

Altium Anti-Bribery and Corruption Policy

1. Introduction

Altium strives to maintain a high standard of integrity, investor confidence and good corporate governance. This can only be achieved and maintained if the community is confident that employees are not influenced by gifts, benefits and bribery.

This policy states Altium's requirements regarding the management of gifts and benefits, to protect employees and Altium. Altium employees must not give or accept gifts and benefits that will compromise, or appear to compromise, their integrity and objectivity in performing their duties, or cause, or appear to cause a conflict of interest.

This policy applies to all Altium employees globally. Internationally, Altium employees are subject to the laws of the country they are in and must abide by them, however, in addition, the principles of this policy must be followed regardless of whether or not that country has specific bribery and corruption laws.

This policy supports the Altium Code of Conduct and Whistle Blower Policies.

2. What is Bribery and Corruption?

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages e.g. Donations.

Corruption is the abuse of entrusted power for private gain.

3. Scope

This policy applies to anyone who is employed by or works at Altium, including employees (whether permanent, fixed-term or temporary), contractors, consultants, secondees and directors wherever located (collectively referred to as employees in this policy).

Third party means any individual or organisation you come into contact with during the course of your work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

This policy covers:

- Bribes
- Gifts and hospitality
- Facilitation payments
- Political contributions
- Charitable contributions

4. Policy

4.1. Bribes

ALTIUM employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

4.2. Gifts and Hospitality

Altium employees must declare and report gifts and / or benefits, either offered or accepted and valued at **US\$500** or more, in **the Gift and Entertainment Register** to safeguard and make transparent their relationships and dealings with individuals, organisations and client groups.

Employees should notify their manager of the fact that they have received the gift or benefit and must make the entry within **10 working days** of receiving / being offered the gift or benefit. If it is known in advance, the receipt of the gift or benefit should be discussed with your manager prior to acceptance. Gifts should not be accepted on a re-occurring basis or broken down into parts of less than **US\$500**.

Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it complies with the following:

- Made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice.
- No obligation – it does not place the recipient under any obligation
- No expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction
- Made openly – if made secretly and undocumented then the purpose will be open to question
- Reasonable value – its size is small and in accordance with general business practice
- Appropriate – its nature is appropriate to the relationship
- At “arm’s length” – all transactions / gifts should be at an “arm’s length” basis with no special favours and no special arrangements
- Legal – it complies with relevant laws
- Documented – the expense or gift, if valued at **US\$500** or more, is fully documented in the **Gift and Entertainment Register**

Altium Anti-Bribery and Corruption Policy

The following circumstances are **never** acceptable:

- **Gifts in the form of cash**
- “Quid pro quo” (a benefit or advantage offered for something in return)
- Entertainment of a sexual or similarly inappropriate nature
- Making incomplete, false or inaccurate entries in Altium’s books and records, e.g. Gift and Entertainment Register

4.3 Facilitation Payments

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g. Processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official’s action, only its timing.

Facilitation payments, whether legal or not in a country, are prohibited under this policy.

4.4. Political Contributions

Political Contributions are prohibited under this policy.

4.5. Charitable Contributions

Charitable support and donations are acceptable; however, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

Altium only allows charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation must be offered or made on behalf of Altium without the prior approval of the CEO.

All charitable contributions made on behalf of Altium must be recorded.

5. Employee Responsibilities

Employees are required to read, understand and comply with this policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control.

Altium Anti-Bribery and Corruption Policy

All employees are required to avoid any activity that might lead to or suggest a breach of this policy.

Employees must notify their manager or a Protected Disclosure Officer as soon as possible if they believe or suspect that a conflict with, or breach of, this policy has occurred, or may occur in the future. Any employee who breaches this policy will face disciplinary action, which could result in termination of employment.

Remember, a bribe does not actually have to take place – just promising to give a bribe or agreeing to receive a bribe is sufficient to prove the offence.

6. Record-Keeping

Employees must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and enter in the **Gifts and Entertainment Register** all hospitality or gifts offered or accepted valued at **US\$500** or more within **10 business days**. This Register may be subject to managerial review and audit. You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with Altium's expenses policy and specifically record the reason for the expenditure.

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

7. How to Raise a Concern

Under the *Code of Conduct*, Altium employees have a responsibility to help detect, prevent and report instances not only of bribery and corruption, but also of any other suspicious activity or wrong doing in connection with Altium's business. Altium is committed to ensuring that all employees have a safe, reliable and confidential way of reporting any suspicious activity. You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with your manager. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with your manager.

If you are not comfortable, for any reason, with speaking directly to your manager, under Altium's *Whistleblower Policy* which affords certain protections against reprisal, harassment or demotion for making the report, *any employee may make a report to any of the following Protected Disclosure Officers:*

Company Secretary	- Kim Besharati	Email: kim.besharati@altium.com
Chief Financial Officer	- Joe Bedewi	Email: joe.bedewi@altium.com
Legal Counsel	- Tim Hale	Email: tim.hale@altium.com
Chair of Audit & Risk committee	- Raelene Murphy	Email: raelene.murphy@altium.com

A report may be submitted anonymously if you do not wish to disclose your identity to the Protected Disclosure Officer.

8. Monitoring and Review

Regular reviews of the **Gift and Entertainment Register** enable the identification and management of any emerging risks, e.g. if a particular company is presenting a significant number of gifts to various employees or if companies are offering frequent and substantial hospitality to employees, e.g. Dinners, seats at sporting events, access to corporate boxes at sporting or cultural venues, upgrades on flights, theatre tickets etc.

The Audit and Remuneration Committee may monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption. There may also be independent reviews undertaken from time to time by External Audit.

APPENDIX 1

Gift and Entertainment Register

Employees should notify their manager of the fact that they have received/been offered the gift or benefit and must make the entry within **10** working days of receiving/being offered the gift or benefit. If it is known in advance, the receipt of the gift or benefit should be discussed with your manager prior to acceptance. Managers are responsible for actioning gifts and benefits reported to them within **10** working days of receiving the disclosure from the employee. The possible actions include approving, declining, donating or returning the gift or benefit. If a gift or benefit is valued at **\$500** or more, Regulatory Assurance must also be contacted for advice/approval.

Gifts and Entertainment

Employees of Altium may:

- a) Accept token gifts / benefits where the gifts / benefits are offered in business situations or to all participants and attendees (e.g. seminars, conferences, trade and business events). These items are not given as a personal gift for use outside the business environment and a reasonable person would not perceive token gifts as items designed to influence or win favours. Token gifts could include pen, cap, stationery, coffee mug, stress ball, mouse pad, corporate umbrellas and memory sticks. You do not need to declare and report token gifts on the Gifts and Entertainment Register.
- b) Accept a gift / benefit for presenting at a conference, seminar, and / or business event. You must declare and report the gift / benefit on the Gifts and Entertainment Register if a reasonable person would value the gift over the amount of **\$500**.
- c) Accept a ceremonial gift from another organisation on behalf of Altium. Ceremonial gifts belong to Altium. You must declare and report the item on the Gifts and Entertainment Register and arrange to display the item in Altium where appropriate.
- d) Accept a gift / benefit given in gratitude when hosting business events or overseas delegations only where refusal would be unreasonable and unnecessarily offensive. You must declare and report the gift / benefit on the Gifts and Entertainment Register.
- e) Accept light refreshments (e.g. tea, coffee, water, juice) or a modest meal during a meeting or as a participant of a working group. This is considered a basic courtesy and under similar circumstances Altium would reciprocate by providing similar light refreshments/modest meals to attendees at meetings or working groups hosted by Altium. You do not need to declare and report basic courtesy on the Gifts and Entertainment Register.

Altium Anti-Bribery and Corruption Policy

APPENDIX 1.1

Completing the Register

The following information is required in completing the Gift and Entertainment Register:

Receiving Gifts and Entertainment	Offering Gifts and Entertainment
Date Received	Date Offered
Name, Position & Business Unit of Recipient	Name, Position & Business Unit of Offeror
Name of Giver (Who is giving you the gift / entertainment)	Name of Receiver (Who are you offering the gift / entertainment too)
Description of gift / entertainment	Description of gift / entertainment
Value \$ *	Value \$ *
Reason for acceptance	Reason for offering
Decision on what will happen to gift/entertainment	Name and Position of Approving Manager
Name and Position of Approving Manager	
Regulatory Assurance approval obtained **	Regulatory Assurance approval obtained **

* Based on the reasonable person test, i.e. if the value is not known what value would a reasonable person place on the gift /entertainment

** If a gift / entertainment is valued at \$500 or more, Regulatory Assurance must also be contacted for advice / approval

Policy established January 2019