

1. Introduction and scope

Altium Limited (Altium) strives to maintain a high standard of integrity, investor confidence and good corporate governance to realise its core values including transparency and ingenuity. This may be achieved and maintained only if the community is confident that Altium employees are not influenced by gifts, benefits or bribes. Serious criminal and civil penalties may be incurred, and reputational damage may be suffered if Altium or Altium's employees are involved in bribery or corruption.

To protect Altium and its employees, this policy states Altium's requirements regarding the management of gifts and benefits. 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 Altium Board members as well as Altium's officers, employees and consultants, whether full or part time or casual, and all persons working for the Altium Group under a contract or a consultancy agreement, wherever located (collectively referred to as 'employees' in this policy) Altium employees are subject to the applicable laws of the country where they reside 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 laws concerning bribery and corruption.

All Altium employees are required to understand and comply with this policy and to follow the reporting requirements disclosed in this policy.

All Altium employees should be vigilant and report any breaches or suspicious activity to their manager or a Protected Disclosure Officer (see section 6). Any breaches of this policy will be taken seriously and may result in disciplinary action which may include, termination of employment. The financial penalties for bribery offences can potentially be very significant and serious for individuals and the company. There is real risk that individuals who are found to have committed bribery offences may be sentenced to imprisonment. This policy should be read together with Altium's Code of Conduct and Whistleblower Policy. Copies of these documents are available from Altium's website.

2. What is Bribery and Corruption?

A general overview of what constitutes bribery is set out below. It is the responsibility of each employee to attend training which will provide information on the laws that apply and the jurisdictions in which Altium conducts business. If an employee is in doubt as to the required obligations, they should contact the Company Secretary to discuss their circumstances in further detail.

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, secret commissions, rewards or other advantages. Examples include, but are not limited to:

- Donations;
- Non-cash gifts;
- Political or charitable contributions;
- Business or employment opportunities; and
- Lavish corporate hospitality.

It is irrelevant if the bribe is accepted or paid.

Corruption is the abuse of entrusted power for private gain.

In this policy, references to **third parties** include any individual or organisation an employee may come into contact with during the course of performing work duties, 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.

3. Policy

3.1. Bribes

Altium employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly. Examples include, but are not limited to, situations where inducements could be used:

- to obtain or retain business for or on behalf of Altium, or to obtain any improper advantage in furtherance of Altium's business;
- to obtain, retain or fulfil a legal or regulatory requirement in furtherance of Altium's business;
- approve any offers, or make, request or receive an irregular payment or other things of value, to win business or influence a business decision in Altium's favour; or
- in relation to any commercial transaction or relationship to which Altium is or may be a party.

In the event that an employee is offered a bribe, the employee must refuse the offer and immediately report the incident through appropriate escalation channels by reporting it to the Company Secretary.

3.2. Gifts and Hospitality

This policy is intended to provide a guide to employees on what forms of gifts and hospitality are considered acceptable and unacceptable. Gifts, benefits and hospitality may be, or may be perceived to be, bribes if they are given or received with the intention of improperly gaining a business advantage.

If an Altium employee offers or accepts a gift or benefit valued at **US\$500** or more:

- if it is known in advance, the offer or receipt of a gift or benefit should be discussed with an employee's manager prior to providing or acceptance;
- if it is not known in advance, the employee must notify their manager that they have either offered or received the gift or benefit as soon as reasonably practicable;

- managers must action the gift or benefit reported to them within **10 working days** of receiving disclosure from the employee. Possible actions include approving, declining, donating or returning the gift or benefit. The manager must also obtain advice and approval for the proposed course of action from the VP Human Resources; and
- Upon being advised of the gift or benefit, but no later than **10 working days** of having been notified of the gift or benefit, the VP Human Resources must ensure that an entry of the gift or benefit is recorded in Altium's Gift and Entertainment Register.

Gifts should not be accepted or offered on a recurring basis or broken down into parts of less than **US\$500**.

Gifts and hospitality must not be offered to, nor accepted from, government officials or public officers by Altium employees without prior approval from the CEO.

3.3. Completing the Gift and Entertainment Register

The following information is required for 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
VP Human Resources approval obtained	VP Human Resources 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.

3.4. Acceptable gifts and hospitality expenditure

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 – it is not given in secret or without proper documentation. If undocumented or made secretly the gift's purpose will be open to question.
- Made infrequently – the gifts or benefits are not made on a recurring basis.
- Reasonable value – its size is modest and in accordance with general business practice.
- Appropriate – its nature is appropriate to the giver and recipient's business relationship and situation.
- At "arm's length" – all transactions and gifts should be made on an "arm's length" basis and without special favours or special arrangements.
- Legal – it complies with relevant laws.
- Documented and approved – the expense or gift, if valued at **US\$500** or more, is fully documented in the Gift and Entertainment Register and approved by the employee's manager and the VP Human Resources in accordance with this policy.

Employees must ensure all expense 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.

Employees may accept (provided that, where the value of the gift is over US\$500, the gift/benefit must be reported in the Gifts and Entertainment Register and approved by the employee's manager and the VP Human Resources in accordance with this policy):

- 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 pens, caps, stationery, coffee mugs, stress balls, mouse pads, corporate umbrellas and memory sticks.
- A gift / benefit for presenting at a conference, seminar, and / or business event.
- A ceremonial gift from another organisation on behalf of Altium.
- A gift / benefit given in gratitude when hosting business events or overseas delegations only where refusal would be unreasonable and unnecessarily offensive.
- 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.

The following circumstances are **never** acceptable:

- Gifts in the form of cash or which are readily convertible into cash (e.g. shares, gift cards).
- "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. the Gift and Entertainment Register.

3.5. Facilitation Payments

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a routine governmental action by a public official (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.

3.6. Political Contributions

Political contributions are donations to political parties, organisations, candidates, elected representatives and other government officials.

Political contributions are prohibited other than with the prior approval of the Chair of the Board or the CEO.

3.7. Charitable Contributions

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

Altium allows charitable donations that are legal and ethical under local laws and practices only. Charitable donations may only be made to registered charities in the local jurisdiction.

Donations must not be offered or made on behalf of Altium without the prior approval of the Altium CEO. All charitable contributions made on behalf of Altium must be recorded with our Finance department.

4. Employee Responsibilities

Employees are required to read, understand, attend training relating to, and comply with, this policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those who work for Altium or are under Altium's control.

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" (see section 6) 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.

5. 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.

Employees must declare all hospitality or gifts offered or accepted valued at US\$500 or more

within **10 business days**. Altium's HR team will record the gift in the Gifts and Entertainment Register. This Register may be subject to managerial review and audit. Employees must ensure all expense 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 customers, 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.

6. How to Raise a Concern

Under Altium's Code of Conduct, 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 wrongdoing 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.

Employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage in accordance with Altium's Whistleblower Policy.

Conscious disregard, deliberate ignorance and willful blindness will not avoid liability for bribery and corruption.

Reports of illegal conduct or alleged illegal conduct will be taken seriously. Altium is committed to pursuing investigations promptly and adopting an appropriate and fair response which reflects our commitment to preventing bribery and corruption. Altium will take all available steps to provide protection to persons who raise concerns, from any victimisation or detrimental action in reprisal for making a report.

7. Monitoring and Review

Regular reviews of the **Gift and Entertainment Register** enable the identification and management of any emerging risks, for example:

- 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 such as dinners, seats at sporting events, access to corporate boxes at sporting or cultural venues, upgrades on flights, theatre tickets etc.

The Board and the Audit & Risk Management Committee will be informed of any material breaches of this policy.

The Audit & Risk Management Committee will annually review the adequacy of this policy.

This policy is available on the Altium website www.altium.com.