



Anti-Bribery and Corruption Policy

1. INTRODUCTION

Prime Media Group and its subsidiaries (**Prime Media**) is committed to conducting its business operations ethically, and in line with its core values and legal and regulatory obligations.

Prime Media is committed to preventing bribery or corruption by any of its directors, employees and any third-party acting of its behalf. All activities must be undertaken with integrity, honesty and transparency

Prime Media's Anti-Bribery and Corruption Policy (**Policy**) forms part of the corporate governance framework. The purpose of the Policy is to:

- supplement Prime Media's Code of Conduct by setting out the conduct expected by Prime Media to minimise the risk of bribery or corruption occurring in connection with its operations and activities; and
- provide guidance on how to deal with instances of bribery or corruption.

2. KEY VALUES

The Policy supports Prime Media's expectations for compliance with its statement of values:

- we are committed to sharing the stories of regional Australia;
- we are dedicated to fostering the success and growth of regional communities and advertisers;
- we remain steadfastly impartial, honest and accountable;
- we always strive for excellence and integrity in our work;
- we embrace diversity and believe in working together to achieve our best; and
- we always comply with laws and regulations.

The key values underpinning the Policy are:

- we will comply with applicable local laws regarding anti-bribery and corruption; and
- we will observe the highest standards of fair dealing, honesty and integrity;
- we will provide true and fair financial reporting; and
- we will provide an environment where employees feel comfortable raising matters of concern without fear of management repercussions.

3. WHO THE POLICY APPLIES TO

This Policy applies to all directors (executive and non-executive) and employees of Prime Media (**Prime Media personnel**), and to any third-party acting on its behalf and any other person notified that this Policy applies to them.

If a third-party is engaged to act on behalf of Prime Media, Prime Media personnel must ensure the third-party is aware this Policy applies to them. For these purposes, a "third-party" may include actual or potential agents, distributors, suppliers, purchasers or contractors.

4. BRIBERY

Prime Media personnel must not give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person.

Bribery involves offering, promising, giving or accepting a benefit (monetary or otherwise) with the intention of influencing a person, to do or omit to do anything in the performance of their role or function, in order to provide Prime Media with business or a business advantage that is not legitimately due.

Bribery can take many forms. The benefit that is offered, given or accepted may be monetary or non-monetary (i.e.: it may involve non-cash gifts, political or charitable contributions, loans, business or employment opportunities or lavish corporate hospitality).

Under no circumstances will Prime Media approve offers, or make, request or receive an irregular payment or other thing of value, to win business or influence a business decision in Prime Media's favour.

5. FACILITATION PAYMENTS, SECRET COMMISSIONS AND MONEY LAUNDERING

Prime Media strictly prohibits the making of facilitation payments, secret commissions and money laundering by Prime Media personnel.

Facilitation payments are typically minor, unofficial payments made to secure or expedite a routine government action that a government official or employee is already obligated to perform.

Secret commissions typically arise where a person or entity (such as an employee of Prime Media) offers or gives a commission to an agent or representative of another person (such as a sales vendor) that is not disclosed by that agent or representative to their principal. The commission is made as an inducement to influence the conduct of the principal's business.

Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

6. GIFTS, ENTERTAINMENT AND HOSPITALITY

Prime Media does not permit the offering or acceptance of gifts, entertainment or hospitality in circumstances which could be considered to give rise to undue influence, or that is beyond general commercial practice.

The offering or acceptance of gifts, entertainment or hospitality is permitted where all of the following conditions are met:

- it is for a legitimate business purpose, which may include developing business relationships;
- it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- it complies with all relevant local laws;
- it is given in an open and transparent manner;
- it does not include cash, loans or cash equivalents (such as gift certificates); and
- it complies with the approval process for gifts, entertainment and hospitality.

Approval process for gifts, entertainment and hospitality:

- Where possible, Prime Media personnel should discuss with their manager before the offering or acceptance of any gift, entertainment or hospitality where it is reasonably foreseeable that the gift, entertainment or hospitality will exceed AU\$150 (per person) in value (the **Threshold Value**).
- Prime Media personnel must declare all gifts, entertainment or hospitality in the Gifts and Entertainment Register where the value is over the Threshold Value within ten (10) business days of receiving or being offered the gift, entertainment or hospitality. The entry should include the value (or approximate value) of the gift, entertainment or hospitality, and whether the gift, entertainment or hospitality was accepted or declined.
- The Gifts and Entertainment Register will be reviewed by the Company Secretary every six (6) months.

Gifts, entertainment or hospitality must not be offered to, or accepted from, public or government officials or their associates, including politicians or political parties without prior approval from Prime Media's CEO or CFO.

7. DONATIONS

Political donations

- Prime Media personnel must not, on behalf of Prime Media, make a political donation to any political party, politician, or candidate for public office, unless the donation has been approved by the Board and complies with all relevant local laws. It must also be recorded accurately in Prime Media's accounts.
- Attendance at political gatherings, meetings and functions in a professional capacity is permitted where there is a legitimate business purpose.

Charitable donations

- Prime Media can only make charitable donations to organisations that have a deductible gift recipient status with the Australian Taxation Office.
- No charitable donation may be offered, or made on behalf of Prime Media without prior approval from Prime Media's CEO or CFO.
- Care must be taken to ensure that charitable donations are transparent, properly documented and are not likely to be construed as improperly influencing a business or personal outcome.

8. MAINTAINING ACCURATE RECORDS

All accounts, invoices and other documents and records relating to dealings with third parties, should be prepared and maintained with which accurately and fairly reflect, the parties, the payments arrangements and the purpose of all transactions and disposition of assets.

All expenditure by Prime Media personnel, including on gifts, entertainment and hospitality, must be included in expense reports.

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 to facilitate or disguise corrupt conduct.

9. REPORTING BREACHES AND SUSPICIOUS BEHAVIOUR

Prime Media personnel must report any breaches of, or suspicious conduct in relation to, this Policy. This includes any instance where they believe that non-compliance is occurring, or being planned, as soon as they become aware of it.

Reports can be made to their Manager, Prime Media's Legal Department or the Company Secretary.

Prime Media encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. All reports will be taken seriously, thoroughly investigated and treated with utmost confidence.

10. TRAINING AND AWARENESS

Prime Media will ensure:

- all Prime Media personnel are provided with a copy of this Policy upon commencing employment with Prime Media; and
- this Policy is available to view and download from the business intranet site and Prime Media's Internet site.

To the extent applicable to their roles:

- new Prime Media employees will undertake training on this Policy as part of their induction processes; and

- existing Prime Media employees will receive regular updates on this Policy as part of their annual refresher training, and any other applicable training processes.

11. BREACHES OF THIS POLICY

A breach of this Policy by Prime Media personnel may be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

Breach of this Policy may also expose an individual to criminal and/or civil liability with associated significant fines and/or lengthy terms or imprisonment.

12. KEY CONTACTS

If any part of this Policy is unclear, please contact the Company Secretary or the Legal Department.

13. POLICY REVIEW

The Company Secretary will review the operational effectiveness of this Policy at least every two (2) years. The Policy will be assessed by:

- reviewing the suitability and effectiveness of the Policy and any further internal control systems and procedures developed under this Policy, including alignment with any changes in the Code of Conduct, relevant external standards and legislation;
- conducting assurance activities and reporting on compliance with this Policy; and
- reviewing and reporting on actual and reported breaches of the Policy at least every six (6) months to Prime Media's Audit & Risk Committee. Material breaches of the Policy will be promptly reported to the Chair of the Audit & Risk Committee

Any amendment to this Policy must be approved by the Board.

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