Anti-Bribery and Corruption Policy

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External

Property Exchange Australia Limited | Level 16, Tower 4, 727 Collins Street, Docklands VIC 3008

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1. Overview / Purpose

Our culture is underpinned by our values of trust, humility and compassion. Honesty, integrity and fairness are considered integral to the way our business operates therefore we must carefully think through all decisions that have the potential to impact our brand and reputation.

The Anti-Bribery and Corruption Policy is our guide to help us do that.

2. Scope – does this policy impact me?

This Policy applies to employees or other personnel or representatives at all levels and grades, including non-executive directors, executive directors, senior executives, officers, and employees (whether permanent, fixed-term, casual, contracting, consulting or temporary), who are employed by, act for or represent the PEXA Group ("Employees and Representatives"). The PEXA Group includes PEXA Group Limited and each of its subsidiaries, including Digital Completion UK Ltd.

3. Definitions / Glossary

Anti-Bribery and Corruption Obligations	The Australian Criminal Code Act 1995 (Cth) and the Corporations Act 2001 (Cth) as well as The UK Bribery Act 2010.
Bribery	The offering, promising, giving, accepting or soliciting of an advantage (financial or otherwise) to induce an action by another entity which is illegal and/or amounts to a breach of trust and/or seeks to obtain an unfair advantage in business transactions. It is irrelevant if the bribe is accepted or ultimately paid. Merely offering a bribe will usually be sufficient for an offence to be committed.
Cash & Cash-like equivalents	Gifts, Benefits and Hospitality items which are either money or are items which are very similar to cash. Examples of these include, but are not limited to: Cheques, Money orders, prepaid gift cards with loaded cash, marketable securities, treasury bills and short-term investments.
Commercial Value	An arm's length estimate of the nominal value of an item if it were to be sold to another person in its original state.

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Conflict of Interest	Conflicts may be: • **Actual**: There is a real conflict between Employees or Representatives' official duties and private interests. • **Potential**: Employees or Representatives have private interests that could conflict with their PEXA duties. • **Perceived**: A third party could reasonably form the view that Employees or Representatives private interests could improperly influence their decisions or actions, now or in the future, as they relate to their official duties at PEXA.
Corruption	Dishonest activity in which Employees or Representatives acts contrary to the interests of PEXA and abuses their position of trust in order to achieve some personal gain or advantage for themselves or for another person or entity. Examples of corrupt conduct include but are not limited to: • receipt of bribes from, entities within and outside of Australia; • release of confidential information, for other than a proper business purpose, sometimes in exchange for either a financial or non-financial advantage; • profiting from insider knowledge of PEXA's activities; • any unauthorised modification of an information system/code to gain undue advantage contrary to the system's original design; • manipulating a tender process to achieve a desired outcome; and/or • a conflict of interest involving a staff member acting in their own self-interest rather than the interests of PEXA.
Facilitation payments	Typically, small unofficial payments made to secure or expedite an action by a Public Official.
Fraud	Any intentional act by one or more individuals (internal and external), involving the use of deception or misrepresentation to obtain an unlawful advantage to the detriment of PEXA, examples include: • misappropriation of funds, securities, stock, supplies or other assets including use of assets for private purposes; • planning or causing a loss to or creating a liability for PEXA by deception; • impropriety in the handling or reporting of money or financial records; • false invoicing for goods or services never rendered or backdating agreements; • create or maintain artificial prices; • submission of exaggerated or wholly fictitious accident, harassment or injury claims; • entering or engaging in fictitious transactions; and,

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	• misuse of entitlements.
Public Official	Includes people who are any of: elected or appointed officials, employees of national, regional or local government institutions or associated government-owned organisations, representatives of international public organisations, political party officials or candidates for public office and any individual acting in an official capacity on behalf of a government, government agency or organisation.
Gifts, benefits & hospitality	Items of material value that may include, but are not limited to meals, travel, accommodation, hospitality and/or entertainment.
GBH register	An online database of any gifts, entertainment and hospitality provided to Employees where the value is known or estimated to be greater than $250 (£100 for the UK).
Hospitality	The relationship between a guest and host. Specifically, the reception and entertainment of guests. This includes meals, travel, accommodation and entertainment.
Improper Conduct	Conduct that constitutes Bribery, Corruption or Fraud.
Investigation	The process of seeking information relevant to an alleged, apparent or potential breach of the law, involving possible judicial proceedings. The term investigation can also include intelligence processes which directly support the gathering of admissible evidence. Upon detection of a bribery and corruption event, a detailed Root Cause Analysis will be undertaken.
Repeated Offer	More than one offer of GBH to the same workforce participant within a 6-month period.
Revenue leakage	Revenue leakage is the unnoticed or unintended loss of revenue either through not billing (or under-billing) customers for products and services or loss of potential revenue through counterfeit PEXA services sold by other parties.
Third Party	Any individual or organisation with whom an Employee or Representative come into contact during their employment or business relationships with PEXA, and includes actual and potential clients, customers, suppliers, joint venture partners, contractors, agents, intermediaries, consultants, distributors, business contacts, advisers, associated parties and government and public bodies and regulators.
Token Benefit	A gift, entertainment or hospitality that is unrepeated and under the value of $250 (£100 for the UK).

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Service providers	A company, entity or individual that provides consulting, legal, real estate, education, communications, storage, information technology, processing, and other services to PEXA. In the scope of this policy it is used to refer to third party or outsourced suppliers to PEXA.
Unjustified Commission	Secret commissions typically arise where a person or entity (such as Employees or Representatives) offers or gives a commission to an agent or representative of another person (such as a customer of the Company) which is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.
Whistleblower Policy	PEXA's procedure for reporting on any internal issues or problems which, by their nature or circumstance, may not be able to be raised through the standard reporting lines.

4. Policy Principles – the key things to take away

Anti-Bribery, Corruption and Fraud

1. We adopt a zero-tolerance approach for any conduct that constitutes Bribery, Corruption or Fraud (Improper Conduct).

2. Employees and Representatives are responsible for reporting suspected, attempted, or actual Improper Conduct to their line manager or through the Whistleblower escalation points.

3. We are committed to deterring, preventing, detecting, and responding to Improper Conduct, which is sought to be committed against, or may arise out of any part of our business activities.

4. We won't offer or accept bribes, facilitation payments, secret, unjustified or inflated commissions and any other improper payments or benefits to any person or entity (including Public Officials).

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5. We will make Third Parties aware that this Policy applies to them when acting on our behalf. This will be undertaken through supplier induction and relevant procurement activities.

6. A risk assessment should be undertaken to identify and mitigate areas with anti-bribery and corruption risk exposure within PEXA.

7. All Employees and Representatives are required to review this policy using PEXA's online training platform as part of their PEXA induction and on a bi-annual basis thereafter. All Employees and Representatives are expected to complete the review when due. Not completing the review when due will be regarded as misconduct and may lead to disciplinary action. Enhanced training should be provided to Employees and Representatives in higher risk roles.

8. Adequate controls must be in place across PEXA to prevent Improper Conduct risks.

9. Employees and Representatives are responsible for declaring in writing an actual, potential or perceived Conflict of Interest to their line manager, GRC UK or Group Risk team. Employees and Representatives will be removed from involvement in matters in which they have a Conflict of Interest.

Donations

10. We will only provide grants and other funding to community & other not-for-profit organisations where we reasonably believe those organisations act legally and ethically under local laws and practices. Care must be taken to ensure that the charity or cause is legitimate. Any grants or funding made on behalf of PEXA to the community and other not-for-profit organisations of $1000 or greater (or equivalent in pounds) require Corporate Affairs approval.

11. Refer to our Code of Conduct and Ethics Policy for our approach towards attendance at political events, functions and donations.

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Gifts, Benefits and Hospitality (GBH)

12. Where the offering or acceptance of GBH is permitted, GBH may only be offered or accepted where all of the following conditions are met:
    i) it is done for the purpose of general relationship building only;
    ii) it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
    iii) it complies with the local law of the jurisdiction in which the expenditure is made;
    iv) it is given in an open and transparent manner;
    v) it does not include cash, loans or cash equivalents (such as gift certificates or vouchers); and,
    vi) for all Gifts and Benefits relating to the UK business, as well as Hospitality expected to be in excess of £100, it has been approved *in advance* by both the UK CEO and UK CFO. For Hospitality under £100 and where it is not reasonably practicable to seek prior approval, approval from the UK CFO should be sought retrospectively.

13. Employees and Representatives are to declare all GBH exceeding the value of $250 (£100 for the UK business) per person that has been offered by, or to, a Third Party. The Register doesn't act as an approval process and declarations must be submitted via the GBH Declaration Register, regardless of whether the GBH was accepted or declined.

14. Employees or Representatives should use their judgement when considering materiality of GBH but if the value is unknown staff should declare the GBH in the interests of transparency.

15. Employees or Representatives must be open and transparent in their dealings with Third Parties. Employees and Representatives must seek approval from their line manager, GRC UK or Group Risk team, of all material GBH that they intend to accept or offer. For Executive team members, Group CEO approval must be obtained prior to

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accepting or offering material GBH. For the Group CEO, the Board Chair must approve the acceptance or offer of material GBH.

16. We won't offer or accept GBH in circumstances which could be considered to give rise to undue influence. For example, we won't accept any GBH from an existing or prospective supplier that is currently involved in a procurement process like a bid or tender with PEXA.

17. Employees or Representatives won't solicit GBH for themselves or others and will never offer or accept cash, loans or cash equivalents (such as gift certificates or vouchers).

18. We won't offer or accept events or hospitality which are of an inappropriate value or nature and would put the reputation of PEXA at risk. For any events or hospitality offered by us, Employees or Representatives are expected to demonstrate professionalism in their conduct and uphold their obligation to extend a duty of care to others.

Joint ventures and acquisitions

19. Prior to any acquisition of a new company or business or entry into a proposed joint venture partnership, anti-bribery due diligence must be undertaken in accordance with the procedures set out in Appendix B. Detailed written records of those investigations must be retained.

Accounting & Record keeping

20. All accounts, invoices, memoranda and other documents and records relating to dealings with third parties (including due diligence reports), such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts may be kept "off-book" to facilitate or conceal improper payments.

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21. All expenditure by Employees and Representatives, including on gifts, entertainment and hospitality, shall be included in expense reports and approved in accordance with the Company's applicable policies and procedures.

22. All payments made by PEXA must go through PEXA's contracts, invoice authorisation (if applicable) and payment authorisation processes. All payment must be approved by two authorisers. Special attention has to be given to international and very material payments.

Recruitment

23. All recruitment must follow PEXA's official recruitment process. All roles must be benchmarked for remuneration and enhanced vetting should be conducted for Employees or Representatives' appointed to higher risk roles.

5. Roles & Responsibilities specific to this policy

Responsible Area	Activities to be undertaken / completed
Group Executives	• Fostering an environment that ensures Bribery, Corruption or Fraud are effectively controlled and encourages compliance with the principles of the Policy. • Accountable for the ownership and management of Bribery, Corruption and/or Fraud risks within their areas and across the value chain in line with the Risk Appetite Statement.
All Employees and Representatives	• Responsible for reporting any potential or suspected incidents of Bribery, Corruption or Fraud, including any weaknesses or inadequate controls that could increase the risk of Improper Conduct. • Avoiding conflicts of interest and maintaining an anti-bribery and corruption culture. • Maintain and keep accurate financial records for as long as legally required and conduct responsible, ethical financial management.
GM Risk	• Oversee and monitor compliance to the principles of the Policy.

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	• Will undertake relevant reporting for Anti-Bribery, Corruption, Fraud and GBH related matters to the Risk and Compliance Committee and Audit & Risk Committee (ARC) as required. • Option to undertake periodic reviews on Policy compliance across a particular business unit. • Review periodically reported anti-bribery metrics and KPIs.
Risk and Compliance Committee and Audit and Risk Committee	• Endorse changes to this Policy. • Review significant Policy compliance matters which have arisen (via existing reporting mechanisms). • Review periodically reported anti-bribery metrics and KPIs. • Establishing an anti-bribery communication strategy.

6. How to Raise a Concern

Employees and Representatives must report suspected or actual instances of Improper Conduct in accordance with the requirements of this Policy. All suspected instances can be reported by:

- Notifying their immediate line manager or Group Executive; or
- Through the below Whistleblower escalation points:

Name	Deloitte Whistleblower Service
Phone	1800 173 918
Web	australia.deloitte-halo.com/PEXA
Email	whistleblower@deloitte.com.au
Name	Deloitte Whistleblower Service
Postal	PEXA, Reply Paid 12628, A'Beckett Street, Melbourne, Victoria 8006

Name	PEXA Whistleblower Inbox
Email	whistleblower@pexa.com.au

Name	Ingrid Anderson, PEXA Chief People Officer, People Experience (PX)
Email	ingrid.anderson@pexa.com.au

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Name	Graham Curtin, PEXA Chief Financial Officer, Group Finance
Email	graham.curtin@pexa.com.au

Name	Melanie Willis, Non-Executive Director and Chair, Audit & Risk Committee
Email	Melanie@melaniewillis.com

Name	John Hooper, UK Non-Executive Director
Email	john.hooper@pexa.com.au

If in doubt, you may refer to Appendix A which lists bribery and corruption 'red flags' that may arise during the course of working for or providing services to PEXA.

7. Policy Feedback, Review and Audit

All Employees and Representatives are encouraged to provide feedback on the content of this policy as well as the processes supporting this policy. PEXA will review this policy on an annual basis and will use the feedback provided by Employees and Representatives to assess the effectiveness of and levels of trust in the policy.

PEXA will review the effectiveness of controls that mitigate anti-bribery and corruption risk as part of the control assurance process. PEXA will also subject this policy to any other assurance requirements e.g. internal audit or external audits where relevant.

8. Record Keeping

All information captured through this policy should conform with the record keeping requirements as stipulated in the Records Management Policy.

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9. Training and Awareness

PEXArians will receive applicable training on this policy on an ongoing basis. As a minimum, all PEXArians will be required to read this policy and attest to understanding it every two years. Records are maintained of modules completed by each PEXArian and refresher training is undertaken periodically. Further training and communication will take place in the event of a regulatory or operational change, to ensure that staff remain up to date.

10. Breaches of this Policy

Failure to adhere to the policy may result in PEXArians working for, or on behalf of, PEXA to disciplinary action. In the event of non-compliance with this policy, PEXArians should escalate the matter to the Policy Owner, GRC UK or Group Risk team.

11. Related Documentation

A number of related policies and frameworks have been established to support management of PEXA's key risks and compliance obligations management:

- Gifts, Benefits and Hospitality Register
- Whistleblower Policy
- Risk Appetite Statement
- Records Management Policy
- PEXA UK Anti-Financial Crime Policy
- PEXA UK Anti-Money Laundering Standard
- PEXA UK Counterparty Risk Assessment Procedure
- PEXA UK Internal Suspicious Activity Report (SAR) Procedure / Form
- UK Prevention of Facilitation of Criminal Tax Evasion Policy
- PEXA UK Sanctions Standard

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12. Document Control

12.1 Change History

Version	Date	Revised by	Brief outline of changes
1.0	04/10/2018	New document	
1.1 – 1.8	December 2019 – February 2024	Revision	Revision of Policy to incorporate updated principles surrounding Anti-Bribery and Corruption, as well as inclusion of principles around fraud and GBH
1.9	May 2024	Revision	Eligible Recipients updated
2.0	June 2024	Minor update	Revision of policy to state that approval must be gained from the relevant line manager for material GBH intending to be offered/accepted.
2.1	August 2024	Minor update	Document refresh
2.2	September 2025	Minor update	Minor updates and new policy template
2.3	June 2026	Minor update	Minor update on eligible recipients
2.4	Sept 2026	Minor update	Minor update on eligible recipients

12.2 Approval History

Version	Date	Approved by	Approval Evidence
1.0	04/10/2018	The Board	Meeting minutes
1.1 – 1.8	2019 – 2023	Risk and Compliance Committee and Board	Meeting minutes
1.9	28/05/2024	Risk and Compliance Committee and Board	Meeting Minutes
2.0	June 2024	Group Risk	N/A
2.1	Aug 2024	Group Risk	N/A
2.2	Sept 2025	Audit and Risk Committee	Meeting minutes
2.3	July 2026	Group Risk	N/A
2.4	Sept 2026	Group Risk	N/A

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Appendix A – Bribery and Corruption 'Red Flags'

(a) You learn that a Third Party engages in, or has been accused of engaging in, Improper Conduct.

(b) You learn that a Third Party has a reputation for paying bribes.

(c) A Third Party insists on receiving a commission or fee payment before committing to sign up to a contract with PEXA or carrying out a government function or process for us.

(d) A Third Party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.

(e) A Third Party requests that payment is made to a country or geographic location different from where they reside or conducts business.

(f) A Third Party requests an unexpected additional fee or commission to "facilitate" a service.

(g) A Third Party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.

(h) You learn that a colleague has been taking out a particular supplier for very expensive and frequent meals.

(i) A Third Party requests that a payment is made to "overlook" potential legal violations.

(j) A Third Party requests that we provide employment or some other advantage to a friend or relative.

(k) You receive an invoice from a Third Party that appears to be non-standard or customised.

(l) A Third Party insists on the use of side letters or refuses to put terms agreed in writing.

(m) You notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided.

(n) A Third Party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us.

(o) You are offered an unusually generous gift or offered lavish hospitality by a Third Party.

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Appendix B – Procedures for joint ventures and acquisitions

(a) where PEXA effectively controls a joint venture, the joint venture must comply with this Policy;

(b) where PEXA does not have effective control of the joint venture, PEXA must exercise its influence to assist the joint venture to avoid improper conduct;

(c) If PEXA is considering acquiring an interest in a joint venture or merger or acquisition of a target (Target), PEXA must:

i. undertake sufficient due diligence to ensure that it is appropriate for PEXA to enter into contractual relations with that prospective joint venture partner or merger or acquisition target (Target);

ii. complete a due diligence report based on due diligence that seeks to identify any indications or "red flags" that the relationship with the proposed Target might expose PEXA, their directors, officers or employees, to allegations of corruption, bribery or violations of any related laws. Any contractual relations with a proposed Target cannot be entered into if issues identified in due diligence cannot be satisfactorily resolved; and

iii. ensure that any contractual arrangements with the Target include standard terms, representations as well as any third party agent and representative agreements approved by the Governance, Risk and Compliance team and other issues addressed by this Policy.

(d) Employees and Representatives engaged with the Target should pay attention to signs of improper conduct, and voice or report concerns where appropriate.

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