



PEXSYS

POLICY

Anti-Bribery and Anti-Corruption Policy 2026

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1. Purpose and commitment

NexSys IT is committed to conducting business with honesty, integrity, fairness and accountability. This policy prohibits bribery, corruption, secret commissions, improper inducements, kickbacks, facilitation payments and unmanaged conflicts of interest in any form, whether they occur in Australia or overseas.

This policy updates the previous 2024 policy by adding clearer controls for foreign bribery risk, third-party conduct, record keeping, gifts and hospitality, charitable or political contributions, sponsorships, recruitment referrals, public sector interactions and whistleblower handling.

2. Legal and regulatory context

NexSys IT is an Australian company and this policy is governed by Australian law. NexSys IT operates from Victoria and must also comply with Victorian laws that apply to commercial bribery and secret commissions. Because NexSys IT works with clients, suppliers, contractors and partners outside Australia, this policy applies globally and is intended to meet Australian expectations even where local business customs are different.

Law/guidance	Why it matters	Policy response
Criminal Code Act 1995 (Cth), Division 70	Covers bribery of foreign public officials, including offers, promises or benefits intended to improperly influence a foreign public official to obtain or retain business or a business or personal advantage.	Zero tolerance for foreign bribery; approval and escalation required for all public official interactions involving gifts, hospitality, travel, sponsorship, donations or unusual payment requests.
Crimes Legislation Amendment (Combatting Foreign Bribery) Act 2024 (Cth)	Introduced a corporate offence for failing to prevent foreign bribery by an associate of a corporation and an adequate procedures defence.	NexSys IT must maintain risk-based, documented and monitored anti-bribery procedures covering employees, contractors, agents and suppliers acting for or on behalf of NexSys IT
Attorney-General's Department adequate procedures guidance, 2024	Identifies six elements for adequate procedures: control environment, top-level management responsibility, risk assessment, communication and training, reporting, and monitoring/review.	This policy embeds those elements and requires periodic risk assessment, third-party due diligence, training, registers and annual review.
Crimes Act 1958 (Vic), secret commission provisions	Makes corrupt secret commissions and undisclosed valuable consideration in agency/advice contexts indictable offences.	Prohibits kickbacks, undisclosed referral fees, secret commissions and benefits that influence advice, procurement or client/supplier decisions.

Law/guidance	Why it matters	Policy response
Corporations Act 2001 (Cth), whistleblower provisions	Protects eligible whistleblowers and restricts disclosure of identity or victimisation.	Sets protected reporting channels, confidentiality requirements, no-retaliation commitments and investigation principles.
Competition and Consumer Act 2010 (Cth)	Relevant where bribery or undisclosed inducements distort fair dealing, procurement, competition or customer trust.	Requires transparent dealings, accurate records and escalation of conduct that may be misleading, collusive or improper.

3. Who must comply

- All NexSys IT employees, directors, officers, managers and temporary staff.
- Contractors, consultants, suppliers, distributors, resellers, agents, implementation partners, subcontractors and any person or organisation performing services for or on behalf of NexSys IT
- Joint venture partners or project partners where NexSys IT has control, influence, referral relationships or ongoing commercial involvement.
- Any overseas third party engaged by NexSys IT or interacting with clients, government bodies or public sector entities in connection with NexSys IT business.

4. Core rule: zero tolerance

No person covered by this policy may offer, promise, authorise, give, request, agree to receive or accept a bribe, kickback, secret commission, improper inducement or other improper benefit. This rule applies whether the benefit is direct or indirect, made through a third party, made in cash or non-cash form, successful or unsuccessful, requested or volunteered, described as a fee, commission, rebate, donation, sponsorship, gift, hospitality, travel, discount, referral fee, employment opportunity or any other benefit.

5. Definitions

Bribe: Anything of value offered, promised, given, requested or accepted to improperly influence a decision, action or outcome.

Corruption: Abuse of entrusted power or position for private, commercial or organisational gain.

Secret commission / kickback: An undisclosed payment, commission, rebate, gift or benefit paid to an agent, adviser, employee or representative to influence conduct relating to another person’s affairs or business.

Foreign public official: A broad category including foreign government employees or officials, employees of foreign public enterprises, public international organisation officials, politicians, candidates, judges, military/police personnel, and intermediaries or representatives of those people.

Associate: For foreign bribery purposes, includes employees, officers, agents, contractors, subsidiaries, controlled entities and anyone otherwise performing services for or on behalf of NexSys IT

Facilitation payment: A payment or benefit requested to speed up or secure a routine government action, such as permits, customs clearance or processing. NexSys IT prohibits these payments.

Conflict of interest: A situation where personal, family, financial or outside interests could influence, or appear to influence, business judgement or duties to NexSys IT

6. Gifts, hospitality and entertainment

Gifts and hospitality can support legitimate business relationships, but must never be used to influence decisions or create a sense of obligation. NexSys IT applies a conservative approach, especially for public officials and procurement situations.

- Never offer or accept cash, cash equivalents, gift cards, personal loans, personal discounts, cryptocurrency, shares or other readily convertible benefits.
- Never offer or accept gifts or hospitality during a tender, procurement, contract negotiation, dispute, audit, licensing process or other sensitive decision period unless approved by senior management.
- Never split gifts or expenses to avoid approval thresholds.
- All gifts, hospitality or entertainment with a value above AUD 150, or any repeated gifts from the same source, must be recorded in the Gifts and Hospitality Register and approved by senior management.
- Any gift, hospitality, travel or accommodation involving a public official, including an overseas public official, requires prior written approval regardless of value.
- Modest working meals or event hospitality may be acceptable where reasonable, proportionate, transparent, infrequent, connected to a legitimate business purpose and accurately recorded.

7. Facilitation payments, public officials and government-related dealings

NexSys IT prohibits facilitation payments. Staff must resist and report requests for payments, gifts, favours or benefits connected with routine government action or public sector decision-making. Where there is an immediate threat to health, safety or liberty, a payment may be made only to protect life or safety; it must be reported as soon as possible and recorded accurately as a safety/extortion incident, not disguised as a business expense.

- Before engaging public officials or public sector entities, identify whether any person involved may be a public official or intermediary.
- Do not offer travel, accommodation, per diems, entertainment, gifts, sponsorships, donations, employment opportunities or unpaid benefits to public officials without prior senior management approval.
- Do not use agents, consultants or local partners to do anything NexSys IT cannot lawfully or ethically do itself.
- Record all public sector interactions, approvals and expenses accurately.

8. Third parties and offshore dealings

NexSys IT may be exposed to liability for bribery or corruption by third parties acting for or on behalf of the company, including overseas agents, consultants, distributors, implementation partners and contractors. Third-party controls must be risk-based and proportionate to the nature of the work, location, sector, public official exposure and payment structure.

- Complete due diligence before appointing higher-risk third parties, particularly where they interact with government, public sector clients, customs, licensing bodies or state-owned entities.
- Use written contracts that include anti-bribery and anti-corruption obligations, audit/cooperation rights, accurate invoicing requirements, no-facilitation-payment obligations and termination rights for breach.
- Require third parties to disclose conflicts of interest, beneficial ownership concerns, government connections and use of subcontractors or intermediaries.
- Do not approve success fees, unusual commissions, offshore payments, payments to unrelated accounts, cash payments, vague invoices, inflated expenses or requests to conceal the true purpose of a payment without senior management review.
- Monitor higher-risk third parties during the relationship, not only at onboarding.

9. Conflicts of interest

Employees and third parties must avoid conflicts of interest and immediately disclose any actual, potential or perceived conflict. Disclosure is required even where the person believes they can remain impartial.

- Personal, family or close relationships with a client, supplier, competitor, bidder or public official.
- Outside employment, consulting, referral arrangements or shareholdings that could affect NexSys IT duties.
- Receiving commissions, rebates, rewards or other benefits from suppliers, clients or partners.
- Participating in procurement, pricing, solution selection or contract management where the person has a private interest.

10. Donations, sponsorships, political activity and community support

Charitable donations, sponsorships, community support and political activity must never be used as a disguised bribe or inducement. NexSys IT does not make political donations unless expressly approved by the Managing Director and legally reviewed. Any donation or sponsorship must have a legitimate purpose, be transparent, accurately recorded, not benefit an individual decision-maker personally and not be linked to a tender, contract award, licensing decision or procurement outcome.

11. Recruitment, internships, referrals and personal favours

Employment, internships, referrals, secondments and personal favours can be things of value. They must not be offered to influence a client, supplier, public official or other decision-maker. Any request to hire, interview, place, refer or favour a person connected to a client, supplier, government official or project decision-maker must be disclosed to senior management before action is taken.

12. Books, records and expense controls

- All payments, benefits, gifts, hospitality, donations, sponsorships, rebates, commissions and expenses must be accurately described and recorded.
- False, misleading, incomplete or disguised entries are prohibited.
- Invoices must identify the true service provider, business purpose, services performed and payment destination.
- No undisclosed accounts, off-book arrangements, side letters or unapproved cash funds are permitted.
- Records relating to approvals, due diligence, registers, training and investigations must be retained in line with NexSys IT record retention requirements and any legal hold.

13. Reporting concerns and whistleblower protection

NexSys IT encourages employees and third parties to raise concerns early. Reports may relate to suspected bribery, corruption, facilitation payments, secret commissions, conflicts of interest, false accounting, retaliation, attempts to conceal misconduct or pressure to breach this policy.

- Concerns may be reported to a manager, senior management, the Managing Director, People/HR or another authorised reporting channel made available by NexSys IT
- Reports may be made anonymously where the reporting channel permits it.
- NexSys IT will protect confidentiality as far as practicable and consistent with legal obligations and a fair investigation.
- NexSys IT prohibits retaliation, victimisation, threats, dismissal, demotion, disadvantage, harassment or other detriment against a person who raises a concern in good faith or assists an investigation.
- Where a disclosure may qualify for statutory whistleblower protection, it must be handled in accordance with the Corporations Act whistleblower provisions and any separate NexSys IT whistleblower policy.

14. Investigations and breach management

- NexSys IT will assess and investigate reports promptly, fairly and proportionately.
- Employees and third parties must cooperate with investigations and preserve relevant records.
- Persons implicated in a report will be treated fairly and given an appropriate opportunity to respond, subject to confidentiality, legal privilege, safety and investigation integrity requirements.
- Confirmed breaches may result in disciplinary action, termination of employment or contract, recovery of losses, notification to regulators or law enforcement, and civil or criminal proceedings.

15. Training, communication and certification

- All employees must complete anti-bribery and anti-corruption training at induction and periodically thereafter.
- Higher-risk roles, including sales, procurement, finance, project delivery, vendor management and international engagement roles, may receive enhanced training.
- Key third parties may be required to acknowledge this policy or equivalent standards before

appointment and periodically during the relationship.

- Senior management must communicate a clear tone from the top that business must never be won or retained through bribery, corruption or improper influence.

16. Monitoring, review and continuous improvement

NexSys IT will review this policy and its related procedures at least annually, and sooner if there is a material change in law, business activities, markets, public sector exposure, third-party arrangements or risk profile. Reviews should consider gifts and hospitality register trends, due diligence outcomes, reported concerns, training completion, audit findings and lessons learned from investigations.

17. Practical red flags

- A third party refuses to certify compliance with anti-bribery standards or resists due diligence.
- A client, supplier or official requests cash, gift cards, personal benefits, donations, sponsorships, travel or hospitality connected to a decision.
- An agent claims to have a special relationship with a government official or can guarantee a result.
- Invoices are vague, inflated, split, backdated or inconsistent with the contract.
- Payment is requested to an offshore account, unrelated party, personal account or country unrelated to the work.
- A commission or success fee is unusually high, unexplained or not commercially justified.
- A request is made to keep a payment, gift, commission or relationship confidential from an employer, client, principal or authority.
- Pressure is applied to bypass procurement, onboarding, due diligence or approval controls.

18. Approval matrix

Activity	Default rule	Approval required	Register / record
Gifts/hospitality up to AUD 150	Permitted only if modest, infrequent and legitimate	Manager approval recommended for sensitive contexts	Expense record; register if repeated or sensitive
Gifts/hospitality above AUD 150	Not permitted unless reasonable and transparent	Prior senior management approval	Gifts and Hospitality Register
Any public official gift, hospitality, travel or accommodation	High risk	Prior senior management approval regardless of value	Register and supporting business purpose
Facilitation payment request	Prohibited	Escalate immediately; safety exception only	Incident record and senior management review
High-risk third party appointment	Proceed only after risk-based due diligence	Senior management approval	Due diligence file and contract clauses
Donation, sponsorship or political contribution	Must not influence business or decisions	Managing Director / senior management approval; legal review for political activity	Donation/sponsorship record
Conflict of interest	Must be disclosed before participation in decision	Manager/senior management conflict plan	Conflict of Interest Register

19. Roles and responsibilities

Role	Responsibility
Senior management	Own and approve the policy, model ethical conduct, allocate resources, approve high-risk matters and ensure review.
Managers	Communicate expectations, identify risks, approve or escalate requests, support training and protect reporters from retaliation.
Employees and contractors	Comply with this policy, complete training, keep accurate records, disclose conflicts and report concerns.
Finance / operations	Maintain payment controls, expense checks, registers and accurate books and records.
Third parties	Comply with contractual anti-bribery obligations and cooperate with due diligence, monitoring and investigations.

20. Related documents and registers

- Whistleblower Policy / reporting procedure
- Code of Conduct
- Conflict of Interest Register
- Gifts and Hospitality Register
- Supplier onboarding and due diligence procedure
- Procurement and delegated authority procedures
- Expense reimbursement policy
- Incident and investigation records

Appendix A - Pre-engagement third-party due diligence checklist

- Identify the third party, beneficial owners, key personnel and subcontractors.
- Confirm the scope of services, location of work, payment structure and business justification.
- Assess whether the third party will interact with government, public sector clients, licensing bodies, customs, tax, police, utilities, state-owned enterprises or public international organisations.
- Check for conflicts of interest, political exposure, sanctions, adverse media, corruption allegations, unusual reputation issues or refusal to provide information.
- Confirm fees are commercially reasonable and payments are to a bank account in the third party's name in the country where services are performed or where the third party is established.
- Include anti-bribery clauses, audit/cooperation rights and termination rights in the contract.
- Set monitoring requirements based on risk rating.

Appendix B - Response steps if bribery or improper payment is requested

1. Do not agree to the request and do not make the payment or offer the benefit.
2. Ask for the request to be put in writing or for the legal basis, fee schedule or official invoice if safe to do so.
3. Escalate immediately to your manager or senior management.
4. Record the details: date, location, people involved, amount or benefit requested, stated reason and any documents or communications.
5. If there is a threat to health, safety or liberty, prioritise safety and report the incident as soon as practicable.
6. Do not disguise any payment, expense or incident in NexSys IT records.

Source note

Prepared using the NexSys IT Anti-Bribery Anti-Corruption Policy 2024 as the baseline and updated with reference to current Australian Commonwealth and Victorian legal materials available at the date of preparation, including the Criminal Code Act 1995 (Cth), Crimes Legislation Amendment (Combatting Foreign Bribery) Act 2024 (Cth), Attorney-General's Department adequate procedures guidance, Crimes Act 1958 (Vic), Corporations Act 2001 (Cth) whistleblower provisions and ASIC whistleblower guidance.

Policy owner	CEO / Senior Management
Applies to	Employees, directors, officers, contractors, consultants, suppliers, agents, resellers, implementation partners and anyone performing services for or on behalf of NexSys IT
Jurisdiction	Australia, with specific application to the State of Victoria; global application to NexSys IT business dealings
Effective date	15 May 2026
Version	Anti-Bribery Anti-Corruption Policy 2026
Replaces	Anti-Bribery Anti-Corruption Policy 2024
Approved	Sean Zare CEO 14 May 2026

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