

ANTI-BRIBERY POLICY



INTRODUCTION AND PURPOSE

Apprenticeships Are Us Ltd is committed to operating in accordance with all applicable laws and regulations and in accordance with the highest standards of ethical behaviour at all times.

As part of this commitment, Apprenticeships Are Us Ltd prohibits any activity that seeks to bribe or otherwise improperly influence a Public Official, or any other individual or entity in the public or private sector, to act (or omit to act) in a way that differs from the proper performance of their role or function.

This policy aligns with Apprenticeships Are Us Ltd's (ARU) commitment to complying with the *Commonwealth Criminal Code Act 1995 (Cth)*, *ACNC Governance Standards*, and the *National Standards for Group Training Organisations (GTOs)*. ARU upholds the highest standards of ethical behaviour to prevent bribery, corruption, and related improper conduct in all of its activities.

THIS POLICY

- (a) sets out the responsibilities of Apprenticeships Are Us Ltd.'s Board, Management and Staff in complying with Apprenticeships Are Us Ltd.'s prohibition on bribery and related improper conduct; and
- (b) provides guidance on recognising and addressing instances of bribery and related improper conduct.

APPLICATION OF THE POLICY

This Policy applies to all directors, officers and employees of Apprenticeships Are Us Ltd and any subsidiaries, contractors, distributors, consultants, agents and other individuals or entities that are effectively controlled by Apprenticeships Are Us Ltd or act on its behalf (either directly or indirectly). This Policy also applies to all directors, officers, and employees of Apprenticeships Are Us Ltd, as well as contractors, distributors, consultants, agents, and other entities that act on behalf of Apprenticeships Are Us Ltd, regardless of their geographic location.

It is the responsibility of all Apprenticeships Are Us Ltd.'s personnel to understand and comply with this Policy and to follow the reporting requirements set out in this Policy.

The Manager of each team is responsible for ensuring awareness throughout the Business Unit and Office of the requirements of this Policy.

Any queries regarding the application of this Policy in any circumstance should be directed to your direct Manager and/or the Managing Director (MD).

Overall responsibility for the administration of this Policy, including the implementation and monitoring of the Policy, lies with the MD.

GOVERNANCE STANDARDS

This Policy applies to all ARU directors, officers, employees, and representatives, and extends to third parties including contractors, suppliers, agents, and distributors. ARU adheres to the *ACNC Governance Standards* which ensure that all responsible persons meet their obligations under this Policy, acting with integrity and transparency in all business dealings.

LAWS COVERED BY THE POLICY

Laws prohibiting bribery and the other types of improper payments covered by this Policy apply in all of the countries in which Apprenticeships Are Us Ltd has operations and/or engages in trading activities.

This policy adheres to the *Commonwealth Criminal Code Act 1995 (Cth)*, which prohibits bribery and corrupt practices both domestically and internationally and complies with the *ACNC Governance Standards*. These laws

hold ARU and its personnel liable for improper conduct within Australian jurisdiction and internationally when applicable.

In addition, a number of these laws, such as the *Foreign Corrupt Practices Act (FCPA)* in the United States, the *Bribery Act 2010* in the United Kingdom, and the *Commonwealth Criminal Code* in Australia, have extraterritorial reach. This means that, for instance, under Australian law, an Australian citizen, resident, or company may be prosecuted in Australia where the relevant activity occurred entirely overseas. In addition, where the activity occurred in Australia, a non-Australian citizen, resident, or company may be liable under Australian law. These laws apply to Apprenticeships Are Us Ltd as well as individuals working for and on behalf of Apprenticeships Are Us Ltd.

This means that Apprenticeships Are Us Ltd and/or Apprenticeships Are Us Ltd.'s personnel may be found liable in the country where the offending conduct occurs or in their home jurisdiction. For sake of clarification Apprenticeships Are Us Ltd only operates domestically within the Commonwealth of Australia.

Under the Commonwealth Criminal Code Act 1995 (Australia), bribery and corrupt practices can result in significant penalties, including imprisonment for individuals and substantial fines for both individuals and corporations.

SUMMARY OF THE POLICY

Apprenticeships Are Us Ltd prohibits bribery and the making of other unlawful or improper payments that seek to improperly influence any individual or entity in the performance of their role or function.

This Policy prohibits the following types of improper payments and conduct:

- a) bribery of a Public Official or any other individual or entity in the public or private sector.
- b) the making of facilitation payments.
- c) the offering, making, soliciting, or receiving of secret commissions.
- d) the giving or receiving of gifts and/or entertainment which is not in accordance with this Policy.
- e) money laundering.
- f) the encouragement, authorisation or facilitation of bribery or other related improper conduct by another person, such as an agent or representative of Apprenticeships Are Us Ltd; and
- g) false, misleading, incomplete, or inadequate accounting or books or record-keeping.

The Policy requires that you:

- a) conduct appropriate due diligence on relevant third parties prior to engaging with such third parties (such as agents, distributors, other contractors, proposed joint venture partners and merger or acquisition targets);
- b) ensure that the standards of conduct set out in the Policy are clearly communicated to relevant third parties, and are incorporated in contracts with such parties, as authorised by the MD;
- c) maintain accurate and transparent books and records and ensure that all expenditure is appropriately recorded; and
- d) report any suspected or actual conduct in breach of this Policy to your direct Manager and/or MD or those nominated within the Apprenticeships Are Us Ltd.'s Whistle Blowers Policy.

PUBLIC OFFICIALS

For the purposes of this Policy, Public Officials include:

- a) an employee, official or contractor of a government body or a wholly or partially state or Commonwealth of Australia owned enterprise.

- b) a person in the service of a governmental body.
- c) a politician, judge, or member of the legislature of a state or the Commonwealth of Australia.
- d) an individual who is or who holds himself or herself out to be an authorised intermediary of a Public Official.
- e) a political party, party official or candidate for public office.
- f) a commercial entity, or the directors, officers, or employees of a commercial entity, in which a government body has a significant ownership interest or over which it otherwise exerts control.

PROHIBITION ON BRIBERY

Bribery involves offering, giving, or receiving anything of value (monetary or otherwise) to improperly influence an individual in a professional capacity. Under Australian law, including the *Foreign Corrupt Practices Act* and *Commonwealth Criminal Code*, this includes payments or benefits provided to Public Officials or private sector employees. Facilitation payments, even when common practice, are strictly prohibited under this policy.

Apprenticeships Are Us Ltd prohibits the giving, offering, promising, authorising, accepting or requesting of a bribe.

Bribery involves giving, offering, or promising a benefit (monetary or otherwise) to a person where the benefit:

- a) is not legitimately due.
- b) is given or offered with the intention of influencing a Public Official or person within the public or private sector in the exercise of their duties or functions; and
- c) is given or offered with the intention of obtaining or retaining business or a business advantage for Apprenticeships Are Us Ltd that is not legitimately due.

Whether the person sought to be influenced works in the public or private sector is irrelevant. The relevant laws apply to the bribery of Public Officials as well as bribery in relation to any commercial transaction in the private sector.

Bribery can involve offering or providing the benefit directly to the person sought to be influenced, or doing so indirectly, for instance:

- a) by procuring an agent or other intermediary to provide or offer the illegitimate benefit to the person sought to be influenced; or
- b) by giving the illegitimate benefit to a relative or business associate to the person sought to be influenced, or to a political party or charitable organisation with which the person is associated.

It is irrelevant whether the bribe is accepted or ultimately paid. Merely offering the bribe is a contravention of this Policy and usually is sufficient for an offence to be committed; further, business or a business advantage does not need to be obtained or retained for an offence to have been committed.

PROHIBITION ON FACILITATION PAYMENTS

Apprenticeships Are Us Ltd prohibits the making of facilitation payments by Apprenticeships Are Us Ltd.'s personnel.

Facilitation payments are typically minor unofficial payments to Public Officials either directly or indirectly to expedite or secure the performance of routine government action (for example, to facilitate state or Commonwealth grants for the benefit of Apprenticeships Are Us Ltd regardless of if it was a flow on benefit for Apprenticeships Are Us Ltd.'s beneficiaries aligned with its charitable purpose).

If asked by a Public Official for a facilitation payment or told that one is required for the routine government service to be obtained, or to be obtained by a particular time, you should firmly state that it is Apprenticeships Are Us Ltd.'s

Policy that no such payment can be made. If pressed, you should refuse to make the payment and inform your direct Manager for the request/demand as appropriate.

Facilitation payments are strictly prohibited by Apprenticeships Are Us Ltd. If an employee is asked for a facilitation payment, they must immediately refuse and report the request to their direct manager. Under no circumstances should such payments be made, even if it is common practice in certain regions.

PROHIBITION ON SECRET COMMISSIONS

Apprenticeships Are Us Ltd prohibits the paying or receiving of secret commissions to any person or entity, including any private party or Public Official. It is also an offence in Australia, the United Kingdom, and most countries around the world to pay a secret commission.

Secret commissions arise where a person who is the agent or representative of another person or entity takes or solicits a commission from a third party without disclosing that commission to their principal. The secret commission is given as an inducement to the agent or representative to use their position to influence the conduct of their principal's business. This would include, for instance, making a payment to an agent of a customer of Apprenticeships Are Us Ltd, where that agent does not disclose the payment to the customer and, in return, the agent facilitates favourable commercial terms for Apprenticeships Are Us Ltd with that customer.

Under the *Criminal Code Act 1995 (Cth)*, ARU strictly prohibits facilitation payments and secret commissions. Facilitation payments, even if minor, are illegal under Australian law and ARU personnel must not engage in such practices. Any instance of secret commissions—where an individual receives undisclosed payments to improperly influence their principal's business—will result in severe disciplinary action and legal consequences.

PROHIBITION ON IMPROPER GIFTS AND ENTERTAINMENT

Apprenticeships Are Us Ltd prohibits the giving or receiving of gifts or entertainment in circumstances which could be considered to give rise to undue influence.

Gifts and entertainment must only be provided or accepted in accordance with the Apprenticeships Are Us Ltd.'s Gifts and Benefits Policy.

PROHIBITION ON MONEY LAUNDERING

Apprenticeships Are Us Ltd prohibits any form of money laundering in connection with its business activities.

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.

If you suspect that any transaction might involve the payment or receipt of proceeds of any unlawful activity, you should contact your manager, immediately.

APPLICATION OF THIS POLICY TO THIRD PARTIES: AGENTS, DISTRIBUTORS, INTERMEDIARIES AND SUPPLIERS

Apprenticeships Are Us Ltd engages with a broad range of third parties in a variety of circumstances. For the purposes of this Policy, 'third parties' include agents, distributors, intermediaries, suppliers, actual or potential clients, customers, consultants, advisers or other contractors.

In certain circumstances, Apprenticeships Are Us Ltd may be liable under anti-bribery or other laws for the improper conduct of these third parties.

Apprenticeships Are Us Ltd prohibits the provision of a benefit to a third party where it is expected or likely that some or all of that benefit will be provided or offered to another person, in order to obtain business or a business advantage that is not legitimately due.

Where Apprenticeships Are Us Ltd proposes to engage a third party to represent it or act on its behalf, it is important to implement appropriate controls to ensure that the actions of the third party will not adversely affect Apprenticeships Are Us Ltd.

Accordingly, when Apprenticeships Are Us Ltd is proposing to engage a third party, the MD must be informed so that they can determine the extent to which those controls apply.

Third-party relationships, including agents, contractors, and suppliers, must undergo thorough due diligence to mitigate bribery and corruption risks. In compliance with the *National Standards for Group Training Organisations (GTOs)*, ARU will implement background checks, financial audits, and compliance reviews to ensure third parties adhere to this policy.

Due diligence

Thorough due diligence must be conducted on all third parties before engagement to mitigate the risk of bribery or corrupt practices. This process should include background checks, financial audits, and reviews of the third party's reputation and compliance with anti-corruption laws.

Sufficient due diligence must be performed to ensure that it is appropriate for the third party to represent Apprenticeships Are Us Ltd or act on its behalf. If any issues of concern or 'red flags' are identified by this due diligence, they must be immediately raised with your direct Manager and the MD. Your direct Manager and MD will then determine if it is appropriate for the third party to be retained, or if further investigations or discussions with the third party are required prior to entering any such arrangement.

Standard contractual terms

Standard terms that incorporate the issues addressed by this Policy must be included in all contracts with third parties. Where a contract is to be entered into with a third party, the MD must be notified. The MD will then determine the appropriate standard terms (adapted as necessary) to be used. Any such contract must be authorised by the MD before execution. Depending on the nature and complexity of the contract terms the MD may reserve the right to seek advice from Apprenticeships Are Us Ltd appointed external legal counsel and further seek to join in the Apprenticeships Are Us Ltd.'s board in the due diligence findings, contract drafting and approval of the contract.

Oversight of third parties

Apprenticeships Are Us Ltd.'s personnel that engage third parties must maintain oversight of the work of those third parties (including, where appropriate, receiving progress reports and reviewing invoices and other documentation) in order to confirm that legitimate work is undertaken, and improper payments are not made. The identification of any "red flags" must be fully documented, reported to the MD and investigated.

JOINT VENTURES

Apprenticeships Are Us Ltd at times may be involved in a number of joint ventures in pursuit of its Charitable purpose.

Any joint venture that is effectively controlled by Apprenticeships Are Us Ltd through ownership, management or other involvement must comply with this Policy.

Apprenticeship Are Us Ltd is also committed to working with its joint venture partners to achieve the standards outlined in this Policy where Apprenticeships Are Us Ltd does not exercise effective control of the joint venture. This includes any joint venture with a partly or fully state or commonwealth owned enterprise. Apprenticeships Are Us Ltd will take such steps as are open to it to require that any such joint venture complies with the standards set out in this Policy.

Additionally, in respect of every joint venture arrangement, regardless of whether Apprenticeships Are Us Ltd exercises control over the entities concerned, Apprenticeships Are Us Ltd has procedures in place that aim to address the potential for bribery, or any other improper payments made in the course of the joint venture operations. These procedures include but are not limited to the following:

Due diligence

Sufficient due diligence must be performed to ensure that it is appropriate for the third party to represent Apprenticeships Are Us Ltd or act on its behalf. If any issues of concern or 'red flags' are identified by this due diligence, they must be immediately raised with your direct Manager and the MD. Your direct Manager and MD will then determine if it is appropriate for the third party to be retained, or if further investigations or discussions with the third party are required prior to entering any such arrangement.

Standard contractual terms

Standard terms that incorporate the issues addressed by this Policy must be included in all contracts with third parties. Where a contract is to be entered into with a third party, the MD must be notified. The MD will then determine the appropriate standard terms (adapted as necessary) to be used. Any such contract must be authorised by the MD before execution. Depending on the nature and complexity of the contract terms the MD may reserve the right to seek advice from Apprenticeships Are Us Ltd.'s appointed external legal counsel and further seek to join in the Apprenticeships Are Us Ltd.'s board in the due diligence findings, contract drafting and approval of the contract.

Responsibilities of Apprenticeships Are Us Ltd.'s personnel involved in the operations of joint venture partners

Apprenticeships Are Us Ltd.'s personnel and/or board members who are otherwise involved in the operations of joint venture partners should pay particular attention to signs of improper payments and should voice objections where appropriate. If Apprenticeships Are Us Ltd.'s personnel and/or board members become aware of evidence that a joint venture partner has engaged in improper payments, or might engage in such payments, that evidence must be reported to the MD.

MERGERS AND ACQUISITIONS

Apprenticeships Are Us Ltd is required to conduct due diligence on every proposed merger or acquisition target prior to entering into contractual arrangements with the target. Such due diligence must be undertaken in relation to both the past and current conduct of the proposed target.

Detailed records of the due diligence investigations must be kept, including a written due diligence report.

ACCOUNTING, BOOKS AND RECORDS

Apprenticeships Are Us Ltd is required to maintain internal financial recording and accounting systems and procedures to make and keep books and records which accurately and fairly reflect, in reasonable detail, the parties, the payment arrangements and the purpose of all transactions and disposition of assets.

No undisclosed or unrecorded fund or account may be established for any purpose.

False, misleading or incomplete record keeping is a criminal and civil offence in many countries in which Apprenticeships Are Us Ltd operates or trades.

CONSEQUENCES OF NON-COMPLIANCE

Bribery and the other types of improper payments prohibited by this Policy are prohibited under the laws of the jurisdictions in which Apprenticeships Are Us Ltd operates or trades. Breaches of such laws may expose Apprenticeships Are Us Ltd to criminal penalties and/or civil action.

For Apprenticeships Are Us Ltd, possible consequences include the imposition of substantial fines, exclusion from tendering for government or private contracts and reputational damage.

Non-compliance with this policy may result in significant penalties under the *Commonwealth Criminal Code Act 1995 (Cth)*, including fines of up to \$1 million for individuals and imprisonment for up to 10 years. For ARU, non-compliance could result in exclusion from government contracts, substantial fines, and reputational damage. Failure to comply with this policy will be treated as serious misconduct, which may result in termination of employment or contracts.

Further, failure to observe this Policy by Apprenticeships Are Us Ltd.'s personnel will be regarded as serious misconduct and lead to disciplinary action, which may include dismissal from employment, or termination of any engagement contract.

Conscious disregard, deliberate ignorance and wilful blindness will not avoid liability in relation to any of the matters set out in this Policy.

REPORTING BRIBERY OR OTHER IMPROPER PAYMENTS

Apprenticeships Are Us Ltd recognising the value and importance of Apprenticeships Are Us Ltd.'s personnel reporting identified or suspected instances of bribery and other improper conduct and strongly supports such disclosures and reports.

It is the responsibility of Apprenticeships Are Us Ltd.'s personnel to remain alert to any instances of directors, officers, employees, subsidiaries, joint venture partners, suppliers or other contractors engaging in, or attempting to engage in, bribery or other improper conduct, or otherwise not meeting the standards of behaviour required under this Policy.

Apprenticeships Are Us Ltd.'s directors, officers and employees must report suspected or actual instances of bribery or other improper conduct to any of their direct Manager and/or MD.

Apprenticeships Are Us Ltd.'s directors, officers and employees also can make an anonymous report via the Company's Whistle Blower Policy which is available at www.apprus.com.au.

Detailed information must be provided to enable a formal investigation to be undertaken.

If you are unsure as to whether particular conduct constitutes bribery or related improper conduct, you should ask your manager and/or the MD.

Apprenticeships Are Us Ltd will take all available steps to provide protection from detrimental treatment to directors, officers and employees who report bribery or related improper conduct or refuse to take part in such conduct. Detrimental treatment includes dismissal, disciplinary action and victimisation. Persons who are subjected to such treatment should inform the MD immediately.

Contractors, distributors, agents, suppliers, and other business partners who have any concerns which they wish to raise under this Policy should approach the MD.

Apprenticeships Are Us Ltd is committed to protecting whistleblowers from retaliation, discrimination, or unfair treatment. Any employee or third party who reports suspected bribery or corrupt practices in good faith will be protected from dismissal, demotion, or any form of punitive action.

ARU supports the protection of whistleblowers under the *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019*. Any ARU employee or third party who reports bribery or corrupt practices in good faith will be protected from retaliation, in line with ACNC guidelines and Australian law. All reports will be handled confidentially and investigations will be conducted thoroughly.

TRAINING, MONITORING AND REVIEW

Training on this Policy forms part of the orientation process for all relevant Apprenticeships Are Us Ltd.'s personnel. Relevant existing Apprenticeships Are Us personnel will receive regular training updates on how to comply with this Policy.

All relevant Apprenticeships Are Us Ltd personnel will receive regular training on anti-bribery laws and best practices as part of their onboarding and ongoing professional development. Training will be refreshed annually or as needed, with updates on relevant legal developments and practical case studies. This training is aligned with the National Standards for Group Training Organisations and includes case studies and updates on relevant legal developments. The MD will monitor compliance with this policy, and internal audits will be conducted regularly to ensure its effectiveness.

The MD will monitor the implementation of this Policy and will review on an ongoing basis the Policy's suitability and effectiveness. Internal control systems and procedures will be regularly audited to ensure that they are effective in minimising the risk of non-compliance with this Policy.

AUTHORISATION

Michael Wentworth



Managing Director

Apprenticeships Are Us Limited

DOCUMENT CONTROL

Version	Authorised by	Authorisation Date	Sections	Amendment
1.1	M. Wentworth	31/03/2023	All	N/A
1.2	M. Wentworth	31/10/2024	All	Cover page, minor information update