



Policy

## Anti-Bribery & Corruption Policy



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## DOCUMENT PURPOSE

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*Adaptalift* is committed to conducting its business responsibly, with integrity and in accordance with what our *Stakeholders* would consider to be ethical and responsible behaviour.

Central to this commitment is a genuine care about our *Stakeholders*, our environment and the communities in which we operate and ensuring that we can be trusted, we keep our promises and we do the right thing.

To achieve this objective, *Adaptalift* is committed to:

- (a) never engage in any *Corruption* or corrupt business practices;
- (b) implementing risk-proportionate measures to prevent *Bribery* and *Corruption* by any of our *Stakeholders*;
- (c) at a minimum, comply with all applicable laws, regulations and standards (including *ABC Laws*); and
- (d) implement this *Policy* across our entire business operations and regularly monitor and audit *Stakeholder* compliance with this *Policy*.

This *Policy* is an important tool for helping *Adaptalift* to ensure that neither it nor any of its *Stakeholders* are engaging in any corrupt practices and positioning ourselves as a responsible and upstanding corporate citizen.

This *Policy* must be read in conjunction with *Adaptalift's* Code of Conduct.

## INTENDED AUDIENCE – SCOPE

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This *Policy* applies to the activities of all lines of business and operation at *Adaptalift* (and all its associated and/or related entities). This includes all entities that form part of the *Adaptalift Group of Companies*.

It is also intended to apply to all of *Adaptalift's* *Stakeholders*.

## DOCUMENT CONTROL

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This document is regularly updated to reflect current work practices. It supercedes all previous versions. Please refer to the online copy of this document on *Adaptalift's* internet site to ensure you are reviewing the current procedures. Any offline or printed copies are considered as uncontrolled and potentially out of date.

| Release Date  | Date of Last Amendment | Reason for Amendment |
|---------------|------------------------|----------------------|
| 30 April 2021 | N/A                    | Official release     |

## CONTENTS

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|  |   |
|--|---|
| <b>DOCUMENT PURPOSE</b> .....  | 1 |
| INTENDED AUDIENCE – SCOPE.....   | 1 |
| DOCUMENT CONTROL .....   | 1 |
| <b>CONTENTS</b> .....  | 2 |
| <b>COMMUNICATION OF THIS POLICY</b> .....                                | 3 |
| <b>POLICY</b> .....  | 4 |
| 1.    DEFINITIONS.....   | 4 |
| 2.    PRINCIPLES .....   | 5 |
| 3.    DISCUSSION OF PRINCIPLES – CORRUPTIVE AND PERMITTED PRACTICES..... | 6 |
| 4.    APPROVAL AND REPORTING REQUIREMENTS.....                           | 8 |
| 5.    AUDITING AND ENSURING COMPLIANCE .....                             | 8 |

## COMMUNICATION OF THIS POLICY

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A copy of this *Policy* will be made available on *Adaptalift's* website and in any other way that will ensure it is available and easily accessible by those to whom this *Policy* applies.

It will also be provided:

- to all directors, officers and area managers within *Adaptalift*;
- to all employees and contractors as part of their commencement and safety induction; and
- to all employees, contractors and suppliers who request a copy of it.

## POLICY

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### 1. DEFINITIONS

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In this *Policy*:

| Word                        | Meaning  |
|-----------------------------|--|
| <b>ABC Laws</b>             | Means and includes:<br>(a) the <i>Criminal Code Act 1995 (Cth)</i> ;<br>(b) the <i>Foreign Corrupt Practices Act 1997 (US)</i> ;<br>(c) any other anti-corruption laws of the Commonwealth of Australia or any State or Territory of Australia (including under common law, in equity and whether in statute, regulation, by-law or any other instrument made by the government); and<br>(d) any anti-corruption law of a country other than Australia in which Adaptalift conducts its business and/or operations and/or to or from which it supplies or sources supply |
| <b>Adaptalift</b>           | Means Adapt-A-Lift Group Pty Ltd (ACN 605 149 568) and includes any Associated Entities and/or Related Bodies Corporate of Adaptalift (including any entities that are part of the Adaptalift Group)   |
| <b>Adaptalift Group</b>     | Means all entities that are part of the Adaptalift Group of Companies, including (without limitation) Moduware Pty Ltd (ACN 616 363 565), Speedshield Technologies Pty Ltd (ACN 111 968 275) and Peter Charles Investments Pty Ltd (ACN 006 628 815) and the Associated Entities and/or Related Bodies Corporate of these entities   |
| <b>Associated Entity</b>    | Has the meaning given to that term by section 50AAA of the <i>Corporations Act 2001</i>  |
| <b>Board</b>                | Means the board of directors and company secretary of Adaptalift (and any of Adaptalift's Associates or related-body corporates)   |
| <b>Bribery / Bribe</b>      | Means the actual or attempted offering, authorising, promising, giving, receiving or soliciting of anything of value – directly or indirectly – and whether tangible or intangible and which is intended or may be intended to improperly influence the execution of an individual or organisations public, commercial or legal duties, but does not include any Permitted Practices   |
| <b>Corruption</b>           | Means the dishonest activity of a Stakeholder that is contrary to the interests of Adaptalift and/or which abuses or has the potential of abusing the trust that Adaptalift places in the Stakeholder and which is conducted or entered into in order to receive some personal gain, advantage or benefit (whether tangible or intangible) for that Stakeholder or someone connected to that Stakeholder, but does not include any Permitted Practices   |
| <b>Corruptive Practices</b> | Means those practices, benefits, gains and/or advantages that are prohibited under this Policy, being those set out in clause 3 of this Policy   |
| <b>Facilitation Payment</b> | Means a payment or other inducement provided to a Governmental Official to secure, expedite or otherwise encourage that official to perform  |

|                               |   |
|-------------------------------|---|
|                               | a routine function that that official is ordinarily required or obliged to perform  |
| <b>Governmental Official</b>  | Means and includes:<br>(a) any politician, political party, party official and candidate for a political office<br>(b) any official, employee or representative of a domestic or foreign government or governmental body or agency,<br>(c) any official, employee or representative of a government-owned or controlled entity – or beneficially owned or controlled – including, for example, an entity providing essential services that is owned or controlled by the government);<br>(d) any official, employee or representative of a public international organisation (for e.g. the United Nations);<br>(e) any person who holds office or performs duties and/or functions of any appointment created by custom or convention (whether employed by the government or not); or<br>(f) any other person that would reasonably be expected to be under the oversight or control of a government or any entity or structure owned or beneficially owned or controlled by the government |
| <b>Permitted Practices</b>    | Means those practices, benefits, gains and/or advantages that are permitted and which are not covered by this Policy, being those set out in clause 3 of this Policy  |
| <b>Policy</b>                 | Means this policy   |
| <b>Related Body Corporate</b> | Has the meaning given to that term by section 50 of the <i>Corporations Act 2001</i>  |
| <b>Senior Management</b>      | Means a director, CEO or the National General Manager – Product Support & Solutions   |
| <b>Stakeholder</b>            | Means those persons governed by this Policy, including employees, officers, managers and the Board of Adaptalift and also including suppliers, contractors and customers of Adaptalift  |

## 2. PRINCIPLES

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### Principle 1:

Adaptalift prohibits *Bribery* and *Corruption* – in any form – whether direct, indirect, in the private or public sector and whether in Australia or worldwide.

### Principle 2:

Adaptalift and its *Stakeholders* must:

- (a) not offer, pay, solicit or accept any *Bribes*;
- (b) not engage in any form of *Corruption*, whether for the benefit of *Adaptalift*, the *Stakeholder* or any close connection of the *Stakeholder*;
- (c) not accept or procure any *Facilitation Payment*; and
- (d) immediately report any *Bribe* or *Facilitation Payment* to the *Board* and/or General Counsel of *Adaptalift*.

It is a criminal offence under the *Criminal Code (Cth)* to make or provide a *Facilitation Payment*. There are **significant penalties** (including imprisonment) for making such a payment.

In implementing these principles, we expect all *Stakeholders* to abide by the guiding principle set out in Section 3 below.

### **3. DISCUSSION OF PRINCIPLES – CORRUPTIVE AND PERMITTED PRACTICES**

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As an Australia-wide company with supply chains and relationships internationally, *Adaptalift* and its employees must operate in strict compliance with all laws and regulations (including all *ABC Laws*) applicable to its operations around the world. Not only is compliance a base-line requirement, it also ensures that *Adaptalift* operates – and is seen to operate – to moral and ethical standards that meet and exceed basic norms and community expectations.

*Adaptalift* expects all *Stakeholders* with whom it interacts or has business with to adhere to these Principles. Compliance with *ABC Laws* is a base requirement.

#### **Our Guiding Principle**

We expect our employees and *Stakeholders* to consider this statement before giving, proposing or receiving a gift: **“If you are uncomfortable explaining to management, media or the police of a gift or expense or your first thought is to keep it to yourself, don’t offer or give the gift.”**

#### **Discussion**

The matters set out below are provided to give guidance on whether conduct constitutes *Corruptive Practices* or *Permitted Practices*. If there is any ambiguity or uncertainty as to whether particular conduct constitutes a *Corruptive Practice* or an *Permitted Practice*, all *Stakeholders* must – at a minimum – ensure compliance with the *ABC Laws* and otherwise adopt the stricter interpretation.

#### **Gifts and Entertainment**

Business entertainment and gifts in a commercial setting create goodwill between *Adaptalift* and its *Stakeholders* and do not, on their own, constitute a breach. *Adaptalift* encourages the collaborative interactions with external parties to promote and foster exceptional commercial relationships.

However, what is important is that any gift or entertainment expenditure is not provided to gain or procure an unfair advantage with existing or potential customers. The gift/expenditure must be for a justifiable business purpose and must be ancillary to a business discussion. The discussion below is intended to provide a framework around acceptable and prohibited gifts to ensure that it does not breach any *ABC Laws* or otherwise creates the perception that *Adaptalift* operates in an underhanded or calculated manner.

In considering whether a gift/entertainment expense may be in breach of this *Policy* and/or in making or receiving any gift, *Stakeholders* should consider and abide by the below:

- *Avoid Undue Influence (Actual or Perceived)* – gifts and entertainment must never be offered for the purpose of a *Facilitation Payment*, being a gift offered to unduly influence business or government decision making or creates the perception of it being offered to unduly influence a decision.

*Example: An employee of Company X is negotiating a large supply contract with the Procurement Officer of Company Y. The Procurement Officer of Company Y tells the employee there are 3 other companies tendering for the contract – all of which are suitable candidates – and that it would certainly help the decision if the employee did something that “set Company X apart from the rest.” The next day, the Procurement Officer is invited to a corporate box at an international sporting event and taken out to a 5-star dinner. This expense is prohibited under this Policy.*

- *Be Transparent* – where required in accordance with the approval process below, all gifts offered to, or received from, *Stakeholders* must be recorded and reported to management. Records must be kept for auditing purposes. If formal approval is required (see below, this **must** be given before the gift is offered to or received by the *Stakeholder*.
- *Consider Nature and Frequency* – gifts and entertainment should only be accepted or made if it is modest and occasional. Even a small gift given repeatedly may constitute a breach of this *Policy*. If the giving or receipt of a gift goes beyond the frequency of what would constitute common courtesy or would be acceptable as good commercial practice, the gift is prohibited.
- *Comply with ABC Laws and Foreign Legal Restrictions* – some countries impose limits on the value of a gift or entertainment expense that would constitute a breach. It is the *Stakeholders'* responsibility to ensure compliance with these laws before offering or giving any gift.

#### Permitted and Corruptive Practices

Any gifts or entertainment expenses given or received in connection with *Adaptalift's* business and operations must abide by the above principles. This means that all *Stakeholders* – where connected to *Adaptalift's* business – must **not**:

1. Request any organisation or third party to provide any gift or entertainment expense to the *Stakeholder*;
2. Accept invitations to pre-paid events over consecutive days or for pre-paid travel/accommodation unless previously approved by management;
3. Exchange any gift or entertainment expense to any *Governmental Official* or any other person, where that *Official* or other person is in the process of making important decisions that will directly impact (whether positively or adversely) *Adaptalift's* business;
4. Offer or receive any gift or entertainment expense that would exceed normal business courtesy or which is given/received in breach of *Adaptalift's* guiding principle; and/or
5. Offer or receive any gift or entertainment expense unless prior approval has been sought from *Adaptalift* (where required and having regard to the approval requirements below).

Any practice or conduct in breach of the above constitutes, or may constitute, *Corruptive Practices*.

If you are unsure whether conduct constitutes or may constitute a *Corruptive Practice*, **don't** engage in the practice and immediately speak to *Adaptalift* management.

#### 4. APPROVAL AND REPORTING REQUIREMENTS

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##### Approval Requirements

Because of the severity and potential **criminal consequences** of a *Facilitation Payment*, *Adaptalift* have implemented different approvals depending on whether or not the gift is to be made to or received from a *Governmental Official*.

##### Involvement of a Governmental Official

| Category No. | Total Value of Gift / Entertainment Expense                      | Approval Required?                        |
|--------------|--|---|
| 1            | A\$0 – A\$50   | No (unless falls within Category 3 below) |
| 2            | A\$51 or greater   | Yes                                       |
| 3            | Any value that may be perceived as a <i>Facilitation Payment</i> | Yes                                       |

##### No Involvement of a Governmental Official

| Category No. | Total Value of Gift / Entertainment Expense | Approval Required?                      |
|--------------|---|---|
| 4            | A\$0 – A\$500                               | No <sup>1</sup>                         |
| 5            | A\$501 – A\$1,000                           | Yes – Senior Management <sup>2</sup>    |
| 6            | A\$1,000 or greater                         | Yes – Senior Management or Board Member |

##### Reporting Requirements

##### Involvement of a Governmental Official

**All** gifts or entertainment expenses made to or received from a *Governmental Official* – regardless of value and regardless of whether approval is required or not – **must** be reported to your reporting Manager.

#### 5. AUDITING AND ENSURING COMPLIANCE

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All expenditure incurred by *Adaptalift* employees must be inputted and coded on *Adaptalift's* expenditure website (Flexipurchase) and **must** have receipts attached.

<sup>1</sup> Provided you have previously been given authority by your reporting Manager to make such expenditure. If you have not previously been given authority to make such expenditure, your reporting Manager's approval is required

<sup>2</sup> See definition

*Adaptalift's* Accounts and Finance Department will conduct regular (at least bi-annual) review of Flexipurchase and company expenditure associated with gifts and, together with *Adaptalift's* General Counsel, will undertake ad hoc random checks of reported expenditure.

More frequent reviews by the General Counsel or Company Secretary may be conducted at their sole discretion.

A report of company expenditure associated with gifts will be made to the Board annually.

We encourage all *Stakeholders* to report any actual or suspected violation of this *Policy*. A report can be made confidentially under *Adaptalift's* **Whistleblower Policy**.

A breach of this *Policy* – or a failure to report or making a deliberately false and misleading report – will be treated by *Adaptalift* as a serious breach and a major dereliction of duty. Disciplinary action may extend to a reprimand, warning or contract termination. If the breach is of a nature that may conflict with any *ABC Laws*, a formal referral to law enforcement agencies may be made.