

1. Anti-corruption and bribery policy

Megaport conducts its business in an honest and ethical manner and operates a zero tolerance policy to bribery and corruption.

We expect our Directors, Senior Executives and all employees and business partners to maintain the highest standards of ethical conduct and integrity and to comply with the letter and spirit of all applicable laws relating to bribery and corruption.

Megaport has adopted the measures outlined in this policy in order to prevent corrupt or unethical conduct and provide guidance about acceptable forms of entertainment, hospitality and gifts.

1.1 Application of this policy

This policy applies to:

- » all directors, officers senior executives and employees of Megaport (**Company Personnel**); and
- » distributors and representatives, including any agents, consultants and contractors of Megaport (**Business Partners**).

Appropriate action will be taken in respect of any Company Personnel who breach this policy, including additional training, warnings, suspension or termination of employment. Breaches by Business Partners will be dealt with in accordance with the terms of engagement.

Bribery is a crime and can carry a sentence of up to 10 years' imprisonment. Megaport can also be liable for your activities and may face fines, exclusion from tendering for public contracts and damage to our reputation. We therefore take our legal responsibilities very seriously.

1.2 Bribery

Company Personnel and Business Partners must not:

- » provide, offer or promise, either directly or indirectly, a bribe to a public official or officer of a private sector company with the intention of obtaining or retaining business or a business advantage;
- » provide, offer or promise, either directly or indirectly, a bribe to any person;
- » permit, encourage or facilitate any other person to provide a bribe to a public official or officer of a private sector company;
- » request, receive or agree to receive a bribe;
- » make a facilitation payment in connection with a government action;
- » use false or fraudulent documents, including by establishing off-the-book accounts or falsifying accounts or transactions;

- » intentionally and improperly destroy documents or financial records without the prior written consent of Megaport.

A **facilitation payment** is a payment of a small amount to secure or expedite a routine governmental action to which a company is otherwise lawfully entitled. For example, making a payment to expedite obtaining permits or licences.

A **bribe** can be money or anything of value which is provided in order to influence a person to improperly exercise their duty. Such benefit may be provided, offered or promised directly or indirectly. A benefit offered to a public official which is permitted by written foreign law applicable to the official will not be prohibited.

A **public official** includes:

- » any officer or employee of a government or government owned/controlled entity;
- » a public international organisation;
- » a department or agency of a government or public international organisation;
- » any person acting in an official capacity for a government or public international organisation;
- » political parties or candidates.

An **officer of a private sector company** includes:

- » director;
- » manager; or
- » employee.

1.3 Gifts and reimbursement of expenses

Entertainment, hospitality and gifts

Megaport acknowledges that entertainment, hospitality, sponsored travel or accommodation and the giving of modest gifts (together, **Gifts**) can, in appropriate circumstances, be legitimate business activities. The framework in this Policy is not intended to prohibit reasonable and proportionate Gifts, it is designed to prevent Gifts where there is an intention to influence, induce or reward improper performance, in which case the Gift will be considered a bribe.

The practice of giving Gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. You must consider whether the Gift is appropriate, reasonable and justifiable in the circumstances. The intention behind the gift, entertainment or hospitality, should always be considered.

This Policy applies to any Gifts provided in the course of Megaport's activities, including Gifts provided or received by Megaport, Company Personnel or a Business Partner.

You shall not give or accept any Gift in the course of Megaport's business without satisfying the following requirements:

- » Receipt of prior approval from the General Counsel where you offer (and, where possible, where you receive) any Gift which is equivalent to:
 - (i) \$70 USD for a non-executive team member; or
 - (ii) \$140 USD for an executive team member.
- » Gifts are not made with the intention of influencing the recipient to improperly exercise their duty;
- » Any Gift complies with local law;
- » Any Gift is given in Megaport's name, not in your name;
- » The Gift is occasional, modest, reasonable and appropriate in the circumstances, including the average income and standard of living in the recipient's place of residence;
- » the Gift is not extravagant and does not create the appearance of impropriety and bribery;
- » the Gift is not of an explicit or inappropriate nature and does not involve an explicit or inappropriate venue;
- » taking into account the reason for the Gift the status, rank, or position of the intended recipient, it is of an appropriate type and value and given at an appropriate time; and
- » Gifts are given openly, not secretly; and if posted sent to the recipient's company address.

The receipt or provision of any Gift (or the refusal of any Gift due to it being inappropriate) must be properly recorded and notified to the General Counsel either in the form set out in Appendix 1 of this Handbook or by submitting a JIRA ticket at <https://jira.megaport.com/projects/GH/summary>. The Gift will be recorded in Megaport's gifts and hospitality register.

1.4 Reimbursement of expenses

Other than expenses which are occasional and of modest value (having regard to all of the surrounding circumstances) Company Personnel and Business Partners must not, without the prior written approval of the General Counsel, offer or promise to reimburse or pay expenses incurred by a public official or any other person.

Reimbursement or payment of expenses may be approved if:

- » there is a legitimate connection between the expenses and Megaport's legitimate business interests (for example, where the expenses are reasonable travel expenses incurred as a result of a person attending Megaport's premises or an event hosted by Megaport);
- » the reimbursement or payment does not create the appearance of impropriety or bribery; and
- » the reimbursement is provided directly to the government, government agency or organisation which the public official or officer of a private sector company represents or the payment is made directly to the third party provider of the goods or services.

1.5 Due diligence

The Business Partner Assessment Form contained at Appendix 2 (**Form**) must be completed before any Global Reseller Agreement, Open Alliance Agreement or Agency Agreement is entered into.

All identification documents (such as the certificate of incorporation for the Business Partner), proposed contracts or service orders must be uploaded to JIRA with the completed Form. The completed Form (and attachments) must be available for audit on request.

Company Personnel who are considering engaging a Business Partner, must undertake appropriate due diligence. This can include any or all of the following, as appropriate:

- » corporate structure inquiries;
- » assessment of the Business Partner's country of domicile and country of payment, and risks associated with tax evasion or money laundering;
- » media and google searches;
- » proof of identity for relevant persons;
- » business references;
- » review of applicable economic and trade sanctions;
- » assessment of location specific corruption risks using the Transparency International Corruption Perception Index and the World Bank's Worldwide Governance Indicators;
- » consideration of any "red flags" arising in the course of due diligence. Some examples of red flags include:
 - where the Business Partner's qualifications and/or reputation fails to match the scope of its representation or they otherwise appear under resourced to perform the work;

- a history of improper payment practices;
- refusal or reluctance to disclose the identity of owners, directors or officers, or insistence upon confidentiality;
- unusual or secretive payment methods or a request for cash or bearer instrument payments;
- a request of unusual bonus or special payments, or a request of payment in a jurisdiction outside the Business Partner's home country with no relationship to the transaction or entities involved.

Business Partners who exhibit an increased risk profile on the basis of the above inquiries and analysis must be discussed with and assessed by the General Counsel. This may include a full in-country due diligence analysis by a suitable organisation.

The Company Personnel responsible for the relationship with the Business Partner must certify that they have completed the appropriate due diligence on the Business Partner in accordance with this policy, and that the terms of the contract are consistent with normal industry practice for similar arrangements.

Legal will conduct a review of the Form and documentation provided by Company Personnel and will confirm whether the Business Partner has been approved.

1.6 Conduct of Business Partners

In order to ensure Megaport is not exposed due to the inappropriate conduct of Business Partners:

- » Arrangements with any Business Partners should:
 - require the Business Partner to certify compliance with applicable laws and this Policy;
 - require the Business Partner to provide copies of audited accounts and regulatory filings (upon request);
 - confirm that no director, officer or owner of the Business Partner is a public official;
 - clearly define the services to be provided to Megaport;
 - include provisions enabling Megaport to terminate or suspend the agreement for potential violations of applicable laws or this Policy;
 - provide that if the Business Partner is awarded a commission, that the commission be calculated based on an agreed percentage of the total contract value, consistent with the fair market value for the relevant services;
 - provide regular reporting on compliance with applicable laws and this Policy and the services provided to Megaport in the preceding period.

- » Company Personnel must not make payments to a Business Partner if the ultimate destination of the funds is not clear or if the fees appear to be disproportionate to the legitimate services being provided (having regard to all of the surrounding circumstances, including the average income and standard of living in the relevant country).

1.7 Raising concerns

You are encouraged to raise any concerns or suspicions of bribery or corruption as soon as possible. Any reports will be dealt with in accordance with Megaport's Whistleblower Policy.

In accordance with the Whistleblower Policy, the person reporting the breach or inappropriate conduct will be protected from victimisation, harassment, discrimination, demotion, dismissal or current or future bias as a result of making the report.

In raising a concern, you may choose to remain anonymous.

1.8 Training

Training on this policy forms part of the induction process for all new employees. All existing employees must complete regular, scheduled training on how to implement and adhere to this policy.

1.9 Monitor and review

The General Counsel will monitor compliance with this policy on an ongoing basis and the Policy will be formally reviewed annually to ensure the Policy and procedures set out in the Policy remain effective and appropriate for Megaport's business operations.

1.10 Applicable Laws

Megaport complies in full with the laws and regulations of those countries in which we operate, including:

- » in Australia, the Criminal Code Act 1995
- » in the UK, the Bribery Act 2010
- » in the US, the Foreign Corrupt Practices Act 1977

Anti-bribery and corruption laws may have extra-territorial reach and many jurisdictions in which Megaport operates have equivalent or similar laws, all of which Megaport and its Company Personnel and Business Partners must comply with.

1.11 Compliance with this policy

Failure to follow this policy increases the risk of a violation of applicable laws. Any breach of this policy will be taken very seriously, and may result in disciplinary action, including the termination of your employment or engagement.