a particular country, are prohibited under this Policy.

### **Dealing with Third Parties**

- 2.12 The Company could be liable for the acts of Third Parties who act on its behalf. Because anti-bribery laws prohibit indirect payments and offers (as well as direct payments and offers), the Company may be liable for the conduct of a Third Party where it knows or ought reasonably to know of a Third Party's unlawful conduct.

- 2.13 In certain circumstances, Employees must conduct certain due diligence in respect of a Third Party and its business practices before the Company will contract or otherwise deal with them. Employees should consult with their manager and/or the Company Secretary to determine whether due diligence is required before any engagement with a Third Party, which will always depend on the nature and significance of the appointment or engagement. The purpose of such due diligence in respect of Third Parties is to mitigate identified bribery and corruption risks. Any contracts with Third Parties must include anti-bribery clauses requiring the relevant Third Party to comply with all relevant anti-bribery legislation and to provide audit rights. The Company will not contract or otherwise deal with any Third Party which it knows or suspects of engaging in bribery or corruption.
- 2.14 Payments to Third Parties may only be made upon the presentation of a valid invoice or statement that evidences the services were provided. Any commissions or service fees made to Third Parties should be comparable to the prevailing market rates for similar services. Examples of red flags, which Employees should raise with their manager and/or the Company Secretary, may include:
- (a) unusual or excessive payment requests, including upfront payments, suspicious commissions, or payments into separate accounts in a country foreign to the nationality or business of that Third Party; or
  - (b) reluctance or refusal by that Third Party to disclose the company's beneficial owners, partners or principals.
- 2.15 Upon receiving a report, the Company Secretary shall conduct relevant investigations and may suspend further payments to the Third Party pending the outcome of that investigation.
- 2.16 The offering or giving of secret commissions is also prohibited. Likewise, the receipt of any secret commissions is also prohibited. A secret commission is a commission or unauthorised payment or benefit which is accepted from a third party by an agent, or someone acting in a fiduciary capacity, without the consent or knowledge of their principal, for services rendered or other benefits or advantages provided which are connected with the relationship between the agent/fiduciary and their principal (for example, A makes a cash payment to a leasing agent who acts for B (a retail company), B is not aware of the payment by A to the leasing agent, and the leasing agent subsequently advises B to take up a lease at a site which A operates).

### **Political contributions and charitable donations**

- 2.17 The Company does not make contributions to political parties, nor does it make donations at the request of government officials (and Employees must not do so on its behalf). A political donation may include the donation of a monetary sum, but also includes payments such as memberships, entry fees, and tables purchased at political fundraising events.
- 2.18 The Company only makes charitable donations that are legal and ethical under local laws and practices, and that are in accordance with its charitable objectives from time to time. Employees must not make charitable donations on behalf of the Company. However, Employees are permitted to make charitable donations in their personal capacities so long as they are not made in order to obtain or retain any business or business advantage.

---

### 3. Notification

- 3.1 Under this Policy, an Employee must:
- (a) notify the Chief Executive Officer or the Chair of any payment, gift, form of hospitality, or other benefit or advantage (whether given or received) worth \$500 or more (**Relevant Benefit**); and
  - (b) not give or receive any payment, gift, form of hospitality, or other benefit or advantage worth \$1,000 or more (unless the exception under section 3.2 below applies).
- 3.2 Approval for the giving or receipt of any payment, gift, form of hospitality, or other benefit or advantage worth \$1,000 or more may only be provided by the Chief Executive Officer and Chair and, for the Chief Executive Officer and Chair, by the Company's board of directors (**Board**), and must be minuted by the Board.
- 3.3 Employees must declare and notify the details of any Relevant Benefit to the Chief Executive Officer or the Chair within five business days of the giving or receipt of the Relevant Benefit.

---

### 4. Record keeping

- 4.1 The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making any payments to Third Parties.
- 4.2 Employees must ensure all expenses claims relating to payments, gifts, forms of hospitality, or other benefits or advantages incurred in respect of Third Parties are submitted in accordance with the Company's expenses policy and specifically record the reason for the expenditure.
- 4.3 All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties should be prepared and maintained with strict accuracy and completeness.
- 4.4 No accounts must be kept "off-book" to facilitate or conceal improper payments, noting it is an offence under the *Criminal Code Act 1995* (Cth) and the *Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016* (Cth) 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 corrupt conduct.

---

### 5. Training and monitoring

- 5.1 All members of the Company's executive team, management, and senior staff will be required to complete anti-bribery and corruption training annually, or as directed by the Company Secretary in consultation with the Board. Such training will include, but is not limited to, the following:
- (a) the obligations of Employees under this Policy;
  - (b) how to recognise bribery and corruption; and

- (c) how to effectively deal with and report bribery, corruption, or other breaches of this Policy.
  - 5.2 Internal control systems and procedures will be subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption.
  - 5.3 At the discretion of the Board, there may also be independent reviews undertaken from time to time by the Company's external auditor.
- 

## 6. How to raise concerns

- 6.1 All Employees have a responsibility to help detect, prevent and report instances of bribery or corruption, as well as any other suspicious activity or wrong-doing in connection with the Company's business. The Company is committed to ensuring that all Employees have a safe, reliable and confidential way of reporting any suspicious activity.
  - 6.2 The Company takes a proactive approach and aims for a culture of openness which is conducive to maintaining high standards of integrity, investor confidence, and good corporate governance. All Employees are encouraged to approach their manager and/or the Company Secretary at the earliest possible stage if they have any queries about this Policy or have concerns regarding instances of bribery or corruption or any suspected or actual breach of this Policy.
  - 6.3 If an Employee is unsure whether a particular act constitutes bribery or corruption, or if they have any other queries or concerns, these should be raised with their manager and/or the Company Secretary. The Company encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
  - 6.4 If an Employee is not, for any reason, comfortable speaking directly to their manager and/or the Company Secretary, the Company has a whistleblower policy (available at <https://www.australiacloud.com.au>) which affords certain protections against reprisal, harassment or demotion for making the report.
- 

## 7. Breaches

- 7.1 It is critical that the Company maintains the highest standards of personal and professional ethical behaviour. Bribery and corruption are criminal offences and penalties can be severe for both companies and individuals. Bribery and corruption offences are punishable for individuals by imprisonment and/or a substantive fines, and for body corporate (such as the Company) by substantive fines. Acts of bribery and corruption overseas may well result in a prosecution both in Australia and also in other jurisdictions. The Company and its Employees may also incur significant reputational damage as a result of acts of bribery or corruption. The Company therefore takes its legal responsibilities very seriously, and expects Employees to do the same.
- 7.2 Breaches of this Policy will be viewed seriously. Any Employee that breaches this Policy or fails to report known or suspected breaches of this Policy may face disciplinary action. In serious cases, such action may include dismissal for misconduct. Any Employee that breaches this Policy may also face legal proceedings and be subject to investigations by the relevant government authorities.

Any Employee who becomes aware of a violation of this Policy should immediately report the violation to their manager and/or the Company Secretary.

- 7.3 The Company Secretary will notify the Board of any material incidents of bribery and corruption notified under this Policy.
- 

## **8. Review of Policy**

The Company Secretary will review this Policy periodically to ensure that it is operating effectively and recommend to the Board any changes they consider appropriate. This Policy may be amended by resolution of the Board.

---

## **9. Questions**

- 9.1 For questions about the operation of this Policy or its application in any particular situation, please contact the Company Secretary.