



Anti-Bribery and Corruption Policy

August 2018

THE WHY

At Vocus, our values reflect that we are a business that strives to act fairly and ethically in all transactions. Therefore, each team member is responsible for making sound decisions in the best interests of Vocus within the scope of their individual responsibilities and delegated authority levels.

To give you more of an idea about what is or isn't allowed, we want you to read and understand this anti-bribery and corruption policy.

This is important because bribery and corruption are serious offences in many jurisdictions. We want you to avoid and prevent **any** bribery or corruption from occurring in the first place and to be able to help you to identify breaches of this policy. We also want to let you know that there are processes in place for you to seek further help, so that we can address any suspected breaches quickly and effectively.

THE WHO

This policy covers all team members of Vocus, whichever "brand" you work for. This includes directors, full timer, part time, casual, temps, contractors and any person acting in the interest of the company.

THE WHAT

Vocus will not tolerate any bribery, kickbacks or corruption of any kind, provided either directly to a party or indirectly through a third party. You cannot give or offer anything of value (such as payments, gifts or other benefits) to anyone, in order to improperly obtain or retain a business advantage. Similarly, you may not improperly solicit or accept such things.

This is Vocus' position, even if it is unclear if the giving or receiving of such things is against the law, or if it is the manner in which business is commonly conducted in the relevant place.

This policy covers Vocus' position on (among other things):

- bribes;
- facilitation payments;
- political and charitable contributions;
- gifts, meals and entertainment;
- employment and internships; and
- relationships with third parties

THE DETAIL

BRIBES

What is a bribe?

- A bribe is giving or offering anything of value to anyone, whether directly or indirectly, for the purpose of improperly obtaining or retaining a business advantage.
- “Anything of value” may take the form of monetary or non-monetary gifts, including:
 - cash;
 - gifts to family members;
 - forgiveness of a debt;
 - loans;
 - donations;
 - personal favors; and
 - entertainment.

As someone who represents Vocus, you cannot offer or accept any bribes, whether to or from a government official, or any other customer, investor, client or other private party.

What happens if...

- What happens if you are confronted with a request or demand for an improper payment?
You should immediately reject such a request or demand, and report this to your manager or to Vocus’ General Counsel and Company Secretary.
- What happens if you become aware that a bribe has been or is likely to be paid or received?
You should report this to your manager or to Vocus’ General Counsel and Company Secretary.

FACILITATION PAYMENTS

What is a facilitation payment?

A facilitation payment is typically a payment involving a small sum to someone in the government or public office, to speed up a government process or to obtain a favourable decision (or avoid a negative decision).

What happens if I am asked to make such a payment?

Facilitation payments may be permitted under some laws, but they are not permitted under all foreign laws. Certain laws have extra-territorial application which also make it an offence to make or receive a facilitation payment in another place, even if it is lawful in that place.

To ensure consistency across the business, Vocus prohibits making facilitation payments, in all circumstances.

POLITICAL AND CHARITABLE CONTRIBUTIONS

At Vocus, we love giving back to our community. In fact, we encourage our employees to make contributions of either money or their time to charities of their choice and provide our employees with leave days to donate their time to charity.

We also recognize and value that our team members are entitled to their own political beliefs or activities.

However, it is possible for charitable and political contributions to be used as a scheme to conceal bribery, facilitation payments or other improper payments.

Vocus prohibits you from making political or charitable contributions in order to obtain an improper business advantage.

Additionally, Vocus prohibits you from making political contributions in Vocus' name, and from making charitable contributions in Vocus' name without approval from Vocus' Chief Executive Officer.

GIFTS, MEALS AND ENTERTAINMENT

Vocus prides itself in competing for and earning business through top-quality team members, products and services. Gaining or providing an advantage through offering or receiving **material** monetary or non-monetary gifts (such as entertainment) is not acceptable.

Vocus recognises that in the course of your work, it may be appropriate and reasonable to accept or offer a gift. For example, a supplier might give you tickets to a sporting event to thank you for your support, or you might want to do the same in respect of your current or prospective clients.

Accordingly, whether giving or receiving a gift breaches this policy depends on the reason for the gift and the value of the gift. If in doubt, speak to your manager. If you receive any gift or hospitality with a value of over \$500, you must notify the Risk Manager and the gift/hospitality will be added to a register which will be periodically reported to the Audit and Risk Committee.

What is an improper reason?

You must not accept or give a gift for an improper reason, irrespective of value.

For example, if someone offers you a gift so that you commit Vocus to acquire goods or services where that is not in Vocus' best interests, that is an improper reason and also breaches Vocus' Code of Conduct (among other things).

What if you're not sure?

If you are having difficulty in deciding whether accepting or giving a gift is appropriate, you should ask yourself the question:

Will accepting or exchanging this gift influence any decisions or help someone to gain a commercial benefit? If you are still unsure, please talk to your manager. You may also ask your manager to make a written record of the consultation.

Please note that the restrictions in this policy apply even if you have paid for the gift out of your own pocket, and are not seeking reimbursement from Vocus.

RELATIONSHIPS WITH THIRD PARTIES

Bribery or corruption can sometimes occur indirectly through payments to a third party, particularly those who are engaged to liaise with foreign government officials on Vocus' behalf.

You should take steps to ensure that any third parties you deal with are legitimate, and will engage in conduct which will breach of this policy.

What should I do before engaging a third party?

Before engaging such third parties, you should:

- conduct due diligence review of third party;
- require anti-corruption or bribery compliance provisions in Vocus' contract with the third party;
- monitor the reasonableness and legitimacy of services; and
- seek approval from the Chief Executive Officer to appoint the third party if they will be liaising with government officials on Vocus' behalf.

What should I do once I engage a third party?

There may still be a risk of improper conduct by a third party, even if you have done all of your proper checks. You should keep an eye out for warning signs, or "red flags".

Some examples of such "red flags" are:

- unusual or excessive payment requests, such as fees which are substantially above the ordinary scale of fees imposed;
- requests for payments to an account in a country other than where the third party is located or is working on behalf of Vocus;
- requests for payment to another third party, to a numbered account, or in cash or other untraceable funds;
- any refusal or hesitancy by the third party to disclose its owners, partners or principals; or
- where the third party expresses a desire to keep secret his or her representation of Vocus or the terms of his retention by Vocus.

If you notice any of these happening, speak to your manager about this so that the necessary investigations may be arranged and undertaken.

CONSEQUENCES OF BREACH

Any reported or suspected breaches will be investigated and addressed by Vocus management.

If you are found to have failed to comply with this policy, you may be subject to disciplinary action.

In cases of serious breaches, this may result in termination of your employment or subcontract.

Matters may also be referred to law enforcement agencies, and the team members in question may also be subject to criminal and civil liability. Vocus' ability to assist you in such circumstances is extremely limited.

REPORTING AND WHISTLEBLOWER PROTECTION

Any team member who becomes aware of the breach of this policy should report the breach to their manager or Vocus' General Counsel or according to the procedures set out in the Vocus Whistleblower Policy.

REVIEW AND APPROVAL

This policy will be reviewed annually and any significant amendments or changes will be discussed by the Audit and Risk Committee for review, with board approval.

Have more questions or couldn't find what you were looking for? Please speak with your manager or contact Vocus' General Counsel or Risk Manager. Please read this policy with our Vocus Code of Conduct, and our Whistleblower Policy.