



## **Global Anti-Bribery & Corruption Policy**

Nearmap Ltd  
(ACN 083 702 907)

## 1. PURPOSE

Nearmap Ltd (the “**Company**”) and each of its related bodies corporate (collectively the “**Group**” and each entity individually a “**Group Company**”) takes a zero-tolerance approach to bribery and corruption. The Group is committed to conducting its operations legitimately, ethically and in compliance with all applicable laws where it operates.

A summary of all applicable laws can be found in **Annexure A**.

The purpose of the Company’s Global Anti-Bribery & Corruption Policy (the “**Policy**”) is to assist you to conduct legitimate and ethical business practices and prevent bribery and corruption in all forms.

This Policy applies to all employees, officers, directors, suppliers, contractors and any third parties (“**Company Personnel**”) acting for or on behalf of the Company.

## 2. PROCESS & PROCEDURES

### 2.1. What is Bribery?

Bribery is the offering, promising, giving, accepting, or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual or personal advantage that can take the form of gifts, loans, fees, or rewards. Company Personnel are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly, including the act of promising to give a bribe or agreeing to receive a bribe.

### 2.2. What is Corruption?

Corruption is a deliberate act of dishonesty, breach of law, abuse of public trust or power that undermines or is incompatible with the impartial exercise of an official’s powers, authorities, duties or functions for a private gain. Company Personnel are not permitted to under any circumstances to accept, request or authorise in activities whether directly or indirectly results in corruption.

### 2.3. Gifts, Meals, Travel and Entertainment

#### (a) ***What is unacceptable?***

Company Personnel shall not provide or accept gifts, meals, travel, or entertainment that is given with the intention of improperly influencing the recipient in exchange for any improper favour or benefit. In addition, gifts of cash or cash equivalents, such as gift cards, are never permissible.

#### (b) ***What is acceptable?***

Company Personnel may receive gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate, provided that they comply with the following:

- i. *made for the right reason* – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice or culturally acceptable practices;
- ii. *no obligation* – it does not place the recipient under any obligation;

- iii. *no expectation* – expectations are not created by the giver or an associate of the giver or have higher importance attached to it by the giver than the recipient would place on such transaction;
- iv. *not made secretly without documentation* – it should be made openly as the purpose will otherwise be open to question if it is made secretly or undocumented;
- v. *reasonable value* – its size is small and in accordance with general business practice or culturally acceptable practices;
- vi. *appropriate* – its nature is appropriate to the relationship;
- vii. *at 'arms length'* – all transactions/gifts should be on an 'arm's length' basis with no special favours and no special arrangements;
- viii. *legal* – it complies with all applicable laws; and
- ix. *documented and approved by the Chief Financial Officer (CFO)* – if the expense or gift is valued at AUD\$ 200.00 or more, it must be fully documented in the Register.

#### **2.4. Political Donations**

Should Nearmap consider making donations to political parties, it will require Board approval. Company Personnel must not provide any donation or financial contribution to any political party or candidate for an election, in a personal capacity, in light of the potential for such a donation or gift to be associated with the Company.

#### **2.5. Facilitation Payments**

Facilitation payments are unofficial payments of minor value paid to a public official to secure or expedite the performance of a routine government action. Nearmap strictly prohibits facilitation payments.

If, despite this Policy's prohibition, a facilitation payment is made, the facilitation payment must be disclosed promptly to the Global General Counsel so that the facilitation payment can be properly addressed and recorded appropriately in Nearmap's books and records and for an investigation to commence which may result in disclosures to regulators and disciplinary action for those involved.

#### **2.6. Charitable Contributions**

Charitable contributions are acceptable whether in-kind or financial in nature. All Company Personnel and the Company must ensure all donations are legal and ethical under local laws and practices.

#### **2.7. Donations and Sponsorships**

All donations (excluding political) and sponsorships not prohibited under this section made by Company Personnel using Company funds, rather than personal funds, must be approved by the head of the relevant department who is participating in or involved with the sponsorship. No personnel are permitted to make any political donations with Company funds.

#### **2.8. Conflicts of Interest**

Nearmap's position on conflicts of interest is set out in the Nearmap Code of Conduct. The code can be found [here](#).

## 2.9. Applicable Laws

Company Personnel must comply with all anti-bribery and corruption or similar applicable laws of the countries in which the Company operates. Please refer to **Annexure A**.

## 3. RESPONSIBILITIES

### 3.1. Responsibilities of Company Personnel

All Company Personnel are required to understand and comply with this Policy in their Company dealings. You must act with the utmost level of integrity and avoid any activity which might lead to or suggest a breach of this Policy or any applicable laws.

You are responsible for the prevention, detection and reporting of any form or kind of bribery and/or corruption, including notifying your manager or Global General Counsel if you believe or suspect that a conflict with, or a breach of this Policy has occurred, or may occur in the future. You may also report a breach of this Policy through the whistleblowing service provider, Stoplevel below:

- (a) **by phone:** 1300 30 45 50
- (b) **by email:** [nearmap@stoplevel.com.au](mailto:nearmap@stoplevel.com.au)
- (c) **web-based access:** <https://nearmap.stoplinereport.com>
- (d) **by post:** Nearmap, c/o Stoplevel, Locked Bag 8, Hawthorn, Vic 3122
- (e) **by fax:** Nearmap, c/o Stoplevel +61 3 9882 4480
- (f) **APP:** Smart phone APP (free download from the Apple iTunes store and Google Play)

Further details can be found by clicking [here](#).

### 3.2. Record Keeping

The Company must keep up to date financial records and have appropriate internal controls in place which evidence the business reason for making payments to any third parties.

Company Personnel are required to notify the Global General Counsel of any gifts and benefits to enter into the Register within 5 business days. All expenses and claims shall be in line with the Company's Procurement and Expense Reimbursement Policy. Further details can be found by clicking [here](#).

All accounts, invoices and other records relating to dealings with third parties should be prepared and maintained fully and accurately and in accordance with any applicable laws.

### 3.3. Escalation and Whistleblowing

The Company is committed to ensuring that all Company Personnel have a safe, reliable and confidential way of reporting any suspicious activity. You are encouraged to raise concerns about any issue or suspicion of malpractice as soon as practicable.

Whistleblower protections may be available to those that speak up about behaviour that involves bribery or corruption. Our Global Whistleblower Policy outlines the process by which such matters can be raised, which is available [here](#).

### 3.4. Monitoring and Review

The Register shall be regularly reviewed for any potential or emerging risks. Internal controls and procedures will be subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption.

The Audit and Risk Management Committee shall receive regular reporting from executive management, including serious and/or material reporting conduct.

## 4. CONTRAVENTION

The consequences of non-compliance with any applicable laws are significant to both the Company and the individual involved.

Company Personnel who breach this Policy or the applicable laws will be subject to disciplinary action, which may include suspension or termination of employment and exposure to regulatory investigation or prosecution, which may involve imprisonment and/or fines for the individual.

## 5. POLICY GOVERNANCE

The Board (through the Audit and Risk Management Committee) has overall responsibility for this Policy. The Company's executive management is responsible for the oversight, implementation and communication of the Policy. The Policy is managed by CFO through the Global General Counsel.

This Policy can only be amended with the approval of the Board. The Board will review this Policy every two years to ensure that it remains effective and meets best practice standards and the needs of the Company.

### Change History

Date	Change Reason	Policy Owner and Sponsor
9 June 2020	New Policy adopted by the Board	Robert Tran & Andy Watt (jointly)

## ANNEXURE A

### Applicable Anti-bribery and Corruptions Laws

A summary of the applicable anti-bribery and corruption laws in Australia, New Zealand, the United States and Canada is provided below. Please note that the laws of each jurisdiction are subject to change and judicial interpretation. These summaries are not intended to be comprehensive statements of the laws in each jurisdiction nor are they intended to be legal advice. If Company Personnel have any concerns as to whether conduct has or will be in breach of such laws, please contact a member of the legal team immediately.

COUNTRY	APPLICABLE LAWS
<b>AUSTRALIA</b>	<p><u><i>Criminal Code Act 1995 (Cth)(CCA)</i></u></p> <p>Division 70 and 141 of the CAA prohibits a person:</p> <ul style="list-style-type: none"> <li>• offering or providing of anything of value, or causing it to be offered or provided to another person with the intention of influencing a foreign government official in order to obtain or retain business or obtain or retain a business advantage that is not legitimately due to the recipient or intended recipient; and</li> <li>• the dishonest, direct or indirect conferral of a benefit on an Australian Commonwealth public official with the intention of influencing their exercise of duties as a Commonwealth public official.</li> </ul> <p>There are similar provisions in each State and Territory of Australia in line with the above. This extends to dealings with private persons and corporations within Australia.</p> <p>Potential penalties for breach under the CAA may include:</p> <ul style="list-style-type: none"> <li>• up to 10 years imprisonment and/or fine of up to \$2.1 million for the individual; and</li> <li>• up to \$21 million fine for the Company; or 3 times the value of the benefit; or 10% of the past 12 months if the value of the benefit cannot be determined.</li> </ul>
<b>NEW ZEALAND</b>	<p><u><i>Crimes Act 1961 (CA) and Secret Commissions Act 1910 (SCA)</i></u></p> <p>CA covers bribery in the public sector, making it an offence to corruptly accept or obtain a bribe for something done or not done in an official capacity.</p> <p>SCA covers bribery offences in the private sector. It criminalises the bribing of an agent to act in a certain way regarding the principal's affairs or business.</p> <p>Potential penalties for breach of SCA may include:</p> <ul style="list-style-type: none"> <li>• 7 years imprisonment or an unlimited fine for the individual; and</li> <li>• an unlimited fine for the Company.</li> </ul> <p>Potential penalties for breach of CA may include:</p> <ul style="list-style-type: none"> <li>• 7-14 years imprisonment and/or unlimited fine for the individual; and</li> <li>• an unlimited fine for the Company.</li> </ul>

<b>UNITED STATES</b>	<p><u><i>The Foreign Corrupt Practices Act 1977 (FCPA)</i></u></p> <p>The FCPA prohibits offering, promising, giving, or authorising the provision of anything of value, either directly or indirectly, to any public official to obtain or maintain business or business advantage when the offer, promise, or payment of anything of value is intended to:</p> <ul style="list-style-type: none"> <li>• influence a desired action;</li> <li>• induce an act in violation of a lawful duty;</li> <li>• cause a person to refrain from acting in violation of a lawful duty;</li> <li>• secure any improper advantage; or</li> <li>• influence the decision of a government or government instrumentality.</li> </ul> <p>Potential penalties for breach of FCPA may include:</p> <ul style="list-style-type: none"> <li>• fines up to \$250,000 and imprisonment of up to 5 years. There may be additional penalties from other regulatory bodies; and</li> <li>• fines of up to \$2 million per FCPA violation for the Company. There may be additional penalties from other regulatory bodies.</li> </ul>
<b>CANADA</b>	<p><u><i>Corruption of Foreign Public Officials Act (CFPOA) and The Criminal Code (TCC)</i></u></p> <p>CFPOA makes it a criminal offence to directly or indirectly bribe a foreign public officer in order to make the official do or refrain from doing something, or to use his or her position to influence the acts or decisions of a foreign state or public international organisation. TCC is similar to the CFPOA, however it prohibits domestic bribery of such sort.</p> <p>Potential penalties for breach of CFPOA and TCC may include:</p> <ul style="list-style-type: none"> <li>• up to 14 years imprisonment for the individual and an unlimited fine; and</li> <li>• an unlimited fine for the Company.</li> </ul>