

Australian Unity Investment Real Estate Limited

Anti-Bribery, Fraud & Corruption Policy

Background

Australian Unity Investment Real Estate Limited (AUIREL, or the Company) is the Responsible Entity of the Australian Unity Office Fund (the Fund, or AOF). AUIREL is a wholly owned subsidiary of Australian Unity Keppel Capital Pty Ltd, a joint venture company owned equally by subsidiaries of Australian Unity Limited (AUL) and Keppel Capital Holdings Pte Ltd the asset management arm of Singapore-based Keppel Limited (Keppel Capital).

AOF is externally managed. AUIREL has appointed Australian Unity Funds Management Limited (AUFM) as the Investment Manager of the Fund's assets, while Australian Unity Property Management Pty Limited (AUPM) has been appointed to provide a number of property related services to the Fund. AUFM and AUPM are both wholly owned subsidiaries of AUL.

Why we have this policy

AUIREL is committed to complying with the laws and regulations that govern its business and has a zero-tolerance approach to bribery, fraud and corruption. Bribery, fraud and corruption are serious criminal offences and are inconsistent with our values. It is important that all employees actively protect our reputation and conduct business with honesty and integrity.

Who it applies to

This policy applies to our directors, officers and employees (including contractors, and consultants and authorised representatives where applicable) of AUL involved in the provision of management or provision of services to the Fund. Employees of the AUL group should also refer to the AUL Group Anti-Bribery Fraud & Corruption Policy.

Policy Details

This policy will cover Bribery, Fraud and Corruption as interrelated forms of improper conduct as defined below.

Bribery

1. Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person to do or not do something as they perform their role or function, so that we receive business or an advantage that is not legitimately due.
2. Bribery can be direct or indirect. Bribery that is direct often involves a specific benefit that is offered, given or accepted which could include cash, non-cash gifts, political or charitable contributions or employment opportunities. This could include accepting or providing bribes in exchange for business. Indirect bribery is usually where a person influences another party to make an offer to another person.

Fraud

3. Fraud is committed by a person who deceives a person or organisation to dishonestly obtain property that belongs to someone else or get a financial advantage or cause any financial disadvantage. Examples include falsified financial reporting, manipulation of accounts to obtain customer funds or improper alteration of documents.

Corruption

4. Corruption is dishonest or fraudulent conduct by someone in a position of power. It is often considered as a subset of bribery. Examples include facilitating a criminal enterprise such as drug trafficking or money laundering.

Please see Appendix A – Bribery Fraud and Corruption Scenario list for more examples.

Facilitation payments and secret commissions

5. The provision of facilitation payments and secret commissions by employees is strictly prohibited and is considered a form of bribery.
6. Facilitation payments are typically minor, unofficial payments made to secure or speed up a routine government action. Examples include release of goods from customs, processing work permits or planning permissions.
7. Secret commissions are typically where someone offers or gives a commission to an agent or representative of another person that is not disclosed to the person they are acting for. The payment is usually made to get the agent or representative influence the person's decision.

Gifts, entertainment and hospitality

8. In accordance with AUIREL's Code of Conduct, any offer or gift that could lead to an actual or perceived conflict of interest must not be accepted. It is important to ensure that there can be no reasonable perception that the gift or hospitality is intended to influence decision making or the business relationship in an improper and unprofessional way.
9. Gifts, entertainment or hospitality must not be offered to, or accepted from, public or government officials or their associates, including politicians or political parties, except in certain circumstances and with the required approval as outlined in section 11 below.

Political communications and donations

10. All dealings with politicians and government officers relating to AUIREL's or AOF's business activities must be conducted at arm's length and with the utmost professionalism to ensure that there is no attempt to gain a business advantage.

Ongoing Management

To maintain effective management of improper conduct, AUIREL is committed to ensuring appropriate plans, arrangements and controls are in place to address the prevention and detection of bribery, fraud and corruption, and to respond to any suspected incidents that are identified.

Record Keeping

11. All records relating to dealings with third parties and any expenditure by our employees — including payments for gifts, entertainment and hospitality, must be prepared and maintained with accuracy and completeness and must not facilitate or conceal improper payments.
12. Record keeping must allow for quick responses to regulator requests for information and must clearly demonstrate the steps that we take to mitigate against bribery risks.

Third Party Due Diligence

13. We often deal with third parties including agents, intermediaries, distributors, suppliers, purchasers or contractors.
14. Due diligence is to be undertaken prior to engaging with a third party, particularly where the engagement may expose us to potential bribery and corruption. We will assess and implement measures to reduce risks that are identified as part of this due diligence. This will include having regard to this policy and the nature and location of the work being undertaken by those third parties.

Reporting breaches and suspicious behaviour

15. If employees become suspicious that someone may be involved in fraud, bribery or corruption, they must report it. This includes behaviour that makes employees and others feel threatened or under pressure to engage in improper conduct.
16. We ask employees to use the Whistleblower Policy to make reports of bribery or corruption so that:
 - a) a full internal investigation is carried out to substantiate the allegations and the actions needed to ensure that we comply with any regulatory obligations (such as the reporting of serious indictable offences)
 - b) individuals who have engaged in improper conduct are identified and dealt with appropriately, and
 - c) no one suffers detrimental treatment because of making a disclosure of suspected bribery or corruption or for refusing to take part in that conduct.
17. AUIREL encourages openness and transparency and will provide support to those who raise genuine concerns under this policy.
18. Any incidents of fraud, bribery or corruption will be reported to the Audit & Risk Committee.

Policy Non-Compliance

All instances of policy non-compliance must be reported in line with the Australian Unity Incident Management Policy. There may be consequence management for non-compliance with this policy.

Non-compliance with this policy may also be a breach of the Code of Conduct.

Policy Administration

Policy owner	Australian Unity Wealth & Capital Markets Governance
Date of Board Approval	27 September 2021
Superseded Policy	Nil

Appendix A

Bribery Fraud and Corruption Potential Scenarios List

Note: this list is a guide only and is not exhaustive

Risk	Scenario
Fraudulent funds transfer/account requests	Transacting on or stealing from customer/corporate accounts
Commissions fraud	False agent/broker set up to claim commission
Theft of assets	Theft of physical assets, customer & business records, IP
Sales/marketing incentive fraud	Falsified sales records to inflate incentives or achieve performance metrics
False reporting (internal)	Inaccurate management reporting to either hide issues or falsely record achievement of performance metrics
IT programming fraud	Manipulating/changing system code for personal gain (e.g. truncating interest calculations and diverting fractions to own account)
Corporate expense fraud	Inappropriate use of corporate credit cards
Inappropriate system access/use	Inappropriate access to or use of company systems (e.g. copying customer data, online gambling, running own business on company resources)
Insider trading	Trading in AOF with inside knowledge
Anti Money Laundering	False accounts, fake ID documents, Group products being used to launder money or as conduit to finance terrorism
Other external fraud	Phishing, hacking of customer or business data