

9 Spokes International Limited
Anti-Bribery Policy

Last Updated: June 2019

1. Introduction

1.1 Company's commitment

9 Spokes International Limited (**Company**) is committed to good conduct in all of its business dealings and ensuring that it and all members of the business act honestly, ethically and with integrity. The Company takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all our dealings wherever we operate. We are also committed to implementing and enforcing effective systems to counter bribery and corruption.

1.2 Purpose of this policy

This policy outlines the corporate governance measures adopted by the Company to further its commitments to itself, its customers and its stakeholders with respect to its stance on anti-bribery and corruption.

1.3 Application of this policy

This policy applies to all individuals working at all levels and grades, including senior managers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, and any other person providing services to us.

2. What is a bribe?

A bribe is a financial or other advantage offered, given or received:

- a) to or by anyone to persuade them to or reward them for performing their duties improperly; or
- b) to or by any public official with the intention of influencing that person in the performance of his or her duties.

3. Gifts and Hospitality

This policy does not prohibit giving or receiving promotional gifts of low value (under \$250) and normal and appropriate hospitality provided:

- a) All gifts and/or hospitality are reported in the gifts register;

- b) No gift or hospitality is received or provided when the Company is participating in a RFP or tender process and/or the recipient is restricted by policy or law from receiving such gift or hospitality.

9 Spokes nor its people will provide gifts or hospitality with the intention of persuading anyone to act improperly or to influence a public official in the performance of his duties.

4. Facilitation payments and kickbacks

We do not make, and will not accept, facilitation payments or “kickbacks” of any kind.

- a) Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.
- b) Kickbacks are typically payments made in return for a business favour or advantage. All employees must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by us.

5. Donations

We do not make contributions of any kind to political parties. No charitable donations will be made for the purpose of gaining any commercial advantage.

6. Record Keeping

- a) We will keep financial records and have appropriate internal controls in place which will evidence the business reason for making any payments to third parties.
- b) All expense claims relating to hospitality, gifts or expenses incurred to third parties must be submitted in accordance with our expenses policy and specifically record the reason for the expenditure.
- c) All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, must be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off-book” to facilitate or conceal improper payments.
- d) All gifts and or hospitality received by a member of the Company covered by this policy must report it to the General Counsel for the purposes of recording on the Gift Register.
- e) Any gift or hospitality over the value of \$250 must be reported to the CEO and approved prior to accepting.

7. Raising Concerns

All members of the Company covered by this Policy are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. No employee will suffer any detriment as a result of raising genuine concerns about bribery or corruption, even if they turn out to be mistaken. To contact in confidence you can email **whistleblower@9spokes.com**.

8. Monitoring

The effectiveness of this policy will be regularly reviewed by the Board. Internal control systems and procedures will be subject to audit under the internal audit process.