



Board Policy
Anti-Bribery
and Anti-Corruption

Adopted by resolution of the Board on 26 April 2016

MILLENNIUM SERVICES GROUP LTD
ACN 607 926 787
(MIL)

Millennium Services Group Limited
ANTI-BRIBERY AND ANTI-CORRUPTION

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V1.0	17/5/2016	All.	Company Secretary.	Released.

1. Introduction

In order to promote ethical behaviour and transparency in the workplace, Millennium Services Group Limited (MIL) board of directors has resolved to adopt the Anti-Bribery and Anti-Corruption Policy set out below. This Policy serves to complement existing policies, procedures, laws and regulations

MIL believes that a zero-tolerance approach to corruption and bribery should be adhered to. Any breach of this Policy will be regarded as a serious matter by MIL and will result in disciplinary action up to and including termination of employment or contract and/or the matter will be referred to the relevant authorities.

MIL notes that not all situations can be directly addressed in a policy and as such MIL personnel should also bring their own reason, propriety and judgement to a given situation based on the principles set out in this Policy.

2. Objective

MIL has a reputation for conducting business in an ethical and honest manner, and is committed to act in compliance with all applicable anti-bribery and anti-corruption laws in the countries in which MIL and its subsidiaries operate.

3. Inconsistency

If there is any inconsistency between this Policy and any other policy, procedure, law or regulation, then the conflict should be referred to the CEO or Company Secretary.

4. Scope

4.1 This Policy applies to all individuals at all levels who are employed by, act for, or represent MIL. This includes, but is not limited to, the following:

- (a) directors;
- (b) officers;
- (c) managers;
- (d) employees;
- (e) contractors;
- (f) consultants; and
- (g) any other person representing MIL.

5. What is bribery and corruption?

5.1 Bribery

Bribery involves the making or receiving of a payment of any amount, or otherwise offering or providing a benefit to any person to directly or indirectly influence that person's decision or encourage them to secure a commercial advantage or agreement through improper or dishonest means.

The payment or benefit need not necessarily be of a monetary nature.

5.2 Forms of Bribery

Bribery can be direct or indirect. A person may act through an agent or intermediary to make an offer which constitutes a bribe.

5.3 Corruption

Corruption means the misuse or abuse of public or private office or power for personal gain.

5.4 Facilitation payment

Facilitation payments are payments to government officials to expedite or secure performance of a non-discretionary, routine government action.

5.5 Secret commissions

Secret commissions typically involve the offering or giving of a commission to an agent or representative of another person which is not disclosed by that agent or representative to their principal. These payments are generally made to benefit the principal's business.

6. Prohibited conduct

6.1 Laws and regulations

MIL operates under laws which make any form of bribery, be it giving or receiving bribes, a criminal offence. The Australian prohibitions on bribery apply to businesses incorporated in Australia, and to Australian individuals (citizens or residents) wherever they may be.

6.2 Prohibited acts

Any act that constitutes bribery or corruption by MIL personnel is strictly prohibited. This means MIL personnel must not directly or indirectly make, receive, offer or provide a payment or benefit with the intention of influencing or encouraging a person's decision to improperly secure a commercial advantage or enter into an arrangement dishonestly.

The making of a facilitation payment, or the payment of secret commissions by any MIL personnel is also prohibited.

7. What gifts may be given or received?

7.1 Introduction

Gifts are often exchanged in genuine commercial relationships. In some circumstances however the giving or receiving of gifts may compromise the exercise of objective business judgement.

This policy must be considered when intending to offer, promise, give or receive gifts or anything of value, particularly if it involves a government official, to ensure that it does not amount to, or be perceived as, engaging in improper conduct at either the time of the act or later in time.

7.2 What is considered a gift?

A gift is something given willingly to someone without payment, and can include travel, meals, entertainment or other forms of hospitality.

7.3 When are gifts allowed?

MIL personnel may give or accept gifts if the giving or receiving is in compliance with this policy and in line with the following principles:

- (a) consider whether the gift is linked directly with a legitimate business activity;
- (b) consider whether there are any laws or codes of conduct preventing the proposed recipient from accepting a gift;
- (c) consider the circumstances, the local custom and the role of the recipient and ensure that the gift is of an appropriate nature and value where:
 - (i) the value of the gift does not exceed the value of \$150, or when aggregated with other gifts given to that person during the current calendar year, the aggregated value does not exceed \$200; and
 - (ii) the gift does not include cash, loans or cash equivalents such as gift certificates or vouchers;
- (d) assess whether the giving or acceptance of the gift may cause a third party to form an impression that there is a connection between that gift and a business opportunity; and
- (e) comply with the requirements in paragraphs 7.4 and 7.5 of this policy. In circumstances where the gift does not satisfy the requirements set out in paragraph 7.3, the gift must not be given or received by MIL personnel.

7.4 Giving gifts

MIL personnel must obtain prior written consent from their direct line manager before proposing to give a gift exceeding the value of \$150 to a third party or another MIL employee connected with the performance of their role at MIL.

7.5 Receiving gifts

Any MIL personnel receiving a gift exceeding the value of \$150 from a third party must report it to their direct line manager. The direct line manager must decide whether to approve the MIL personnel to accept the gift after considering the criteria set out in paragraph 7.3. If, after considering the criteria under paragraph 7.3, the line manager decides the gift would be improper, the individual receiving the gift must politely refuse the gift from the third party.

7.6 Gifts register

If approval is given to either give a gift to a third party or receive a gift from a third party, it must be recorded in a register (Gifts Register), which will be maintained by the Human Resources manager and consolidated quarterly by the Human Resources manager and will be provided to the Board of Directors when requested.

8. Breach of this policy

Any act of bribery or corruption is considered a serious offence under the law.

Persons found guilty of taking part in such improper conduct may face severe penalties, including substantial fines, lengthy imprisonment, or both. MIL may also suffer reputational harm.

Any MIL personnel who breach this Policy will be found to have engaged in serious misconduct that may lead to disciplinary action which may include termination of employment and/or the matter being referred to the relevant authorities.

9. Reporting

9.1 Responsibilities of MIL personnel

All MIL personnel have a responsibility to aid in the prevention, detection and reporting of behavior in contravention of this policy.

9.2 Incident reporting

If a member of MIL personnel reasonably believes or suspects a breach of this policy has occurred, or is likely to occur, they must immediately notify their direct line manager.

Alternatively, MIL personnel may report any matter via MIL's independent Whistleblower Program the details of which are located at; <http://millenniumstoplinereport.com>

The link to the Whistleblower Program may also be found via the Compliance tab on MIL's website located at; <http://millenniumsg.com>

9.3 Protection for reporting behavior

No person will suffer detriment for reporting a matter. Detriment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with reporting a matter. If a member of MIL personnel is subjected to such treatment, they should inform their line manager.

Any reporting provided either directly to a line manager or via the Whistleblower Program, in accordance with this policy will be kept strictly confidential. In addition, the Whistleblower Program can provide anonymity should this be requested.

10. Review

The MIL board of directors commits to regularly reviewing this policy in order to consider any potential changes in legislation or regulations.