

# Anti-Bribery and Corruption Policy

August 2024

## Purpose

This policy applies to all employees and officers of the Enero Group, and to temporary workers, consultants, contractors, agents and subsidiaries including but not only BMF Advertising Pty Ltd, Orchard Marketing Pty Limited, Hotwire Australia Pty Ltd, Hotwire Global Communications Pte. Ltd. (Singapore), The Hotwire Public Relations Group Limited (UK), Hotwire Public Relations Group LLC (US), OBMedia LLC (US), Hotwire Public Relations Germany GmbH, Hotwire Public Relations France SARL, Hotwire Public Relations Spain SL and Hotwire Public Relations Italy Srl acting for, or on behalf of, the Enero Group globally ("associated person(s)").

Enero is committed to the highest standards of ethical conduct and integrity and to ensuring that its employees and associated persons act in compliance with all applicable laws of the countries in which the Enero Group operates globally. This expressly includes compliance with all laws prohibiting improper payments or inducements to any person, including public officials.

Every employee and associated person acting for, or on behalf of, the Enero Group is responsible for maintaining the highest standards of business conduct. Any breach of this policy is likely to constitute a serious disciplinary, contractual and criminal matter for the individual concerned and may cause serious damage to the reputation and standing of the Enero Group. The Enero Group may also face criminal liability for unlawful actions taken by its employees or associated persons.

The purpose of this policy is to:

- **Provide** information on how to recognize and respond to unethical and other improper conduct;
- **Explain** the responsibilities of Enero Group employees and associated persons to observe and report conduct; and
- **Specify** Enero Group's requirements in relation to any entertainment and gift giving to or from third parties.

All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the Enero Group.

## What is prohibited?

The Enero Group prohibits employees or associated persons from offering, promising, giving, soliciting or accepting any bribe. The bribe might be cash, a gift or other inducement to, or from, any person or organisation, whether a public or government official, official of a state-controlled industry, political party or a private person or organisation, regardless of where the employee or associated person is situated globally.

The bribe might be made to ensure that a person or organisation improperly performs duties or functions (for

example, by not acting impartially or in good faith or in accordance with their position of trust) to gain any commercial, contractual or regulatory advantage for the Enero Group in either obtaining or maintaining Enero Group business, or to gain any personal advantage, financial or otherwise, for the individual or anyone connected with the individual.

This prohibition also applies to indirect contributions, payments or gifts made in any manner as an inducement or reward for improper performance, for example through consultants, contractors or sub-contractors, agents or sub-agents, sponsors or sub-sponsors, joint-venture partners, advisors, customers, suppliers or other third parties.

### **Records**

Employees and, where applicable, associated persons, are required to take particular care to ensure that all Enero Group records are accurately maintained in relation to any contracts or business activities, including financial invoices and all payment transactions with clients, suppliers and public officials.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential supplier of services, agent, consultant or representative.

Employees and associated persons are required to keep accurate, detailed and up-to-date records of all corporate hospitality, entertainment or gifts accepted or offered.

### **Facilitation payments**

The Enero Group prohibits its employees or associated persons from making or accepting any facilitation payments. These are payments made to public officials for carrying out or speeding up routine procedures. Facilitation payments are distinct from an official, publicly available fast-track process. Facilitation payments, or offers of such payments, can constitute a criminal offence. Employees and associated persons are required to act with greater vigilance when dealing with government procedures overseas.

Where a public official has requested a payment, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to the Enero Group General Counsel.

If the public official provides written details the Enero Group General Counsel will consider the nature of the payment. Local legal advice may be sought by the Enero Group.

If it is concluded that the payment is a legitimate fee, for example part of a genuine fast-track process, or is permitted locally, the Enero Group will authorise the employee to make the payment.

Where the Enero Group General Counsel considers that the request is for a facilitation payment, the employee or associated person will be instructed to refuse to make the payment and notify the public official that the employee or associated person is required to report the matter to the Enero Group and potentially to local authorities.

The Enero Group will seek the assistance of the relevant employee in its investigation and may determine that

the matter should be referred to the prosecution authorities.

If an employee or associated person has any concerns about the nature of a request for payment, they should report it to Enero Group General Counsel.

### **Corporate entertainment, gifts, hospitality and promotional expenditure**

The Enero Group permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of the Enero Group; or
- to present the Enero Group's products and services effectively;

provided that it is:

- arranged in good faith; and
- not offered, promised or accepted to secure an advantage for the Enero Group or any of its employees or associated persons or to influence the impartiality of the recipient.

The Enero Group will authorise only reasonable, appropriate and proportionate entertainment and promotional expenditure.

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported immediately to your line manager. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees and associated persons may be asked to return the gifts to the sender or refuse the entertainment, for example where there could be a real or perceived conflict of interest. As a general rule, small tokens of appreciation of low financial value, such as flowers or a reasonably priced bottle of wine, may be retained by employees.

If an employee or associated person wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from their line manager is required, together with details of the intended recipients, cost of gift, reasons for the gift and business objective. These will be authorised only in limited circumstances.

Employees and, where applicable, associated persons must supply records and receipts, in accordance with the Enero Group's expenses policy.

### **Charitable and political donations**

The Enero Group considers that charitable giving can form part of its wider commitment and responsibility to the community. The Enero Group supports a number of charities that are selected in accordance with objective criteria, following a risk assessment. The Enero Group may also support fundraising events involving employees.

Interactions with politicians and public officials related to Enero Group's business activities must maintain an arm's length professional relationship to avoid any perception of seeking improper advantage.

Enero Group does not make political donations, either monetary or in-kind, to any political party, official, committee, candidate or government representative. The company may make payments for attendance at

political events or conferences. Any paid engagements with major political parties require pre-approval from the Enero Group CEO and disclosure as mandated by law.

Enero Group respects employees' personal rights to participate in political processes and make personal political contributions separate from their roles at Enero Group.

### **Undisclosed Commissions and Improper Payments**

Enero Group prohibits undisclosed commissions, kickbacks, or other improper payments. An undisclosed commission occurs when an agent, employee of a supplier/customer receives an undisclosed benefit to improperly influence business dealings or terms with Enero Group. These are often referred to as 'kickbacks'.

This policy and applicable laws forbid Enero Group employees from offering, authorising, or providing undisclosed commissions to any government official or private party.

Employees are also prohibited from requesting or accepting undisclosed commissions.

### **What practices are permitted?**

This policy does not prohibit:

- normal and appropriate hospitality and entertainment with clients; and
- the use of any recognised fast-track process that is publicly available on payment of a fee.

Any such practices must be proportionate, reasonable and made in good faith. Clear records must be kept.

### **Risk Management**

The Enero Group has established detailed risk management procedures to prevent, detect and prohibit bribery. The Enero Group will conduct risk assessments for each of its key business activities on a regular basis and, where relevant, will identify employees or officers of the Enero Group who are in positions where they may be exposed to bribery.

#### Maintaining Accurate Records and Work Within Enero Group's Systems

Enero Group maintains internal accounting controls and financial systems that accurately reflect transactions with external parties, identifying the entities, payment arrangements, and purpose of all transactions.

Enero Group employees must conduct and record transactions with external parties accurately and within the company's financial systems.

No accounts may be kept "off the books".

#### Identifying risks

The Enero Group will identify high-risk areas, for example projects undertaken in high-risk countries, tenders for work and those working on high-value projects. Employees and associated persons may be required to complete a bribery risk assessment form when commencing a new project.

The Enero Group will:

- regularly monitor "at risk" employees and associated persons;
- regularly communicate with "at risk" employees and associated persons;

- undertake extensive due diligence of third parties and associated persons; and
- communicate its zero-tolerance approach to bribery to third parties, including actual and prospective customers, suppliers and joint-venture partners.

## **Reporting suspected bribery**

The Enero Group depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the Enero Group and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns that they may have to the Enero Group General Counsel as soon as possible.

Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

## Procedure

A form is available from [generalcounsel@enero.com](mailto:generalcounsel@enero.com) to allow employees to record any incidents of suspected bribery. Any such reports will be thoroughly and promptly investigated by the Enero Group General Counsel in the strictest confidence. Employees and associated persons will be required to assist in any investigation into possible or suspected bribery.

Employees or associated persons who report instances of bribery in good faith will be supported by the Enero Group and the relevant jurisdictional Whistleblowing Policy and procedures may be invoked.

The Enero Group will ensure that the individual is not subjected to detrimental treatment as a consequence of their report. Any instances of detrimental treatment by a fellow employee because an employee has made a report will be treated as a disciplinary offence. An instruction to cover up wrongdoing is itself a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees and associated persons should not agree to remain silent. They should report the matter to their line manager or Enero Group General Counsel.

When an individual reports suspected instances of bribery, the Enero Group will process any personal data collected in accordance with its data protection policy. Data collected from the point at which the individual makes the report is held securely and accessed by, and disclosed to, individuals only for the purposes of dealing with the report of bribery.

## **Third Parties**

Enero Group expects all third parties it engages with (e.g. suppliers) to uphold high ethical standards, respect Enero Group's values, and comply with applicable anti-bribery and anti-corruption laws.

Enero Group employees must ensure appropriate due diligence screening of third parties before engagement,

including risk assessments based on factors such as country, potential partners, and project nature. Documentation should be retained for at least 7 years. Any legitimacy concerns about a third party must be discussed with the Enero Group General Counsel prior to engagement.

"Red flags" that may indicate potential anti-bribery/corruption law violations when dealing with third parties include:

- Public official recommends hiring a specific third party;
- Proposed compensation is unreasonably high;
- Unusual payment requests (offshore, unknown parties, multiple accounts, etc.);
- Lack of qualifications for expected services;
- Heavy reliance on political/government contacts instead of skills;
- Unwillingness to comply with anti-corruption laws;
- High corruption risk country; or
- Repeatedly using the same third party without justification.

Enero Group employees must remain vigilant for these red flags and promptly report any concerns through proper channels. This policy will be provided to third parties on request

### **Action by the Enero Group**

The Enero Group will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The Enero Group will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. The Enero Group may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Enero Group who are found to have breached this policy.

The Enero Group may also report any matter to the relevant authorities, including the police. The Enero Group may provide assistance to the relevant authorities in any subsequent prosecution.

### **Global Remit**

Because the Enero Group is a global network of business it must comply with anti-corruption and bribery laws of many countries. In some countries where the Enero Group operates, the anti-corruption laws have global application (for example, the US Foreign Corrupt Practices Act ("FCPA") and the UK Bribery Act 2010 (the "Bribery Act"). The primary focus of some of these laws, including the FCPA, is to prohibit improper inducements to "foreign" Public Officials or in connection with international business transactions. However, the laws of many countries, including most (if not all) of the countries in which the Enero Group operates, also prohibit the bribery of "domestic" Public Officials. Moreover, numerous countries have adopted "commercial" bribery laws which, in essence, prohibit the offering, promising, or giving to persons in the private sector of any inducements or reward for the improper performance of any function or activity. The request for, agreement to receive, or acceptance of any such inducement or reward is also prohibited.

Specifically, the FCPA and the Bribery Act have wide territorial application but they are not unique in operating on an extraterritorial basis. All US citizens are subject to prosecution under the FCPA, even if the bribery offense occurred entirely outside the United States. The nationals of other countries may also be prosecuted under the

FCPA if the conduct amounting to the bribery offense has a connection with the United States. Under US law, any Enero Group employee or associated person who commits a bribery offense contrary to the FCPA will also expose the Enero Group to the risk of prosecution. Pursuant to the Bribery Act, all UK citizens, persons who are ordinarily resident in the UK as well as companies and partnerships which are incorporated or formed in the UK, may be prosecuted in the UK for bribery offenses, even if those offenses were committed wholly outside the United Kingdom. Furthermore, if an Enero Group employee or associated person commit a bribery offense anywhere in the world, the Enero Group may be prosecuted in the UK courts for failing to prevent that bribery from occurring.

Enero Group employees and associated persons are not expected to become experts in the anti-corruption laws applicable to them. They should, however, be aware of the circumstances when corruption concerns may arise as a result of anti- corruption laws of their own and other jurisdictions and adjust their behaviour accordingly. If in doubt, they should seek guidance from the relevant Anti-Corruption Partner or Anti-Corruption Compliance Officer appointed by their business. If they are unsure, they should contact the Enero Group General Counsel ([generalcounsel@enero.com](mailto:generalcounsel@enero.com)).

### **Education and Training**

The Enero Group will regularly communicate its anti-bribery measures to employees and associated persons. The Enero Group will set up training sessions where applicable. The Enero Group General Counsel is responsible for the implementation of this policy.

The Enero Group General Counsel will monitor and review the implementation of this policy and related procedures on a regular basis, including reviews of internal financial systems, expenses, corporate hospitality, gifts and entertainment policies.

Employees and those working for, or on behalf of, the Enero Group are encouraged to contact the Enero Group General Counsel with any suggestions, comments or feedback that they may have on how these procedures may be improved.

The Enero Group reserves the right to amend and update this policy as required. For the avoidance of doubt, this policy does not form part of employees' contracts of employment.

### **Questions**

Any questions about this Policy should be raised with the Enero Group General Counsel ([generalcounsel@enero.com](mailto:generalcounsel@enero.com)).

### **Revision History**

Revision #	Date
1	July 2019
2	August 2024