



# ANTI-BRIBERY AND CORRUPTION POLICY

## 1. Policy Overview and Purpose

The anti-bribery and corruption policy (“the policy”) details Serko Limited’s (“Serko”) commitment to ensuring its business is conducted in an honest and ethical manner. We expect all staff to maintain high professional standards and to conduct themselves in accordance with this policy and our Code of Ethics.

We take a zero-tolerance approach to bribery and corruption, and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships. We are committed to meeting high standards of conduct that apply to our business activities and that of our business partners.

It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished with imprisonment and a substantial fine. As an organisation, if we engage in or fail to prevent bribery we can face an unlimited fine, be excluded from tendering for public contracts, and suffer damage to our reputation.

This policy sets out our responsibilities, as well as the responsibilities of those working for and on our behalf, in observing and upholding our requirements on bribery and corruption, the giving or acceptance of gifts, and dealing with government officials. It also provides information on how to recognise and deal with policy breaches or concerns.

## 2. Who must comply with this policy?

This policy applies to Serko’s operations and business activities worldwide. It applies to all persons working for us or our wholly-owned subsidiaries or on our behalf in any capacity, including employees at all levels, directors, officers, consultants, contractors, interns, secondees, external consultants, third-party representatives, agents and business partners.

## 3. What is bribery and corruption?

A bribe is a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, business opportunities, the award of a contract or any other advantage or benefit.

Bribery includes offering, promising, giving, accepting, or seeking a bribe.

Corruption is the abuse of entrusted power or position for private gain.

## 4. Policy Principals

The Policy is designed to identify, mitigate and manage potential ethical risks within Serko’s business. The following policy principles have been created and must be complied with:

- You must not give, offer, accept, promise, request or authorise a bribe, whether directly or indirectly, including to/from government officials, or in commercial transactions.
- You must not give, offer, or authorise any payment, gift, hospitality, or other benefit in the expectation that an improper business advantage will be received in return, or to reward any business received.
- You must not give, accept, or authorise a gift or hospitality during any commercial negotiations or tender process if this could be perceived as intended or likely to influence the outcome.
- You must not accept any offer from a third party that you know (or suspect) is made with the expectation that we will provide a business advantage for them or anyone else.



- You must not give, offer, or authorise payment to a third-party representative when you know, or have reason to believe, that that representative will use any part of that payment for bribes.
- You must not threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns under this policy.

## 5. Dealing with government officials

There are additional and specific prohibitions that apply to government officials. Unless you have obtained prior written authorisation from the General Counsel or Chief Financial Officer, you must not:

- (a) give, offer, or authorise a payment (sometimes called a facilitation payment) to a government official to secure or expedite a routine or necessary procedure (e.g., issuing a licence or permit); or
- (b) hire a government official or someone suggested by a government official to help us obtain or retain a business opportunity.

Any gifts, hospitality, travel or anything of value to a government official must meet the criteria set out in Clause 0 and be authorised in advance by your Manager in accordance with the Delegated Authority Framework.

A **government official** is any of the following;

- (a) an employee of a government entity or division or subdivision of that entity, including an elected official;
- (b) an officer or employee of a company that is owned or controlled by government (such as a state-owned enterprise);
- (c) a private person acting on behalf of or representing a government entity or government owned or controlled entity;
- (d) a political party official or a candidate for political office; or
- (e) an officer, employee or representative of any public international organisation (such as the United Nations).

If you are not sure if someone is a government official, please contact the Serko Legal team.

## 6. Dealing with business partners and other representatives

Our business partners, resellers, suppliers, agents, and other representatives (including travel management companies, content providers and IT vendors) help us earn and maintain our reputation in the market.

You should not allow our representatives to do anything that this policy prohibits you from doing or contravenes Serko's Partner Code of Conduct. Should you witness or believe a Serko business partner and/or representative is acting outside of this policy you can discuss it with someone from the Serko Legal and Compliance or report it to the Serko Legal Counsel. The Whistleblowing Policy is also available for people to raise concerns anonymously.

You must only deal with representatives you trust and reasonably believe are legitimate businesses that operate with integrity. All business arrangements must be appropriately documented.

## 7. Political and charitable contributions

We do not make donations to political parties. Serko is politically neutral.

From time to time, we may participate in fund-raising events to raise money for charitable causes and charities. We will only make charitable donations that are legal and ethical under local laws and practices. You must not offer or make a charitable donation on behalf of Serko without the prior written authorisation of the Chief Financial Officer.



Serko's ongoing charitable affiliations must always be considered against the Community Investment Policy before contributing to a new charity. All charitable contributions must be recorded on the gifts and entertainment register.

## 8. Gifts and Entertainment

Before giving, accepting or authorising gifts, hospitality or anything of value, you must ensure that;

- (a) they are not bribes or kickbacks, and that there is a legitimate business purpose for such gifts and hospitality (such as marketing our products and services or building a business relationship);
- (b) it is not intended as, or does not appear to be, an inducement or reward for any preferential treatment or to improperly influence a business decision;
- (c) it is reasonable and appropriate in scale and expense, taking into account the reason for the gift or hospitality and standard business practice (e.g. small gift for presenting at a work-related conference or light refreshments during a meeting would be acceptable); and
- (d) it is given or accepted openly and not in secret.

### Restricted Gifts

You must not give, accept or authorise a restricted gift, hospitality or anything of value ("Restricted Gift") unless you have obtained prior written authorisation from both your manager and the Chief Financial Officer. The following are considered Restricted Gifts:

- (a) it exceeds AUD/NZD 300 or USD/GBP/EUR 200 per person ("Value Limits"); or
- (b) it includes cash or a cash equivalent (e.g. gift cards, shopping vouchers or dining vouchers); or
- (c) it is, or could reasonably be seen as, lavish or extravagant (e.g. expensive tickets to a major cultural or sporting event, luxury items such as jewellery or upgrades on flights).

### Do I have to declare gifts, hospitality and other benefits?

If you have been offered a gift or other benefit, you should, where possible, inform your manager of this fact before accepting it, in order to determine the appropriate action required. The benefit can be approved, declined, donated or returned.

You must record in the Gift Register any gift, hospitality or benefit given, accepted or authorised on behalf of Serko in excess of the Value Limits within 5 business days.

You must submit all expenses claims relating to gifts, hospitality or payments to third parties in accordance with applicable Travel and Expense Policies and record the reason for the expenditure. Transparency

It is our policy to implement and maintain internal accounting controls based on sound accounting principles. All accounting entries must be timely and accurately recorded and include reasonable detail to fairly reflect transactions. These accounting entries and supporting documents must be periodically reviewed to identify and correct discrepancies, errors, and omissions.

Accounts must not be kept "off-book" to facilitate or conceal improper payments.

## 9. Breaches of this policy

It is important to Serko to ensure we maintain high ethical standards, and therefore everyone working in our team plays a role in keeping Serko safe. If you think Serko could be in breach of this policy, we ask you to please speak up. It is better to be wrong, but safe, than ignore a potential breach. Remember, if you See Something, Say Something.



Non-compliance with this policy could expose you to criminal liability (including large fines and/or imprisonment) and civil liability (including being sued by another person or Serko for loss suffered as a result bribery and corruption).

If you know about or suspect a breach of this policy, please reach out to someone in the Legal Team or email [legal@serko.com](mailto:legal@serko.com). For guidance on alternative reporting options, please refer to the '[See Something. Say Something](#)' page on the Employee Hub and Serko's Whistleblowing Policy.

Complying with Serko policies is a condition of employment.

## 10. Roles and Responsibilities

The Serko Board is the policy approver.

The Audit, Risk and Sustainability Committee is responsible for oversight and monitoring of this policy.

The Serko Audit, Risk and Sustainability Committee should be provided with the findings following an annual review to ensure that this policy is operating effectively with no breach instances.

The Serko Compliance Officer is the General Counsel and the owner of this policy. The Legal team are responsible for operationalising the policy through employee awareness and communications. The Legal team are responsible for providing assurance to the Audit, Risk and Sustainability Committee that the policy is being complied with.

If you have any questions or need help with this policy, you can contact the Legal team.

## 11. Serko documents related to this policy

- Code of Ethics
- Whistleblowing Policy
- Travel and Expense Policies
- Corporate Governance Manual

## 12. Governance

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| <b>Document Owner</b>    | General Counsel                  |
| <b>Document Contact</b>  | Senior Risk & Compliance Manager |
| <b>Document Approver</b> | Board                            |
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