

HUB24 Group Anti-Bribery and Corruption Policy

Approved by HUB24 Limited Board: 30 June 2021

Policy Owner: Head of Risk Management and Compliance

Next Review Date: by 30 June 2023

Contents

1.	Background.....	3
2.	Purpose	3
3.	Application	3
4.	Policy	3
5.	Roles and Responsibilities.....	6
6.	Reporting and Governance.....	7

1. BACKGROUND

- 1.1 HUB24 Limited (**HUB24**) is an ASX listed entity and head of the HUB24 Group of companies that includes but is not limited to HUB24 Custodial Services Ltd, Xplore Wealth Pty Ltd and HUBconnect Pty Ltd (**HUB Group**). In this policy members of the HUB24 Group are collectively referred to as the Subsidiaries.
- 1.2 The Board of HUB24 is ultimately responsible for ensuring that the Group has adequate systems in place to comply with its legal obligations. The Board is responsible for approving this Policy and for oversight of the operation of this Policy to ensure that it adequately addresses the requirements of the relevant legislation.
- 1.3 The HUB24 Group is committed to complying with the laws and regulations in which its businesses operate and acting in a manner, consistent with a strong culture of corporate governance, ethical conduct and sound business practices.
- 1.4 The law prohibits certain types of improper payments that may be made or received in business dealings, such as bribery and secret commissions. These types of payments are serious criminal offences in Australia as well as most overseas countries.
- 1.5 This Anti-Bribery and Corruption Policy (**Policy**) provides guidance on the laws applicable to HUB24 Group and its People with the aim of ensuring its People understand, observe and uphold the prohibitions on bribery and corruption offences.

2. PURPOSE

- 2.1 The purpose of this Policy is to set out that HUB24 Group has no appetite for any acts of bribery, corruption or facilitation payments, the responsibilities of HUB24 Group and its People with regard to bribery, corruption and related offences and to provide guidance on how to recognise and deal with instances of bribery and corruption.

3. APPLICATION

- 3.1 This Policy applies to HUB24, its Subsidiaries and their directors, officers, employees, and contractors (our **People**). It also extends, as relevant, to all subcontractors, agents, distributors, and consultants who, as part of their engagement, are required to carry out their duties within legislative requirements on behalf of HUB24.

4. POLICY

4.1 Bribery

- 4.2 For the purposes of this Policy, bribery is defined as an act of offering, promising, giving or accepting directly or indirectly a benefit in circumstances where:
 - 4.2.1 The intention is to influence a person (whether a public official, third party, supplier or a person) in the exercise of their duties or functions; and
 - 4.2.2 It is done with the intention of obtaining business or personal advantage, that is not otherwise legitimately due.

- 4.3 The benefit given or received may be money or other items of any value. It may involve for example: non-cash gifts, services, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or inappropriate corporate hospitality.
- 4.4 Acts of bribery are designed to improperly influence an individual in the performance of their duty or function. The laws against bribery extend to both public and private sectors.
- 4.5 For public officials, an Australian citizen or resident or corporation in Australia will be liable even if the conduct constituting an offence did not occur in Australia if it involved an Australian or Foreign official.
- 4.6 It is not relevant if the bribe is accepted or ultimately paid. Merely offering the bribe will usually be sufficient for an offence to be committed. Bribes may also be given directly or indirectly e.g. by using an agent or third party.
- 4.7 **Corruption**
- 4.8 Corruption is an act or omission for an improper or unlawful purpose which is an abuse of power or position of trust.
- 4.9 **Facilitation payment**
- 4.10 Facilitation payments are generally smaller payments made to secure or speed up routine actions or otherwise induce a person or entity to undertake functions they are otherwise obligated to perform. Examples include:
- 4.10.1 Approving applications, redemptions or issuing documents; or
- 4.10.2 Arranging meetings with business people or politicians.
- 4.11 For the purposes of this Policy all facilitation payments are to be treated as bribes and are prohibited.
- 4.12 **Secret commission**
- 4.13 Secret commissions typically arise where a person or entity offers or gives a commission to an agent of another person (such as a supplier) which is not disclosed by either party to the principal. Secret commissions constitute a criminal offence across multiple jurisdictions in Australia.
- 4.14 Both accepting and paying secret commissions is illegal. Secret commissions are sometimes called 'kick-backs'. Examples of secret commissions include:
- 4.14.1 An employee (who has a role that manages an external supplier) accepts cash from that external service provider for ensuring the supply contract is renewed; and
- 4.14.2 The person charged with selecting a contract for his employer agrees to select a particular supplier over others after receiving an expensive gift.
- 4.15 **Prohibition on bribes, secret commissions, corruption and facilitation payments**
- 4.16 HUB24 has no appetite for any acts of bribery, corruption or facilitation payments.

- 4.17 All People are strictly forbidden from:
- 4.17.1 Offering or accepting bribes;
 - 4.17.2 Making or accepting facilitation payments;
 - 4.17.3 Corrupting or attempting to corrupt a person including a public official or entity;
and
 - 4.17.4 Paying or receiving secret commissions to or from any person or entity.
- 4.18 Where a facilitation payment is requested to protect against perceived or actual danger to your personal safety, you must immediately report it to your line manager or the head of the Risk and Compliance function.
- 4.19 **Dealing with third parties**
- 4.20 It is important when proposing to engage potential service providers, HUB24 consider the risks relating to bribery and corruption issues. Service providers may include suppliers, agents, distributors, purchasers or contractors.
- 4.21 Third parties that pose particular risk to HUB24 Group of breaching anti-bribery laws include those that operate in developing or emerging economies and are involved in negotiating any business arrangements or transactions with the public or private sector on behalf of HUB24 Group.
- 4.22 The executive responsible and the head of the Risk and Compliance function in consultation with the relevant management is responsible for determining which third parties (“high risk third parties”) require specific anti-bribery controls.
- 4.23 **Gifts, benefits and entertainment**
- 4.24 HUB24 Group requires the exercise of a high degree of caution in relation to the offering, giving or receiving of gifts or entertainment, particularly to or from government officials.
- 4.25 The HUB24 Gifts Policy provides guidance to People on what gifts and entertainment offered or accepted need to be declared and reported.
- 4.26 **Charitable donations**
- 4.27 HUB24 Group will only make charitable donations that are legal and ethical under local laws and practices and aligned with our purpose and values. In Australia, this means that a charity must be registered and have appropriate standing with the Australian Charities and Not-for-profits Commission.
- 4.28 All charitable donations are to be approved by the Board of HUB24.
- 4.29 **Attendance at political functions**
- 4.30 Attendance at party-political functions is permitted where there is a legitimate business reason. Attendance at these functions must be approved by the Managing Director. A record of attendance (and the cost of attendance) is to be maintained by Risk and Compliance.

- 4.31 HUB24 Group does not make political donations, or participate in fundraising events that would reasonably give rise to a perception that HUB24 Group favours any one political party.
- 4.32 **Political lobbying**
- 4.33 From time to time, HUB24 Group engages in debate on policy and shares its view on policy matters which relate to HUB24 Group's business and activities. This activity may only be done by employees authorised by the Managing Director and must be done in a manner which is consistent with HUB24's values and this Policy.
- 4.34 **Sponsored travel**
- 4.35 HUB24 Group prohibits the payment of travel and travel related expenses for government officials (unless such payment has been approved by the Managing Director).
- 4.36 The Managing Director may grant exceptions to the general prohibition provided:
- 4.36.1 The payment is for reasonable and bona fide expenditure properly incurred in relation to travel or travel related activity; and
- 4.36.2 The travel is directly related to the promotion, demonstration or explanation of HUB24 Group's business, products or services or directly related to the performance of a contract with a government or government owned organisation.
- 4.37 **Whistleblowers**
- 4.38 HUB24 Group is committed to creating a culture that encourages the reporting of unlawful or unethical behaviour which may include suspected bribery, corruption or secret commissions.
- 4.39 HUB24's Whistleblower Policy provides guidance on reporting wrongdoing to certain designated senior staff of HUB24 in a safe environment where identity and confidentiality are protected.

5. ROLES AND RESPONSIBILITIES

- 5.1 **Board responsibility**
- 5.2 The Board of HUB24 is ultimately responsible for the legal rights and obligations of the Group and for approving and oversight of the operation of this Policy that adequately addresses the requirements of the relevant legislation.
- 5.3 **HUB24 Limited Audit Risk and Compliance Committee ('ARCC')**
- 5.4 The HUB24 Board has established and delegated oversight of the HUB24 Risk and Compliance arrangements to the ARCC. The ARCC, in accordance with its charter, monitors the operation and reporting on this Policy.
- 5.5 **All People**
- 5.6 All People have a responsibility to understand, give effect to and comply with this Policy and, if in doubt, seek advice from Risk & Compliance as appropriate. People are also required

to undertake training on this Policy provided by Risk & Compliance.

5.7 HUB24 has an internal Risk & Compliance function that is responsible for supporting the HUB24 Group business lines and for working with People. Responsibilities include:

5.7.1 Monitoring compliance with this Policy;

5.7.2 Record keeping relating to Gifts, Benefits and other matters relating to the operation of this Policy; and

5.7.3 Investigating and reporting breaches to management with subsequent escalation to the Managing Director and, where appropriate, to the ARCC and HUB24 Board.

6. REPORTING AND GOVERNANCE

6.1 Public availability of material

6.2 This Anti Bribery and Corruption Policy will be made available on the HUB24 intranet site, public website and will be the subject of HUB24 Group compliance training.

6.3 Policy Approval Process

6.4 The HUB24 Limited Board has approved this Policy.

6.5 Policy breaches

6.6 A breach of the Anti-bribery and Corruption laws may result in legal or regulatory action including civil or criminal proceedings, the revocation of licences, financial loss, reputational damage to the relevant member of People, HUB24 entities and to the HUB24 Group.

6.7 Incidents and breaches of this Policy will be viewed seriously. In serious cases, this may result in dismissal.

6.8 Any of our People who become aware of a breach of this policy should report the matter to the head of the Risk and Compliance function.

6.9 Reporting to the Board and ARCC

6.10 This Policy is required to be monitored on an ongoing basis to ensure it remains appropriate.

6.11 Risk and Compliance will regularly report to the HUB24 Board and the ARCC on material matters arising under this Policy.

6.12 Review frequency

6.13 This Policy is required to be reviewed every two years (or more frequently if appropriate).

6.14 Associated policies and related documents

6.14.1 Code of Conduct

6.14.2 Incident and Breaches Policy

6.14.3 Whistleblowing Policy

- 6.14.4 Group Risk Management Framework
- 6.14.5 Conflicts of interest policy
- 6.14.6 Gifts Policy
- 6.14.7 Fraud, Corruption & Risk Control Policy
- 6.14.8 Training Policy

6.15 Guidance documents

6.16 In designing this Policy, consideration has been given to the following:

- 6.16.1 *ASX Corporate Governance Council – Principles and Recommendations, 4th Edition*
- 6.16.2 *ASIC Regulatory Guide 104 – Licensing: Meeting the general obligations*
- 6.16.3 *Criminal Code Act 1995 (Cth)*
- 6.16.4 *NSW Crimes Act 1900*