



SRJ Technologies

Anti-bribery and Corruption Policy

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1. Introduction

SRJ Technologies Group Plc and its subsidiaries (together the Group and/or SRJ) are committed to maintaining a high standard of integrity, investor confidence and good corporate governance including having a leadership role in setting and articulating corporate governance standards in Australia.

This Policy is a critical component of SRJ's delivery on its strategic goal of enduring trust, integrity and resilience and outlines SRJ's requirements regarding the management of gifts and benefits, which protects you and your reputation and minimises potential negative consequences for you and SRJ. This Policy is also underpinned by the SRJ values, to:

- Be Open
- Be Trustworthy
- Be Original
- Be The Example

Under the Policy you must:

- not give or accept gifts and/or benefits that will compromise, or appear to compromise, your integrity and objectivity in performing your duties
- not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest
- Gifts or benefits worth £75 or more must be disclosed under the SRJ Technologies Group plc Gift and Entertainment Disclosure Procedure.
- decline gifts and/or benefits worth £300 or more (unless an exception applies)

The Policy also applies globally. SRJ employees are subject to the laws of the country they are in; however, the principles of this Policy must be followed regardless of whether or not that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws which are of a lesser standard to this Policy, this Policy prevails.

2. Scope

This Policy applies to anyone who is employed by or works at SRJ or its subsidiaries, including employees (whether permanent, fixed - term or temporary), contractors, consultants, secondees and directors wherever located (collectively referred to as **employees** in this Policy).

Third party means any individual or organisation you come into contact with during the course of your work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

3. What is Bribery and Corruption?

Bribery¹ is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. 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, loans, fees, rewards or other advantages.

Corruption¹ is the abuse of entrusted power for private gain.

¹ As defined by Transparency International Policy

4. Bribes

SRJ employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

5. Gifts and Hospitality

Employees must declare all gifts and benefits, valued at £75 or more.

Employees are also expected to decline (or avoid accepting) gifts and benefits which are valued at £300 or more, with the exceptions being:

- work related conferences²
- invitations to speak at a professional association (including flights and accommodation)
- working lunches
- where it is part of a sponsorship deal

6. Approval process for gifts and benefits

Employees should, where possible, discuss with their manager the fact that they have been offered a gift / benefit before accepting it, in order to determine the appropriate action. Employees are required to enter any gift / benefit in the Gift and Entertainment Register within 5 working days of receiving or being offered the gift / benefit. Managers need to action³ any gifts and benefits reported to them within 5 working days of receiving the disclosure from the employee. Noting that gifts / benefits should not be accepted on a re-occurring basis or broken down into parts of less than £75.

7. Acceptable gift and entertainment expenditure

Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it complies with the following:

- made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice
- no obligation – it does not place the recipient under any obligation
- no expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction
- made openly – if made secretly and undocumented then the purpose will be open to question
- reasonable value – its size is small and in accordance with general business practice
- appropriate – its nature is appropriate to the relationship
- at “arm’s length” – all transactions / gifts should be at an “arm’s length” basis with no special favours and no special arrangements
- legal – it complies with relevant laws
- documented – the expense or gift, if valued at £75 or more⁴, is fully documented in the Gift and Entertainment Register

² where travel is involved, it is expected that SRJ will pay for the flights and accommodation

³ approve, decline, donate or return the gift

⁴ Based on the reasonable person test, i.e. if the value is not known, what value would a reasonable person place on the gift?

Some examples of acceptable gifts and/or benefits:

- token gifts / benefits where offered in business situations or to all participants and attendees (e.g. work related seminars, conferences, trade and business events and would include items such as a pen, cap, stationery, coffee mug, stress ball, mouse pad, corporate umbrellas and memory sticks)
- a gift / benefit for presenting at a work-related conference, seminar, and / or business event
- a ceremonial gift from another organisation on behalf of the SRJ. Please note that ceremonial gifts belong to the SRJ and as such you must declare and report the item on the Gifts and Entertainment Register and arrange to display the item in the SRJ where appropriate
- a gift / benefit given in gratitude when hosting business events or overseas delegations only where refusal would be unreasonable and unnecessarily offensive
- light refreshments (e.g. tea, coffee, water, juice) or a modest meal during a meeting or as a participant of a working group

These circumstances are never acceptable:

- gifts in the form of cash and / or cash equivalent vouchers or gift certificates
- “quid pro quo” (a benefit or advantage offered for something in return)
- making incomplete, false or inaccurate entries in the SRJ’s books and records, e.g. Gift and Entertainment Register

8. Facilitation Payments, secret commissions, or “kickbacks”

The Group does not make, and will not accept, facilitation payments, secret commissions or “kickbacks” of any kind. 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 an 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 official’s action, only its timing. Kickbacks are payments made in return for a business favour or advantage. Secret commissions typically arise where a person offers or gives a commission to an agent or representative of another person which is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal’s business. Employees are prohibited from making or receiving these types of payments, whether legal or not in a country.

9. Political Contributions

SRJ may make donations to political parties from time to time. Individual donations must be approved by the CEO and CFO, and must be within the SRJ board approved financial limits. SRJ discloses all political donations in the SRJ Technologies Group plc Annual Report under ‘Corporate Governance’, and to the Australian Electoral Commission and state electoral authorities as required.

10. Charitable Contributions

SRJ allows employees to support causes and charities of their choice from a broad list of charity partners. Charitable support and donations are acceptable, whether of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

SRJ can only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the

Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation must be offered or made on behalf of SRJ without the prior approval from the CFO. However, there is no need to obtain this prior approval for donations made under the Workplace Giving Scheme.

All charitable contributions made by the SRJ are publicly disclosed in the SRJ Technologies Group plc Annual Report.

11. Your Responsibilities

You must ensure that you read, understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for SRJ or under its control. All employees are required to avoid any activity that might lead to or suggest a breach of this Policy.

You must notify your manager as soon as possible if you believe or suspect that a conflict with, or breach of, this Policy has occurred, or may occur in the future. Any employee who breaches this Policy will face disciplinary action, up to and including in termination of employment or engagement.

Remember, a bribe does not actually have to take place – just promising to give a bribe or agreeing to receive a bribe is an offence.

12. Record-Keeping

Staff must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

Staff must declare and enter in the Gifts and Entertainment Register within 5 business days. This Register may be subject to managerial review and internal and external audit. You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure. Please refer to [Appendix 1](#) for what details are required to be recorded in the Gifts and Entertainment Register.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments. Noting it is an offence under the Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016 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 the corrupt conduct. Please also refer to the travel and entertainment policy.

13. Exceptions

Approval for any gifts and entertainment above £300 may only be provided by the CEO or CFO and, for the CEO or CFO, by the Chairman and must be disclosed in the register.

14. How to Raise a Concern

Under the Code of Conduct, all SRJ employees have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrongdoing in connection with SRJ's business. SRJ is committed to ensuring that all employees have a safe, reliable and confidential way of reporting any suspicious activity. You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with your

manager. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with your manager. Any material breaches of this Policy will be reported by the manager to the Audit and Risk Committee.

If you are not comfortable, for any reason, with speaking directly to your manager, SRJ has a *Whistleblower Protection Policy* which affords certain protections against reprisal, harassment or demotion for making the report.

A breach of this Policy may expose the Group and implicated personnel to serious criminal and civil penalties, and could result in serious reputational damage to the Group. Sanctions for non-compliance with this Policy can be expected to be severe and may include significant financial penalties for the Group and imprisonment for those individuals who are found liable. Employees found to be in breach of this Policy will also be subject to disciplinary action, which may include termination of employment.

15. Awareness

The prevention, detection and reporting of bribery is the responsibility of all of the Group's employees and business associates. Training on this Policy forms part of the induction process for all new employees. All existing employees will receive periodic refresher training on how to adhere to this Policy. Additional training will be provided to managers and those employees who are more likely to be exposed to bribery or corruption given the nature of their role.

16. Monitoring and Review

Regular reviews of the register enable the identification and management of any emerging risks, e.g. if a particular Group is presenting a significant number of gifts to various employees or if companies are offering frequent and substantial hospitality to employees, e.g. dinners, seats at sporting events, access to corporate boxes at sporting or cultural venues, upgrades on flights, theatre tickets etc.

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 and monitor whether any changes are required to be made to the Policy. There may also be independent reviews undertaken from time to time by External Audit

APPENDIX 1

Completing the Gift and Entertainment Register

The following information is required in completing the Gift and Entertainment Register:

Receiving Gifts and Entertainment	Offering Gifts and Entertainment
Date Received	Date Offered
Name, Position & Business Unit of Recipient	Name, Position & Business Unit of Offeror
Name of Giver (Who is giving you the gift / entertainment)	Name of Receiver (Who are you offering the gift / entertainment too)
Description of gift / entertainment	Description of gift / entertainment
Value £ *	Value £ *
Reason for acceptance	Reason for offering
Decision on what will happen to gift / entertainment	
Name and Position of Approving Manager (e.g. GM)	First Name and Position of Approving Manager (e.g. GM)

* Based on the reasonable person test, i.e. if the value is not known what value would a reasonable person place on the gift / entertainment