

1. Anti-corruption and bribery policy

Megaport conducts its business in an honest and ethical manner and has 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 all applicable laws relating to bribery and corruption.

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

1.1. Who does this policy apply to?

This policy applies to:

- » all directors, officers, senior executives and employees of Megaport (**Personnel**); and
- » any third parties acting for or on behalf of Megaport (e.g. distributors, agents, consultants and contractors of Megaport (**Business Partners**)).

Appropriate action will be taken in respect of any Personnel who breach this policy, including additional training, warnings, suspension or termination of employment and/ or notifying relevant authorities of potential criminal conduct. Breaches by Business Partners will be dealt with in accordance with applicable laws and the terms of engagement.

Bribery is a crime and depending on the jurisdiction, can carry a sentence of up to 10 years' imprisonment and substantial fines, including in some cases amounts that may exceed the benefits directly or indirectly obtained from the illegal conduct. 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. What is bribery?

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 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;
- » any other individual identified under local regulation (including, for example, a family member or representative of any of the foregoing).

An officer of a private sector company includes:

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

1.3. Entertainment, hospitality and gifts

Megaport recognises that it is accepted business practice that entertainment, hospitality, and the giving of small 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 may 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 and any gift that is or could be considered to be given or received with the intention of establishing any amount of *quid pro quo* (whether in the form of reciprocal gifting, inducement to do business, or otherwise) should not be given and should be refused or returned if offered or sent.

Megaport has an internal Gifts and Hospitality Policy. This Policy applies to any Gifts provided in the course of Megaport's activities, including Gifts provided or received by Megaport. The receipt or provision of any Gift

(or the refusal of any Gift due to it being inappropriate) must be properly notified to the Legal department either via email or by submitting a JIRA ticket at <https://jira.megaport.com/projects/GH/summary>. Subject to local laws, Megaport shall not give or accept any Gift in the course of Megaport's business without confirming:

- (a) receipt of prior approval from the Legal department where you offer (and, where possible, where you receive) any Gift which is:
 - (i) at or below the equivalent to \$120 USD for a non-executive team member; or
 - (ii) at or below equivalent to \$250 USD for an executive team member.
- (b) not made with the intention of influencing the recipient to improperly exercise their duty;
- (c) given in Megaport's name, not in your name;
- (d) occasional, modest, reasonable and appropriate in the circumstances;
- (e) not extravagant and does not create the appearance of impropriety and bribery;
- (f) of an appropriate type and value and given at an appropriate time, taking into account the reason for the Gift the status, rank, or position of the intended recipient; and
- (g) given openly, not secretly; and if posted is sent to the recipient's company address.

1.4. Reimbursement of expenses may be a bribe

Other than expenses which are occasional and of modest value (having regard to all of the surrounding circumstances), Personnel and Business Partners must not, without the prior written approval of the Chief Legal Officer, 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 and documented 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

Megaport must undertake proper due diligence before entering into third party arrangements with Business Partners. A Business Partner Assessment (**BPA**) form must be completed before any Global Reseller Agreement, Open Alliance Agreement or Agency Agreement is entered into. A copy of our current BPA form

is available on Confluence, accessible via Ironclad or can be made available upon request.

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

Appropriate due diligence can include any or all of the following, as appropriate:

- » corporate structure inquiries (e.g. a copy of their certificate of incorporation);
- » assessment of the Business Partner's country of domicile and country of payment;
- » media and google searches;
- » proof of identity for relevant persons;
- » business references;
- » review of applicable economic and trade sanctions;
- » know-your-customer requirements as mandated by local regulation (including but not limited to anti money laundering laws);
- » confirmation of applicable local registry requirements (including but not limited to, registration of specialised services providers);
- » 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 present a red flag, on the basis of your inquiries and analysis, must be discussed with and assessed by the Chief Legal Officer. This may include a more formal due diligence analysis by a suitable organisation.

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 Personnel and will confirm whether the Business Partner has been approved.

1.6. Conduct of Business Partners

Arrangements with Business Partners should:

- require the Business Partner to certify compliance with applicable anti bribery and corruption 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.
- » 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. How to raise a concern or breach?

You are encouraged to raise any concerns or suspicions of bribery or corruption as soon as possible with your Manager, a senior Executive or a Director of the Megaport Board. Any reports will be dealt with in accordance with Megaport's Whistleblowing [policy here](#).

In accordance with the Whistleblowing 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 an ongoing basis.

1.9. Monitor and review

The Chief Legal Officer 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 applicable laws and regulations of those countries in which we operate, including, without limitation:

- » in Australia, the Criminal Code Act 1995
- » in the UK, the Bribery Act 2010
- » in the US, the Foreign Corrupt Practices Act 1977
- » in Mexico, the General Law of Administrative Liabilities (*Ley General de Responsabilidades Administrativas*) and the Federal Anti-Money Laundering Act (*Ley Federal para la Prevencion e Identificacion de Operaciones con recursos de Procedencia Illicita*)

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 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. In addition, Megaport may be required to notify local relevant authorities of any conduct or omission in violation of applicable laws.

Effective: 1 August 2022.

Version history:

Policy date	Author(s)	Notes
1 June 2019	General counsel	Adopted by board
1 August 2022	General Counsel	Revised and updated for legislative changes and policy development.
8 August 2022	General Counsel	Adopted by board
13 May 2025	Chief Legal Officer	Revised and updated for legislative changes, monetary limits and policy development.