SEEK Anti-Bribery and Corruption Policy

SEEK APAC

1. Purpose

SEEK is committed to conducting business in an honest, ethical and accountable way. Our people build trust and support each other to succeed. We comply with all applicable anti-bribery and anti-corruption laws.

Anti-bribery and anti-corruption laws apply in all countries in which SEEK operates. Some applicable laws, including those in the United States, United Kingdom and Australia apply to SEEK's conduct anywhere in the world. Where local laws set a lower standard than this Anti-Bribery and Corruption Policy (**Policy**), this Policy applies.

Bribery, Corruption and related improper conduct are serious criminal offences which may expose both SEEK and the individuals involved to criminal prosecution, significant fines, imprisonment and civil liability. Significant reputational damage may also result if SEEK is involved in Bribery or Corruption. Breaching this Policy is regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

The purpose of this Policy is to:

- provide information on how to recognise and respond to Bribery, Corruption and related improper conduct;
- explain the responsibilities of employees and others covered by this Policy to observe the prohibition on Bribery, Corruption and related improper conduct;
- set out SEEK's requirements for giving or receiving gifts, hospitality and entertainment to or from external parties (including Government Officials); and
- set out SEEK's requirements for checking relevant third parties for Bribery and Corruption risks before engaging them.

Capitalised terms used in this Policy are defined in section 8.

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3. Scope and application

3.1. Who this Policy covers

This Policy applies to all SEEK owned or controlled businesses (including JobAdder and Sidekicker).

a) **SEEK Employees:** This Policy applies to:
- SEEK employees (including permanent, fixed term, temporary, casual and contracted);
- SEEK Limited directors and officers; and
- contractors, consultants, secondees, interns, volunteers and temporary staff.

b) **SEEK Associates**: This Policy applies to agents, intermediaries and other third parties that represent SEEK, act on SEEK's behalf or otherwise perform services for or on behalf of SEEK.

3.2. Use of personal funds

The prohibitions in this Policy extend to using personal funds. SEEK Employees and SEEK Associates cannot use personal funds to do something this Policy prohibits.

4. Roles and Responsibilities

Role	Responsibility
SEEK Limited Board (**Board**) (supported by the Audit and Risk Management Committee (**ARMC**), as outlined in their respective Charters)	• Oversee SEEK's anti-bribery and corruption compliance program effectiveness. • Receive reports on material breaches of this Policy. • Ensure appropriate resources and support for the anti-bribery and corruption compliance program. • Approve this Policy and material amendments. • Any other responsibilities set out in the relevant Charter.
SEEK Compliance Officer (currently held by the Company Secretary	• Monitor the implementation of this Policy and review its effectiveness periodically. • Recommend updates to the ARMC and Board as appropriate to reflect changes to relevant laws, regulations or SEEK's business operations.

and Head of Governance)	• Ensure appropriate investigations of suspected breaches of this Policy are undertaken and report material breaches to the ARMC and Board. • Arrange training on how to recognise and respond to Bribery and other improper conduct for SEEK Employees in relevant roles. • Ensure procedures are put in place for anti-bribery and corruption third party due diligence and advise on appropriate controls for medium and high risk third parties. • Review gift and entertainment registrations and administer the External Gifts and Entertainment Register.
SEEK managers and leaders	• Promote awareness and understanding of this Policy among their teams. • Model ethical conduct and encourage a 'speak-up' culture. • Ensure their teams comply with this Policy and related documents. • Escalate any reports, concerns or red flags relating to the matters contained in this Policy to the SEEK Compliance Officer. • Not retaliate against anyone who raises concerns in good faith.
All SEEK Employees and SEEK Associates	• Understand and comply with this Policy and related documents. • Not engage in conduct that may constitute Bribery, Corruption or other improper conduct. • Report any actual or suspected breaches of this Policy (see section 6 for reporting channels). • Undertake the anti-bribery and corruption training through SEEK Fundamentals upon induction and every two years (and other training required based on role).

5. Policy Requirements

5.1. Bribery and Corruption

5.1.1. What is Bribery

Bribery occurs when someone provides, offers, promises, accepts or solicits, directly or indirectly, a Benefit to improperly influence a person in the performance of their duties, or to gain a commercial, contractual, regulatory or personal advantage.

5.1.2. What is Corruption

Corruption includes Bribery, as well as other dishonest or fraudulent conduct such as secret commissions, kickbacks, facilitation payments, undisclosed conflicts of interest, theft, fraud and money laundering.

5.1.3. Prohibition and high-risk situations

SEEK Employees and SEEK Associates must not commit or be involved in Bribery, Corruption or other improper conduct.

Particular care should be taken in high-risk situations, including:

- during negotiations, tender processes or purchasing decisions;
- in dealings involving Government Officials and regulators (e.g. regulatory approvals, licences, government/regulator customers) (see sections 5.2 and 5.4);
- when engaging or dealing with third parties who represent SEEK or act on SEEK's behalf (including agents, brokers, distributors, resellers, referral partners, consultants and contractors) (see section 5.7);

- in markets, industries or transactions where Corruption risk is elevated (e.g. government procurement, licensing, permits or market entry); and
- when offering or receiving gifts, hospitality, entertainment, donations or sponsorships (see sections 5.3 to 5.5).

5.2. Facilitation payments

Facilitation payments are unofficial payments that are not required by law, but that are made to Government Officials to ensure or speed up the performance of routine governmental actions (e.g. processing visas, licences, work permits, utilities connections or customs clearance).

SEEK Employees and SEEK Associates are prohibited from making facilitation payments or permitting external parties to make facilitation payments on SEEK's behalf.

The only exception is where there is a genuine, immediate and credible threat to personal health, safety or liberty. Any such payment must be:

- the minimum amount necessary to address the immediate threat;
- reported immediately to the SEEK Compliance Officer; and
- accurately recorded in SEEK's books and records with a full explanation of the circumstances.

5.3. Gifts, hospitality and entertainment

5.3.1. Prohibition on gifts and entertainment

SEEK prohibits the offering or acceptance of gifts, hospitality or entertainment where this may give rise to undue influence or improperly influence decision making. Tenders, contract negotiations and business decisions are examples of situations where this risk is elevated.

Without limiting this general prohibition, SEEK acknowledges that, in appropriate circumstances, hospitality and entertainment of moderate value can strengthen business relationships and may be common business practice. Accepting and offering modest gifts may also reflect a customary acknowledgement of a business relationship.

5.3.2. External Gift & Entertainment Guidelines

The External Gift & Entertainment Guidelines (G&E Guidelines) set out:

- principles for assessing appropriateness of giving or receiving gifts, entertainment or hospitality;
- financial thresholds and pre-approval requirements (including cumulative value over 12 months);
- specific rules for Government Officials, travel, accommodation, cash and cash equivalents (e.g. gift cards); and
- additional considerations for marketing and sales events involving external parties.

Gifts, hospitality and entertainment may be provided or accepted by SEEK Employees if they comply with the G&E Guidelines. Before giving or receiving any gift, entertainment or hospitality, SEEK Employees must:

- review the requirements under the G&E Guidelines;
- obtain any required prior written approval; and

- if required, register the gift, entertainment or hospitality in the External Gifts and Entertainment Register (G&E Register).

In addition to the G&E Guidelines, there may be further guidance provided from time to time (that applies in all or specific situations or locations).

5.4. Government Officials and political donations

5.4.1. Dealings with Government Officials

Extra caution is required when dealing with Government Officials. Dealings with Government Officials which relate to SEEK and its business activities must be conducted at arm's length and with the utmost professionalism to avoid any perception of attempting to gain an advantage.

Any gift, entertainment or hospitality or any other Benefit involving a Government Official requires prior written approval from the SEEK Compliance Officer, whether given or received and regardless of value.

SEEK Employees and SEEK Associates must not:

- offer, promise or give any Benefit to a Government Official to influence the official to perform their duties improperly, or to secure or retain business or any advantage for SEEK; or
- accept any Benefit from a Government Official in circumstances where it may (or could reasonably be perceived to) influence SEEK's business decisions or actions.

5.4.2. Political donations

SEEK does not make donations (either in cash or in-kind) directly or indirectly to any political party, political party official, election committee, political candidate or Government Official where this constitutes or may constitute a political donation.

Any payment, gift or activity involving such parties requires pre-approval by the SEEK Chief Executive Officer and the SEEK Compliance Officer and disclosure on the G&E Register. This includes attendance at a political event or conference or paying to attend business engagement forums held by such parties.

SEEK respects the rights of SEEK Employees and SEEK Associates to participate in a personal capacity in the political process and make personal political contributions.

5.5. Charitable donations and sponsorships

SEEK makes donations and provides sponsorships through approved corporate programs, for example matching donations in SEEK's Small Change program and donations through SEEK's fair hiring program.

A donation requested by a customer or supplier to a third party, such as a charity, may be perceived as an indirect benefit for that person intended to obtain or retain business or an undue advantage for SEEK.

SEEK Employees and SEEK Associates must not make donations using SEEK funds or on behalf of SEEK. Any exception to this prohibition requires approval in accordance with the External Gift and Entertainment Guidelines for low value donations for limited purposes.

Prior to seeking approval of an exception and making payment, appropriate due diligence must be conducted to verify the legitimacy of any charity or organisation and to ensure it is not a front for improper payments or linked to a Government Official.

5.6. Secret commissions, kick-backs and other improper payments

A secret commission is an undue benefit which arises, for example, when an agent or employee of a supplier to SEEK or a SEEK customer receives a commission which they do not disclose to their principal or management in order to improperly use their position to obtain or retain business for SEEK or provide better terms for SEEK. These are often referred to as 'kick-backs'.

This Policy and the law in most countries prohibit SEEK Employees and SEEK Associates from offering, authorising or providing secret commissions to any Government Official or private individual or entity and from requesting or receiving secret commissions.

5.7. Third parties

5.7.1. Relevant third parties

SEEK may be liable under anti-bribery, anti-corruption and other laws if a third party (including SEEK Associates) offers or gives a Benefit to another person to obtain an improper advantage for SEEK, even if SEEK did not authorise or know about the conduct.

5.7.2. Anti-Bribery and Corruption Third Party Due Diligence Procedure

SEEK Employees must consider anti-bribery and corruption risks before engaging any SEEK Associate or other third party that may create a Bribery or corruption risk for SEEK.

The Anti-Bribery and Corruption Third Party Due Diligence Procedure sets out the requirements and approach for conducting this due diligence. If any issues of concern or 'red flags' are identified by this due diligence, the SEEK Compliance Officer must be informed. The SEEK Compliance Officer will then work with the relevant leader to determine if it is appropriate for the third party to be retained, or if a more detailed review is required.

SEEK Employees must also maintain ongoing oversight and monitoring of the services provided by third parties (including SEEK Associates) they engage and report any suspicious or inappropriate behaviour or transactions to the SEEK Compliance Officer.

For more information on the requirements and controls, including use of appropriate anti-bribery and corruption clauses in third party contracts, refer to the Anti-Bribery and Corruption Third Party Due Diligence Procedure.

5.8. Books and records

5.8.1. Maintaining accurate books and records

SEEK maintains internal accounting controls and finance systems. These accurately reflect transactions with external parties, identifying the parties, the payment arrangements and the purpose of all transactions.

SEEK Employees must conduct and record all transactions with external parties accurately, completely and transparently in SEEK's books and records (including financial systems and governance registers) in a timely manner. This includes gifts, entertainment, hospitality, donations, sponsorships, payments to third parties and other business expenses.

Penalties apply under the applicable anti-corruption and anti-bribery laws for inaccurate books and records.

5.8.2. Prohibited conduct

SEEK Employees must not:

- create, maintain or use any accounts kept 'off the books';
- make any false, misleading, incomplete or inaccurate entries in SEEK's books, records or systems;
- falsify, destroy, alter or conceal any accounting document, record, invoice, expense claim or other financial document;
- approve or make any payment knowing or suspecting that any part may be used for Bribery, Corruption or other improper purposes;
- mischaracterise the nature or purpose of a transaction (e.g. recording a bribe as a legitimate consulting fee or gift); or
- otherwise circumvent or override SEEK's financial, approval or accounting controls.

5.8.3. Payment documentation, approval and controls

All payments made by or on behalf of SEEK must be:

- supported by appropriate documentation (e.g. invoices, receipts, approvals, business justification);
- approved in accordance with SEEK's Financial Delegations of Authority;
- made to the correct legal entity (payments to third-party accounts or accounts in different names require prior approval from Finance following their verification processes); and
- subject to appropriate controls (including segregation of duties and periodic review).

6. Reporting violations

Bribery, Corruption and other improper conduct are serious. SEEK Employees and SEEK Associates must report any actual or suspected breaches of this Policy. Reporting channels, protections and investigation processes are set out in the SEEK Whistleblower Protection Policy.

7. Training, accessibility and review

SEEK provides training on this Policy to all employees. This Policy is available on SEEK's employee intranet (SEEKernet) and SEEK's corporate website. SEEK reviews this Policy periodically to check it is operating effectively and whether any changes are required.

8. Definitions

Term	Definition
Benefit	Means money, cash equivalent (e.g. gift cards), gifts, loans, fees, rewards, hospitality, entertainment, travel, accommodation, employment, contract opportunities, business opportunities, donations, sponsorships or anything else of value.
Bribery	Means offering, promising, giving, accepting or soliciting a Benefit, directly or indirectly, to improperly influence a person in the performance of their duties, or to gain a commercial, contractual, regulatory or personal advantage. Bribery includes giving or receiving a Benefit with an improper purpose, or where the circumstances would create a reasonable perception of improper influence.

Term	Definition
	While a bribe may involve a monetary payment or offer, it covers anything of value such as: • cash or cash equivalents (e.g. gift vouchers or loans); • gifts, hospitality, entertainment and travel; • charitable or political donations; • offers of employment; or • the provision of favours (e.g. discounted or 'free' SEEK product or use of SEEK's services, facilities or property).
Corruption	Includes Bribery, as well as other dishonest or fraudulent conduct such as secret commissions, kickbacks, facilitation payments, undisclosed conflicts of interest, theft, fraud and money laundering.
Government Official	Means anyone regardless of rank or title who is: • elected or appointed government representative (national, state, territory or local); • employee, officer or contractor of a government department, agency or authority; • employee, officer or contractor of a government-controlled or state-owned entity; • employee or representative of a public international organisation (such as the United Nations, the World Bank or the International Monetary Fund); • member of the executive, judiciary, magistracy or legislature; • official, candidate or representative of a political party; • person performing duties under a law, custom or convention of a country or region; or • member of a royal family or traditional leadership role where that role involves government functions.

9. Further information

Questions may be directed to the SEEK Compliance Officer at compliance@seek.com.au.