

Anti-Bribery and Corruption Policy

Chrysos Corporation Limited
ACN 613 131 141
(Company)

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“Speed of Light” Summary Guidance

DO NOT OFFER, GIVE OR ACCEPT BRIBES

The Company and anyone acting on behalf of the Company (including Employees and Business Partners), must not offer, give, agree to give, or authorise a Bribe, nor must they accept a Bribe in the course of their employment or work for the Company under any circumstances.

TAKE APPROPRIATE STEPS TO ENSURE BUSINESS PARTNERS DO NOT OFFER, PAY OR ACCEPT BRIBES

The Company and its Employees must be alert to the Bribery and Corruption risks presented by their Business Partners and take appropriate steps to mitigate them in accordance with this Policy.

DO NOT MAKE FACILITATION PAYMENTS

This prohibition applies even where Facilitation Payments are permitted by law. Only the CEO, CFO or Secretary may grant exceptions to the prohibition on Facilitation Payments. Any payments made to assure the immediate personal safety of an individual would not be considered a violation of this Policy, but must nevertheless be immediately reported to your manager, the CEO or other senior Company personnel or a Company Compliance Officer.

REMAIN VIGILANT

You should remain vigilant, particularly in high risk Bribery and Corruption environments, and concerning any dealings that your Company has with Government Officials in connection with any other scenarios not specifically discussed in this Policy. You should also be alert to the red flags listed in Section 4.8 of this Policy. Bribery and Corruption risks change and evolve over time, and although this Policy seeks to identify some of the key areas where the Company is aware that risks may emerge, Employees must remain aware of the Company’s exposure to requests for Bribery in the full range of the Company’s operations.

DOCUMENT APPROPRIATELY

It is essential that the Company’s books and records accurately reflect all payments and Anything of Value given or received. It is important that invoices received from Business Partners also accurately reflect the nature of payments and Anything of Value made in relation to our business.

UNDERSTAND THE CORRUPTION RISKS AND POLICY REQUIREMENTS APPLICABLE TO YOUR JOB

These will vary depending on the nature of your responsibilities. Sometimes the risks are not obvious.

REPORT CONCERNS

If you have questions or doubts as to whether your actions or the actions of others are consistent with this Policy, seek advice. You must also report any known or suspected violations of this Policy in the same way. The Company does not tolerate or permit any form of retaliation against any person who reports a suspected violation in good faith.

VIOLATION OF THIS POLICY MAY RESULT IN DISCIPLINARY ACTION

Where an Employee is found to have acted in breach of this Policy, that Employee will be subject to disciplinary action, including possible termination of employment or contract.

Business Partners and other third party representatives of the Company who engage in practices inconsistent with, or in violation of this Policy, are deemed to have violated their contractual obligations to the Company and may be subject to immediate cancellation of their relationship with the Company.

1 Scope and Purpose of Policy

Company's Commitment

The Company is committed to conducting business in an ethical manner, with integrity, and in compliance with laws in all countries in which we operate. Corruption, bribery and other illegal and unacceptable business practices will not be tolerated.

The purpose of this Policy is to establish controls and set out expected standards of conduct, and to ensure compliance by the Company with all applicable anti-bribery and corruption laws and to ensure that the Company conducts its business within the scope of the Company's core values and commitments with honesty and integrity and in a socially responsible manner.

The Company has a “zero tolerance” approach to acts of bribery and corruption by any of our Employees and Business Partners. As well as being morally wrong and harmful to the reputation of the Company, bribery and corruption are criminal offences that expose the Company and individuals to the risk of prosecution, fines and imprisonment.

The Company will support ethical business conduct through:

- (a) commitment to this Policy;
- (b) educating our Employees and Business Partners about the ethical conduct of business in all countries;
- (c) accountability of management to ensure all Employees are fully aware of their responsibilities; and
- (d) regularly auditing operations to check for compliance.

This Policy also sets out the requirements of the Company regarding the management of gifts and benefits. Employees of the Company 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 equally to all directors, officers and employees of the Company, including those who work part-time or on fixed or temporary contracts (collectively called the “**Employees**”), and any Business Partner in their relationship with or in their activities for or on behalf of the Company.

This Policy also applies globally. Employees and Business Partners of the Company are advised that the Australian *Criminal Code Act 1995* (Cth) (**Criminal Code**), the U.S. *Foreign Corrupt Practices Act of 1977* (**FCPA**) and the UK *Bribery Act of 2010* (**UKBA**) have extra-territorial reach and can impact actions taken by the Company and its Employees and Business Partners outside the territory of Australia, the United States and the United Kingdom. For example, an Australian citizen may be prosecuted under the Criminal Code for a violation of that law that occurs outside of Australia.

The Company's management is committed to:

- (a) ensuring the Company is seen as beyond reproach in our business dealings in all countries in which we operate;
- (b) engaging with customers and other stakeholders who conduct their business ethically and to the same high level of integrity as the Company; and
- (c) offering anti-corruption and anti-bribery training to all Employees.

The Company's Employees are committed to:

- (a) completing and putting into practice all anti-corruption, anti-bribery and related training provided by the Company;
- (b) understanding and complying with all laws in the country in which they work; and

- (c) seeking advice from their manager whenever they are uncertain about the integrity of a business interaction.

Any breach of this Policy may result in disciplinary action, including termination of employment or contract. If the matter involves a breach of law or other regulation, the matter may also be referred to an appropriate law enforcement authority.

The Company will actively monitor and review conduct of business in all locations to ensure the objectives of this Policy are being met.

This policy forms part of the Company's whistleblowing management system, risk management system and corporate governance framework. Related documents and resources include:

- (a) the Company's Whistleblower Policy, as amended from time to time; and
- (b) the Company's Ethical Business Conduct Policy, as amended from time to time.

2 Definitions

General terms and abbreviations used in this Policy have the meanings set out below:

Anything of Value includes any monetary or non-monetary advantage, including but not limited to cash, cash equivalents (e.g. gift cards), gifts, inflated commissions, unauthorised rebates, political or charitable donations, offers of employment, excessive entertainment, meals, travel-related expenditures (even if the Company pays those expenditures directly to a travel vendor), services, business or investment opportunities, assistance to or support for family members, loans, subsidies, training, sponsorships or any other benefit for which fair market value is not paid.

Board means the board of directors of the Company.

Bribe and **Bribery** have the meanings set out in section 3.1

Business Partner means any third party acting outside of the Company that: (i) will perform services on behalf of, or will otherwise represent the business interests of, the Company or any subsidiary or affiliate and (ii) may have an opportunity to receive, offer, promise, or give a Bribe on the Company's or any subsidiary or business unit's behalf. Examples of Business Partners may include but are not limited to sales agents, promotion and marketing agents, lobbyists, customs agents, logistics providers, joint venture partners, and consultants.

CEO means the Company's chief executive officer.

CFO means the Company's chief financial officer.

CPO means the Company's chief people officer.

Company means Chrysos Corporation Limited ACN 613 131 141 and its related bodies corporate.

Compliance Laws means any potentially applicable anti-corruption laws, rules and regulations, including but not limited to:

- (a) Division 70 of the *Criminal Code*;
- (b) the FCPA; and
- (c) the UKBA.

Compliance Officer is any individual at the Company designated with anti-corruption compliance responsibilities

Corruption has the meaning set out in section 3.2

Employees has the meaning given in section 1.

Facilitation Payment has the meaning set out in section 4.4

Government Entity is a government; a government department, agency, or instrumentality; a political party; a state-owned or controlled company or entity (including any public university, state owned media organisation or any state-owned or controlled company or entity engaged in commercial enterprise/business); or a public international organisation, such as the World Health Organisation, the United Nations or World Bank.

Government Official is an official, employee or other person acting permanently or temporarily on behalf of any Government Entity, irrespective of the title or level of seniority of the person, or any candidate for political office. Government Officials include, for example, any doctors, nurses, administrators or other employees working for a public hospital or other health organisation; an employee of a company or business owned or controlled by a government or government agency; a contractor working for a Government Entity (e.g. a contractor working for a Government department); or an official or employee of a public international organisation, such as the World Health Organisation, the United Nations or World Bank.

Policy means this anti-bribery and corruption policy.

Quid Pro Quo is money or Anything of Value intended to operate, or which may reasonably be perceived as operating, to influence an action or decision.

Secretary means the secretary of the Company.

Whistleblower Policy means the Company's whistleblower policy.

3 What is Bribery and Corruption

3.1 Bribery

Bribery includes giving, agreeing to give, offering, or receiving Anything of Value to influence the behaviour of someone in Government or business in order to obtain an improper benefit or advantage or 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, donations, loans, fees, rewards or other advantages.

There is no "small payment" or *de minimis* exception for payments made with a corrupt intent under this Policy and almost all Compliance Laws. Thus, even minor payments can violate this Policy and Compliance Laws if they are intended as Bribes.

3.2 Corruption

Corruption is the abuse of entrusted power for private gain.

4 Policy

4.1 Bribery and Corruption

All Employees and Business Partners must not:

- (a) make, offer, promise, agree to make, or authorise the payment, directly or indirectly, of Anything of Value to any Government Official or any person while knowing that all or part of such value will be shared with a Government Official, where the intention of such Bribes are to influence any act or decision of such person, causing such person to act or fail to act in violation of their lawful duty, or cause such person to influence any act or decision of any Government Entity, in order to assist the Company to obtain

or retain business, secure any improper advantage, or direct business for the benefit of the Company.

- (b) make, offer, promise, agree to make, or authorize the payment, directly or indirectly, of Anything of Value to any private individuals where the intention of such Bribes are to induce that person to improperly perform a relevant function or activity such as their work or to reward a person for having improperly performed a relevant function or activity related to their work, in order to assist the Company obtain or retain business, secure any improper advantage, or direct business for the benefit of the Company.
- (c) receive or solicit, directly or indirectly, Anything of Value from any person for the purpose of assisting that person in improperly obtaining or maintaining a business relationship with the Company. If any Government Entity or Government Official solicits or attempts to solicit any money or Anything of Value in order to obtain an improper advantage or benefit, the Employee or Business Partner must refuse such solicitation or request and immediately report the event.

“Knowledge” of the conduct listed in this section 4.1 is a broadly defined term that includes not just actual knowledge that misconduct is occurring, but indifference, ignorance, or wilful blindness that misconduct is occurring.

This Policy applies equally to the conduct of Business Partners, who must not engage in any of the prohibited conduct described in this section 4.1. Further, Employees with “knowledge” that a Business Partner is or may be engaging in any prohibited conduct are considered as violating Company policy. For further information about Business Partner onboarding and monitoring, refer to section 4.8 of this Policy.

Example 1

The Company is having difficulty obtaining a license which it requires to operate its business in Country B. The license has previously been refused due to safety concerns. An employee of the Company is then approached by a Government Official from Country B, who intimates that they may be able to talk to the right people, and arrange for the license to be approved. The Government Official requests payment in order to make sure “things go smoothly”. The employee then arranges for payment to be made. Is this a Bribe?

Yes. A payment has been made to a third party (in this instance, a Government Official) for the purposes of obtaining an improper business advantage. Please note that the license does not need to be granted in order for this to be considered a Bribe and to have violated this Policy and Compliance Laws.

4.2 Gifts, Entertainment, Meals and Travel Expenses

As outlined above, Employees and Business Partners must not give or offer to give Anything of Value if such actions could be interpreted as an attempt to improperly influence the recipient in order to obtain an improper advantage for the Company. That said, this Policy does not seek to prohibit reasonable and proportionate gifts, entertainment, meals and travel expenses, given or received, to or from Employees and Business Partners and provided in good faith with the intention only to build or maintain legitimate business relations or offer normal courtesy.

“Reasonable and proportionate” means an amount that is typical of regular gifts or hospitality to the recipient, incidental to the normal conduct of business, and not of a value so high that it would create suspicion that the gift was being exchanged for an improper purpose.

All gifts, hospitality, travel and entertainment must also comply with all applicable laws and regulations and be provided or received in accordance with this Policy. They must also be made transparently and be properly documented, reported and accounted for in the Company’s books and records.

The Company offers the following additional guidance in respect of the giving of gifts, entertainment, meals and travel expenses:

Gifts:

- (a) must not be given if the circumstances may suggest it is being given as a Quid Pro Quo; and
- (b) must be in line with acceptable local practices.

Entertainment, meals and travel expenses:

- (c) may not be provided, paid for or reimbursed if the circumstances might suggest it is being done as a Quid Pro Quo;
- (d) must be incurred or provided for a genuine and legitimate business purpose, and for that purpose only. No expenses may be paid or reimbursed for any non-business related activities, such as “side trips”;
- (e) may be paid or reimbursed if they are actual expenses supported by receipts (originals are preferred). No “per diem” or other allowances may be paid or reimbursed; and
- (f) should normally be paid to the vendor providing the goods or service (hotel, airline, restaurant etc.) instead of the individual receiving the benefit.

In respect of receiving gifts or other benefits by Employees, if it is known in advance, the receipt of the gift or benefit should be discussed with the relevant CEO, Secretary or Compliance Officer prior to acceptance.

The CEO, Secretary and Compliance Officer (as applicable) must within 5 business days of being notified of an offer or receipt of a gift or benefit in accordance with this Policy provide the recipient of the offer, gift or benefit with notice of any action that should be taken by that person in relation to the gift or benefit. Such actions may include declining, donating or returning the gift or benefit.

Example 2

You are arranging a site visit for a Government Official to view a Chrysol unit at the laboratory at which you work. The purpose of the site visit is to inspect compliance with local health and safety laws. You are authorised to pay for any expenses incurred with respect to the Government Official's travel and accommodation costs, as well as for meals.

As there is a **demonstrable business purpose** for this trip, related expenses are permissible, so long as they are reasonable and not extravagant or lavish.

The Government Official requests that he make his own travel arrangements, as he has an excellent relationship with his local travel agent. Is this permissible?

Maybe. However, it would be more prudent for the Company to organise all travel arrangements, and make any payments directly to any third-party service provider (i.e. an airline), to ensure compliance with the Company's policy.

The Government Official advises that he would like to bring his spouse along with him for the site visit, and it is clear from the conversation that he is expecting the Company to pay for the travel and accommodation expenses of his spouse also. As it is in the Company's best interests that the site visit goes well, you agree to pay for any expenses incurred with respect to the Government Official's spouse also. Is this permissible?

No. Although there may be a demonstrable business purpose in paying the expenses of the Government Official, payment of expenses incurred by the Government Official's spouse may be viewed as an attempt to improperly influence the Government Official, and as such, is not permitted.

Example 3:

A Group Company has had a number of small, portable speakers branded with their company logo produced to give as gifts to clients at the end of the year. Each unit costs approximately USD 25. Is this gift permissible under this Policy?

Yes. So long as the gifts are permitted by local law, the value of each small gift is less than the monetary limit permitted for that market, and the gifts are being given to a number of clients, rather than one Government Official.

One of the gift recipients, a Government Official from Department X, expresses his thanks for the gift, and comments that his children would very much like to receive such a gift also. You are aware that the Company is currently engaged in an active dispute with Department X, and decide to give the Government Official two additional speaker sets, hoping that he will remember your kindness. Is this a permissible course of action?

No. Such gifts may be interpreted as an attempt to improperly influence the Government Official in order to obtain an improper advantage for the Company.

4.3 Secret Commissions

Secret commissions or payments occur where a commission from a third party (acting in a fiduciary capacity) is taken or solicited without disclosing that commission to that third party's principal. The secret commission is given as an inducement to that third person to use their position to influence the conduct of their principal's business. Secret commissions are a form of bribery and are prohibited under this Policy.

4.4 Facilitation Payments

Facilitation payments are minor unofficial payments made to Government Officials to expedite or secure the performance of routine government action (for example issuing permits or licences). Facilitation payments are a form of bribery and are prohibited under this Policy.

An expedited payment paid to a Government Entity (rather than Government Officials), for which there is an official charge and which is specifically authorised by local law, (for instance the cost associated with speeding up a passport renewal), is allowed, and is not a Facilitation Payment.

Any Employees with questions or who believe they have been asked to provide a Facilitation Payment should politely decline to make the payment and contact their supervisor or any of the personnel listed in section 6 of this Policy.

Any payments made to assure the immediate personal safety of an individual would not be considered a violation of this Policy, but must nevertheless be immediately reported to your manager, the CEO or other senior Company personnel or a Company Compliance Officer.

Example 3

You are travelling on business across land to Country Y to conduct a routine check of an onsite unit. When you arrive at the border, you are informed by the immigration agent that there is a small fee of USD10 associated with the processing of the relevant documentation. You ask to see where the fee is provided for in writing, but are told that it is not. You are beginning to worry, as you need to be in Country Y for a meeting later that day. Under the circumstances, is payment of this fee permissible?

No. As the fee is not provided for in writing, it is unlikely to be a legally authorised cost associated with the expedition of a government process. You should refuse to pay the fee, and request to speak to the agent's supervisor.

Upon requesting to speak to the agent's supervisor, the agent becomes aggressive. You notice that the agent is repeatedly gesturing to security personnel, all of who are armed. You begin to fear for your safety.

In this instance, payment of the fee **may be permissible**, and will not be considered in violation of this Policy, if it is made to assure your immediate personal safety. However, the payment must be reported to your supervisor or other senior Company personnel as soon as possible.

4.5 Dealings with politicians and Government Officials

All dealings with politicians and Government Officials which relate to the Company and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

You must not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the Secretary.

4.6 Political Contributions

The Company prohibits Employees and Business Partners from making political contributions on behalf of the Company, other than with the prior written approval of the CEO of the Company.

4.7 Charitable Contributions

The Company is committed to the communities in which they do business and encourage and support Employees participating in local community development initiatives, making donations and undertaking volunteer work.

Importantly, charitable contributions made on behalf of the Company must:

- (a) comply with all applicable laws and regulations and be in accordance with this policy;
- (b) be made for goodwill only and never as a Quid Pro Quo or in return for any favourable action or decision for the Company;
- (c) be made to Government Entities or legitimate charitable organisations and not to individual Government Officials;
- (d) be reasonable in amount relevant to the agreed purpose of the contribution or sponsorship;
- (e) if monetary, be made electronically to a bank account in the name of the Government Entity or charitable organisation and which is in the same country as the Government Entity or charitable organisation. No contributions or sponsorship may be made in cash unless they are approved by the CEO of the Company; and
- (f) only be made to Government Entities or charitable organisations that have a track record of transparency, fairness and delivering required assistance to the intended recipients. The person authorising the charitable contribution must conduct sufficient inquiries prior to authorisation to satisfy his/herself that this is the case and document the outcome of the inquiries.

This Policy does not seek to curtail an individual's freedom to make donations or undertake volunteer work in their personal capacity.

4.8 Business Partners

This Policy applies equally to Employees and Business Partners. In certain circumstances, the Company or its Employees may be held liable for improper payments or the provision of Anything of Value by a Business Partner to a third party.

Accordingly, the Company or an individual Employee may violate this Policy if they make a payment to a Business Partner—such as a consultant, sales representative or agent—with “knowledge” that the Business Partner intends to give at least a portion of the payment to a Government Official or any individual as a Bribe. “Knowledge” is a broadly defined term that includes not just actual knowledge that misconduct is occurring, but indifference, ignorance, or wilful blindness that misconduct is occurring.

Example 4

The Company has recently obtained the services of “Quick Imports”, a third party agent, to assist them in clearing customs for assay unit parts in Country X, a market that is known to have relatively high levels of corruption. Shortly thereafter, an officer of Quick Imports approaches an employee of the Company, and advises that Quick Imports might be able to speed up the customs process if they were paid a little bit extra each month. As the Company may be able to decrease any downtime of the unit as a result of lack of parts and therefore increase the output of the Company’s assay unit in Country X, the employee agrees. The employee wonders how Quick Imports is planning on speeding up the customs process; however he does not enquire further. The timeliness with which Quick Imports delivers the Company’s products greatly increases, as does the Company’s output as a result. The employee who agreed to the payment soon hears a rumour that Quick Imports are notoriously dishonest and also notices a line item on Quick Imports’ invoices describing “Liaison costs” and “Miscellaneous expenses”. The employee does not know what those items are for; however, he is overall pleased with how quickly the Company’s products are arriving, and chooses to disregard this.

Meanwhile, the officer of Quick Imports has been regularly paying a number of customs officials to bypass the customs clearance process all together, thereby greatly speeding up the customs process for Quick Imports. Can the Company be held liable for the actions of Quick Imports?

Yes. A Business Partner has been routinely making improper payments to Government Officials in order to obtain an improper advantage for the Company. Although the employee may not have known that this was occurring, the “knowledge” requirement will be met as the employee consciously disregarded evidence that the Business Partner may have been engaging in improper conduct.

What should the employee do about the vague line items on the invoices?

The employee should not approve an invoice for services that are unspecified. He should first check the custom brokers contract to see if there is a logical explanation for the charge. He should also consider arranging a meeting with the broker and seek to confirm what the charge is for and probe further if the explanation is unsatisfactory. Even if the broker’s explanation is satisfactory, the broker should be asked to re-issue the invoice with sufficient detail to explain the charges. The employee should also take the opportunity to reiterate the Company’s expectations and understand how, in practice the broker manages the services it provides to the Company in a high corruption environment without making improper payments.

If the explanation is unsatisfactory the employee must not approve the invoice and should immediately escalate the matter to involve the CEO, CFO or Secretary.

To ensure all Business Partners act with integrity, all agreements with Business Partners, including those who may have direct or indirect contact with Government Officials, must be in writing and must describe the services to be performed, the fee basis, the amount to be paid, as well as any other material terms and conditions. One-time transactions may be appropriately supported by purchase orders and/or invoices.

Regardless of the writing requirement, any agreed payment amounts must reasonably correspond with the value of the services to be provided, and must be fully and accurately documented. Payments to Business Partners should be well documented, and should never be made without appropriate documentation.

Thorough due diligence of potential or existing Business Partners ought to be carried out prior to any agreement being entered into or renewed to ensure that the Business Partner has both the requisite qualifications, as well as a solid reputation for business integrity.

Contractual agreements between the Company and its Business Partners should contain language prohibiting Business Partners from giving Anything of Value to Government Officials or private individuals in order to obtain or retain business, or to secure an improper advantage for the Company.

Red flags

A number of potential “red flags” that a Business Partner may be violating Compliance Laws are outlined below:

- (a) Unusual or excessive payment requests, including last minute payment requests, requests for upfront payment, or requests for additional amounts without justification;
- (b) Requests for payment to be made to a bank account located in a country other than that in which the Business Partner is located/primarily operates;
- (c) Requests for payment to be made to a third party, to a numbered account, or in cash;
- (d) Requests for political or charitable contributions;
- (e) The Business Partner is unwilling or reluctant to disclose its owners, partners or principles, or to commit in writing to abide by the Policy;
- (f) The Business Partner uses holding companies or other methods to obscure its ownership;
- (g) Previous charges have been laid against the Business Partner for violation of local or foreign laws;
- (h) A demand or strong endorsement by a Government Official that the Business Partner should be retained;
- (i) Lack of experience in the industry in which they work; or
- (j) The Business Partner requests that their retention by the Company be kept a secret.

This list may not include all risk factors. Employees should therefore consider and monitor Business Partners for these “red flags” and other signs of increased corruption compliance risk related to a Business Partner.

4.9 Compliance with Local Laws

If an Employee of the Company travels outside of Australia, that person must comply with local laws, codes of conduct, or other regulations in that jurisdiction relevant to bribery and corruption, even if those local laws are more restrictive than this Policy.

In some jurisdictions, this Policy may reflect more restrictive standards of conduct than provided for in local law. Even in those circumstances this Policy must be followed.

5 Recordkeeping

Accurate and reliable books and records are necessary for the Company to meet its legal and financial obligations and to manage its business affairs. Integrity in the reporting and preparation of such books and records is necessary at all times to protect our services, our reputation, and our financial and legal standing with the public and the communities we serve.

In furtherance of this need, Compliance Laws also require that the Company keep accurate records of its transactions and assets. Importantly, these record keeping provisions apply to all transactions, not merely those that would be material from an accounting perspective. Certain Compliance Laws make it an independent violation or offence to manipulate the Company’s books and records in an effort to mask transactions, either by characterising them in some vague way or by omitting them entirely.

Accordingly, Employees must be timely and complete when preparing all reports and records required by the Company's various policies and procedures. The following activities are also prohibited by this Policy:

- (a) The establishment of any undisclosed or unrecorded funds or assets of the Company or any subsidiary or business unit;
- (b) Providing misleading or incomplete financial information to an auditor;
- (c) The use of corporate or subsidiary funds or assets for any unlawful or improper purpose;
- (d) The recording of any false or artificial entries on the books and records of the Company or business unit for any reason, or any arrangement that results in any such prohibited act; or
- (e) A payment on behalf of the company or any of its subsidiaries with the intention or understanding that any part of any such payment is to be used for a purpose other than that described by the documents supporting the payment.

These requirements apply to any books or records which are consolidated into or reported to any group entity, whether or not the account is consolidated into the Company from an accounting perspective.

The Company is also required to implement and maintain a system of internal controls to ensure that all transactions are properly authorised by management. Employees must therefore follow all policies and procedures for accounting and financial reporting, and must obtain the necessary approvals for all transactions.

6 Your responsibilities

All Employees of the Company must:

- (a) ensure that they read, understand and comply with this Policy;
- (b) avoid any activity that might lead to, or suggest a breach of this Policy; and
- (c) make a notification 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. Notifications may also be made pursuant to the Company's Whistleblower Policy, as set out in section 9 and Annexure A of the Whistleblower Policy.

Employees can raise questions or concerns about this Policy, or instances of suspected or alleged misconduct to:

- (d) the Company CEO, CFO or Secretary;
- (e) their manager;
- (f) a Compliance Officer; or
- (g) the CPO.

Reporting of violations may also be done anonymously through the Company's confidential third party hotline provider at <https://www.yourcall.com.au/report> or 1300 790 228.

For further details on making a report, please refer to section 9 of the Company's Whistleblower Policy.

The Company expressly disallows retaliation against any person who has reported or escalated a good faith belief or concern that a Company policy or applicable law or regulation has been violated (known as a **Whistleblower**). This Policy strictly prohibits any form of

retaliation against any Whistleblower in connection with raising a concern, reported in good faith, or for participating in any investigation of suspected or alleged misconduct.

Protections for Whistleblowers are also set out in section 10 of the Company's Whistleblower Policy.

7 Responsibility for Policy Compliance, Training and Review

The Secretary is responsible for the overall administration of this Policy and must periodically monitor the implementation of this Policy and review on an ongoing basis the Policy's suitability and effectiveness. Internal control systems and procedures are to be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy.

The Secretary must notify the Board of any material breach of this Policy.

All Employees of the Company are required to understand and comply with this Policy and to follow the reporting requirements set out in this Policy. To this end, training on how to comply with this Policy will be provided by the Company.

The prevention, detection and reporting of bribery and other improper conduct addressed by this Policy are the responsibility of all those working for or engaged by the Company. All Employees of the Company should be vigilant and immediately report any breaches or suspicious activity in accordance with this Policy.

8 Review and publication of this Policy

The Board will review this Policy annually in accordance with Company consultation and communication processes to check that it is operating effectively and whether any changes are required to this Policy. This Policy may be amended by resolution of the Board.

This Policy is available on the Company's website. Key features are published in:

- (a) either the annual report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the annual report.

Adopted by the Board on 16 March 2022