

Anti-Bribery and Anti-Corruption Policy

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1.0 INTRODUCTION

Lycopodium and its subsidiaries are committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

In particular, the Company is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues, including the Anti-Corruption Legislation. In order to support this commitment, the Company has adopted this Anti-Bribery and Anti-Corruption Policy to prevent Corruption and Bribery.

This policy applies globally to the extent that local laws, codes of conduct or other regulations in any countries are more rigorous or restrictive than this policy, those local laws should be followed by any Company related entity operating in that country. Where a country has specific Bribery and Corruption local laws which are less rigorous than this policy, this policy prevails. The Company may, from time to time, provide country-specific directions for the Company and subsidiaries operating in countries outside of Australia.

This Anti-Bribery and Anti-Corruption Policy sets out the Company's requirements in relation to interactions with Officials and third parties. It does not prohibit interactions with Officials, rather it forbids corrupt interactions with those individuals.

2.0 SCOPE

The Company requires all Personnel to comply with this policy as well as the prevailing Anti-Corruption Legislation in all of our operating jurisdictions. The prevention, detection and reporting of Bribery and other forms of Corruption are the responsibility of all those working for the Company or under its control.

This policy applies to all Personnel, including directors, temporary staff and contractors, and Business Associates of the Company.

3.0 DEFINITIONS

Anti-Corruption Legislation – includes many laws such as the Australian *Criminal Code Act 1995 (Cth)* and any applicable anti-Corruption laws and regulations applicable to the location in which the Company operates.

Board – means the Company's Board of Directors

Bribery – is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due (whether in respect of an interaction with an Official or any commercial transaction in the private sector).

Business Associates – means Third Party companies and individuals (such as joint venture partners, consultants and agents) acting on the Company's behalf, whether directly or indirectly, by representing the Company's interests to officials, third parties and others in relation to business activities.

Company – means Lycopodium Limited and all subsidiaries and/or related companies.

Compliance Officer – is the person responsible for administering this Policy within the Company and ensuring that internal controls are adequate for compliance with regulatory and legal requirements. Unless notified otherwise the Compliance Officer is the Chief Financial Officer.

Corruption – is the abuse of entrusted power for personal and/or Company gain.

Facilitation Payment – means payments paid either directly or indirectly of nominal amounts or other inducement made to persons in order to secure or expedite the performance of a Government Official's routine governmental duties or actions.

Gifts, Entertainment and Hospitality – includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company's business unless they:

- fall within reasonable bounds of value and occurrence
- do not influence, or are not perceived to influence, objective business judgement and
- are not prohibited or limited by applicable laws or applicable industry codes.

Item of Value – means, amongst other things, cash, travel, meals, gifts, entertainment and hospitality, other tangible or intangible benefits or anything of value above a threshold of USD500.

Money-Laundering – means the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Official – means:

- any politician, political party, party Official or candidate of political office
- any Official or employee of a domestic or foreign government (whether national, state / provincial or local) or agency, department or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises)
- any Official or employee of any public international organisation
- any person acting in a private or public Official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation

- any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an Official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families)
- any person who holds themselves out to be an authorised intermediary of a government Official.

Personnel – means all persons acting (whether authorised or unauthorised) on behalf of the Company at all levels, including officers, directors, temporary staff, contractors, consultants and employees of the Company.

Secret Commissions – means offering or giving a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business.

Secure an improper advantage – includes obtaining any commercial or financial benefit.

Third Party – means any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with the Company.

Kickbacks – means when suppliers or service providers pay part of their fees to the individuals who give them the contract or some other business advantage.

4.0 RESPONSIBLE PARTIES

The Board is responsible for the overall administration of this policy. The Board and the Compliance Officer will monitor the implementation of this policy and will review on an ongoing basis the policy's suitability and effectiveness. Internal control systems and procedures will be audited for their effectiveness in minimising the risk of non-compliance with this policy.

In addition to the Board and the Compliance Officer, each of the Company's subsidiaries outside Australia has designated executives responsible for monitoring and applying this policy.

A copy of this policy will be made available to all Personnel via the Company's website and in such other ways as will ensure the policy is available to Personnel wishing to use it.

All Personnel 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 to all senior managers and other relevant Personnel by the Compliance Officer for each business. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this policy.

All Business Associates are required to be made aware of this policy and to undertake to comply with this policy in relation to any of their dealings with, for or on behalf of 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 Personnel should be vigilant and immediately report any breaches or suspicious activity to the Compliance Officer.

Bribery and the related improper conduct addressed by this policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.

A breach of this policy may also expose Personnel and the Company to criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts, loss of business and reputational damage.

Breach of this policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

Material breaches of this policy will be reported to the Board.

The Board and Compliance Officer will monitor the content, effectiveness and implementation of this policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be addressed as soon as possible.

Personnel are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board or Compliance Officer.

5.0 POLICY

5.1 General

Personnel must:

- understand and comply with this Policy and attend all relevant training
- not engage in Bribery or any other form of Corruption or improper conduct
- not make Facilitation Payments
- not offer, pay, solicit or accept Secret Commissions
- not engage in Money-Laundering
- not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances

- obtain required approvals for political contributions and charitable donations
- maintain accurate records of dealings with third parties and
- be vigilant and report any breaches of, or suspicious behavior related to, this policy.

This policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, third parties.

5.2 Prohibition against Bribery and Corruption

The Company strictly prohibits Personnel engaging in or tolerating Bribery or any other form of Corruption or improper conduct.

The Company's corporate values require that in all aspects of business all Personnel act honestly, adhere to the highest ethical standards, and act in compliance with all relevant legal requirements. In this respect Personnel must not engage in Bribery or any other form of Corruption.

The prohibition of Bribery under this policy includes the provision or conveying of an Item of Value to any Third Party, Official or family members of Officials, whether directly or indirectly, to secure any improper advantage or to obtain or retain business. This means that Personnel must not:

- offer, promise or give an Item of Value with the intention of influencing an Official or Third Party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or an improper advantage or
- authorise the payment or provision of Items of Value to any other person, if it is known, or reasonably should have been known, that any portion of that payment or item of Value will be passed onto an Official or Third Party to Secure an improper advantage or obtain or retain business or
- engage, or procure, a Third Party to make a payment or provide an Item of Value to an Official or Third Party, (or to procure another person to make such payment or provision), in order to Secure an improper advantage or obtain or retain business.

The prohibition of Bribery under this policy also includes the request or acceptance of (or the agreement to accept) an Item of Value from an Official or Third Party either:

- intending that, in consequence, a function or activity should be performed improperly (whether by the requestor / acceptor or another person) or
- where the request, agreement or acceptance itself constitutes the recipient's improper performance of a function or activity or
- as a reward for the improper performance of a function or activity (whether by the recipient or another person).

5.3 Prohibition on Facilitation Payments, Secret Commissions and Money-Laundering

The Company does not condone the making of Facilitation Payments, Secret Commissions and Money Laundering.

Personnel are prohibited from:

- making facilitation payments
- offering, paying, soliciting or receiving Secret Commissions and
- engaging in Money-Laundering.

5.4 Political Contributions and Charitable Donations

5.4.1 Political Contributions

The Company prohibits Personnel from making political contributions to Officials on behalf of the Company. Any donations above a level determined in Australian Federal legislation must be disclosed annually to the Australian Electoral Commission and will be published on its website.

This policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.

The context of any other political contribution is key in determining its appropriateness. For instance, it is permissible for the Company to make a payment to attend a political function in circumstances where such payment could not be construed as an attempt to influence the political party.

If in doubt as to the appropriateness of any political contribution, Personnel should consult the Board or the Compliance Officer before it is given or accepted or otherwise as soon as possible.

5.4.2 Charitable Donations

The Company can only make charitable donations that are legal and ethical under Local Laws and practices. In order to ensure that donations made by the Company to charitable organisations are for proper charitable purposes, Personnel must only make donations on behalf of the Company to charitable organisations previously approved by the Company and within approved financial limits.

A list of approved charitable organisations is to be maintained by the Board and provided upon request.

5.5 Interactions with Officials and Third Parties must be Compliant

All interactions with Officials, Third Parties and Business Associates must comply with this policy, and the Company and Personnel must not take any actions, whether direct or indirect, which create the appearance of impropriety regardless of whether there is any improper intent behind their actions.

The prohibitions under this policy include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this policy.

5.6 Documentation and Recordkeeping

As part of the Company's commitment to open and honest business practice the Company requires all of its businesses to maintain accurate books of account and records.

The Company and its subsidiaries must keep accurate and complete records of all business transactions:

- in accordance with generally accepted accounting principles and practices
- in accordance with the Company's accounting and finance policies and
- in a manner that reasonably reflects the underlying transactions and events.

It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business, and corrected. No accounts are to be kept 'off the books' to facilitate or conceal improper payments.

All Personnel must record Items of Value given or received in the Items of Value Register/in expense reports and approved in accordance with the relevant expense policy.

The following information is required in completing the Items of Value register:

Receiving Items of Value
Date Received
Name, Position & Business Unit of Recipient
Name of Giver (Who is giving you the gift / entertainment)
Description of gift / entertainment
Value \$
Reason for acceptance
Decision on what will happen to gift / entertainment
Name and Position of Approving Manager (e.g. MD)

Offering Items of Value
Date Offered
Name, Position & Business Unit of Offeror
Name of Receiver (Who are you offering the gift / entertainment to)
Description of gift / entertainment
Value \$
Reason for offering
Decision on what will happen to gift / entertainment
Name and Position of Approving Manager (e.g. MD)

5.7 Compliance with Local Laws Required

If local laws in a particular country or region are more restrictive than this policy, then any Personnel, including any Business Associates operating in that country or region must fully comply with the more restrictive requirements.

5.8 Reporting Violations and Suspected Misconduct

Any Personnel or stakeholder who believes that a violation of this policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board or Compliance Officer.

If anyone is unsure whether a particular act constitutes Bribery, a Facilitation Payment, Secret Commission, Money-Laundering or an improper Item of Value, or has any other queries, they should ask the Board or the Compliance Officer.

5.9 Protection

The Company prohibits retaliation against anyone reporting such suspicions.

Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The Company encourages openness and will support any Personnel who raises genuine concerns in good faith under this policy.

If you are not comfortable, for any reason, with speaking directly to the Board or the Compliance Officer, be aware that the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report.

5.10 Personal Conflicts of Interest

Personnel must avoid situations or transactions in which their personal interests could conflict or might be seen to be in conflict with the interests of the Company. This includes acting on any client information gained through their engagement with the Company for personal gain, passing such information to a Third Party, or acting in any way that could be construed as insider trading.

Conflicts of interest can arise if individuals have a personal interest in business dealings involving the Company. Personal interest can be direct or indirect, and refers not only to personal interests but to those of family members and friends. If there is a potential for conflict, the interests of the Company must take priority.

Personnel must disclose any personal conflict of interest or perceived conflict to the General Manager - People.