

Anti-Bribery and Anti-Corruption Policy

2023

This statement is current as at 20 September 2023 and has been approved by the Board of Redivium Limited

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1 INTRODUCTION

1.1 PURPOSE

Redivium Limited (**Redivium** or the **Company**) is committed to conducting our business honestly and ethically, in compliance with the laws of jurisdictions where we operate and with zero tolerance for bribery and corruption in alignment with Redivium's Values.

In order to support this commitment, the Company has adopted this Anti-Bribery and Anti-Corruption Policy (**ABC Policy**) to ensure that it has effective procedures in place to prevent Corruption and Bribery.

The following conduct as defined in Appendix A is prohibited by this ABC Policy:

- (i) bribery;
- (ii) facilitation payments;
- (iii) secret commissions;
- (iv) money laundering;
- (v) offering or accepting gifts, entertainment or hospitality, and providing donations, community investments and sponsorships, are also prohibited other than in accordance with this ABC Policy.

The purpose of this ABC Policy is to:

- (a) set out the responsibilities of Redivium's and the Company's personnel in observing and upholding the prohibition on bribery and related improper conduct; and
- (b) provide information and guidance on how to recognise and deal with any potential bribery and corruption issues.

2 APPLICATION

2.1 WHO IS COVERED BY THIS POLICY

Redivium's ABC Policy applies to:

- (a) Redivium and all of its subsidiaries (**Redivium**);
- (b) all Redivium's employees, directors, contractors and stakeholders (**Personnel**); and
- (c) Redivium's operations inside and outside of Australia.

2.2 RESPONSIBILITIES AND TRAINING

Redivium supports and encourages a culture of integrity and transparency. Personnel have responsibility for prevention, detecting and reporting of breaches of this ABC Policy.

Personnel will be made aware of this ABC Policy as part of their induction. If required, additional training in relation to the content and subject matter of this Code will be provided to relevant Personnel.

2.3 REQUIREMENTS AND APPROVALS

- (a) Redivium Personnel must not offer, promise, give, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. If any Personnel is offered a bribe, it must be refused and reported immediately to the Company Secretary.
- (b) Facilitation payments by Redivium and its Personnel are prohibited.
- (c) Payment of, soliciting or receiving secret commissions by Redivium and its Personnel is prohibited.

- (d) Money laundering by Redivium and its Personnel is prohibited.
- (e) Personnel must comply with the requirements set out in this ABC Policy regarding gifts, entertainment, hospitality, donations, community investment and sponsorships.

Expenditure on gifts, hospitality and entertainment must be approved in accordance with applicable Redivium procedures, including the Delegations of Authority. Personnel must make and keep appropriate and accurate records of expenditure on gifts, hospitality and entertainment in accordance with applicable Redivium procedures.

3 CONSEQUENCES OF BREACH

- (a) Redivium may be subject to criminal sanctions and/or civil penalties, and may suffer reputational damage, if it is found to have been involved in bribery or related improper conduct.
- (b) A breach of this ABC Policy constitutes serious misconduct, which may lead to disciplinary action. In serious cases, disciplinary action may include termination of employment. Personnel who breach this Code may be subject to imprisonment and/or financial penalty.
- (c) Material breaches of this Code will be reported to the Board. Redivium will also refer incidents to regulatory and law enforcement authorities, if appropriate.

4 MONITORING

Personnel must notify the Company Secretary as soon as possible of suspected, potential or actual breaches of this ABC Policy. Personnel must also notify the Company Secretary if they suspect or believe that a breach of this ABC Policy may occur in the future. Personnel should seek the advice of the Company Secretary if unsure whether particular conduct constitutes a breach of this ABC Policy.

All such reports will be handled in accordance with the Whistleblower Policy.

5 PUBLICATION

A copy of this ABC Policy will be provided to all Personnel and will be published on Redivium website.

If you do not understand this ABC Policy or how it applies to you, you should discuss the matter with the Company Secretary before taking any action. If you wish to receive training on compliance, please contact the Company Secretary.

6 REVIEW

This ABC Policy will be reviewed annually by the Board of Directors to ensure it continues to comply with all applicable laws and good corporate governance practices.

APPENDIX A

BRIBERY

A bribe is offering (or causing the offering), promising, giving, accepting or requesting a benefit to improperly influence a person in the performance of their duty or function (including inducing a person to not do something) in order to obtain an illegitimate business advantage.

Benefits include any commercial, regulatory or personal advantage, such as money, gifts, political or charitable donations, business opportunities, hospitality, access to assets or favours.

Personnel must not offer, promise, give, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. If any Personnel is offered a bribe, it must be refused and reported immediately to the Company Secretary.

FACILITATION PAYMENTS

A facilitation payment is an unofficial payment (including a nominal amount) made to facilitate or expedite a non-discretionary action by a government official.

Facilitation payments by Redivium and its Personnel are prohibited.

SECRET COMMISSIONS

Secret commissions typically arise where there is a payment or benefit given or offered to an agent or representative of a third party, which is not disclosed to the third party. Secret commissions are intended to influence or impact the conduct of the third party's business.

Payment of, soliciting or receiving secret commissions by Redivium and its Personnel is prohibited.

MONEY LAUNDERING

Money laundering is concealing the origins of illegal income and disguising the income so that it appears to have come from a legitimate source.

Money laundering by Redivium and its Personnel is prohibited.

GIFTS, ENTERTAINMENT AND HOSPITALITY

Personnel must not accept or offer gifts, entertainment or hospitality which could be perceived to create undue influence on the recipient. The context in which gifts, entertainment or hospitality are provided will be relevant to whether they could be perceived to create undue influence (e.g. where parties are involved in a competitive tender process).

Gifts, entertainment or hospitality should only be offered or accepted by Personnel for legitimate business purposes and must meet the following criteria:

- be for building relationships;
- be of reasonable value and appropriate nature having regard to cultural considerations and general business practice;
- be provided in an open and transparent manner;
- not intended as an attempt to exert improper influence over the recipient;
- be compliant with applicable laws of the jurisdiction in which the gift, entertainment or hospitality is offered; and
- not include cash, loans or cash equivalents.

Personnel must report to the Company Secretary any gift, entertainment or hospitality above an estimated financial value of \$500 which they have given or have received, within 10 working days of giving or receiving it. Reports must be recorded in a gift register maintained by the Company Secretary.

DONATIONS, COMMUNITY INVESTMENT AND SPONSORSHIPS

Redivium's practise is to not support any political party with a direct or indirect donation.

Personnel must obtain the prior approval of the Chief Financial Officer, the Company Secretary or the Executive Officer to attend dinners, conferences or similar events organised by a political party or equivalent organisation.

Redivium may make charitable donations and community investments, and provide sponsorships, which comply with the legal and ethical requirements of the jurisdiction in which the charitable donation, community investment or sponsorship is made. In Australia, charitable donations will only be made to organisations with deductible gift recipient status with the Australian Taxation Office unless the Chief Financial Officer has approved otherwise.

Charitable donations, community investments and sponsorships provided by Redivium must comply with, and require approval in accordance with, Redivium's Sponsorship Procedure and Delegations of Authority.