

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

AUSQUEST LIMITED

ACN 091 542 451



1. Purpose

- 1.1 AusQuest Limited (**AusQuest** or the **Company**) expects that its directors, officers, employees, agents, contractors and any other party representing the Company, will act fairly, honestly, with integrity and in compliance with the law. The Company has zero tolerance for corruption or bribery in its business operations wherever in the world.
- 1.2 The purpose of this Anti-Bribery and Anti-Corruption Policy (**Policy**) is to:
- (i) set out the responsibilities of the Company, and those working for it, in observing and upholding the prohibition on bribery and corruption, and
 - (ii) provide guidance to those working for it on how to recognise and deal with bribery and corruption issues.

The Company will take all appropriate action under this Policy to ensure compliance with this Policy and applicable laws, rules and regulations, which may include disciplinary action, possible termination of employment, and reporting of violations of laws, rules and regulations to appropriate regulatory authorities.

- 1.3 References in this Policy to AusQuest or the Company include references to AusQuest Limited and its related bodies corporate.

2. Application of the Policy

- 2.1 This Policy applies to all Company Personnel. All Company Personnel, in discharging their duties on behalf of the Company, are required to comply with all applicable laws, rules and regulations and in particular to comply with this Policy.

3. Definitions

- 3.1 For the purposes of this Policy, the following definitions apply:
- (i) **Board of Directors** means the Board of Directors of the Company.
 - (ii) **Bribe** means an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or business or personal advantage. An inducement is something which helps to bring about an action or desired result. A business advantage means that the Company or other persons are placed in a better position than it would otherwise have been had the bribery or corruption not taken place.
 - (iii) **Company Personnel** means all employees, officers, directors, consultants and contractors of the Company.
 - (iv) **Extortion** means to directly or indirectly demand or accept a bribe, facilitating payment or kickback or other payment by threat of force, intimidation or exercise of authority.

- (v) **Facilitation Payment** means an, unofficial payment, typically minor, made to secure or expedite routine governmental duties or action. Examples include payments to (a) secure processing of visas, permits or papers such as work orders or customs documents to process legally transmitted goods and (b) induce minor government functionaries (government employees without discretionary authority over a project or transaction) to complete their jobs in the manner required and where the situation does not involve the securing of business.
- (vi) **Government Official** means any official of a governmental entity or a person who performs public duties or functions of a legislative, administrative or judicial nature. For purposes of this Policy, government-owned companies and their instrumentalities are considered to be governmental entities, and their employees, officers, directors, agents, consultants and contractors are considered to be Government Officials.
- (vii) **Kickback** means a payment of any part of a contract amount made to an employee or agent of a contracting party by another contracting party, directly or by use of other techniques such as subcontracts, purchase orders or consulting agreements, to channel payments to a Government Official, Politician, contracting party or its employees or agents, or their relatives or business associates.
- (viii) **Managing Director** means the Managing Director or Chief Executive Officer, as the case may be, of the Company.
- (ix) **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.
- (x) **“Political Contribution”** means a contribution of money, goods or services to support a Politician or a political campaign or initiative.
- (xi) **Politician** means a political candidate, a political party, any official of a political party, any employee or agent of any politician, and any person acting on behalf of a political campaign or initiative.

4. Anti-Bribery and Anti-Corruption Standards

4.1 Neither the Company nor any Company Personnel may:

- (i) offer, solicit, promise, give or accept a Bribe, Kickback, or any other improper payment with the expectation or hope that an advantage in business will be received or to reward a business advantage already given;
- (ii) offer, promise or give a Facilitating Payment to a Government Official or Politician;
- (iii) offer, solicit, promise, give or accept a gift or hospitality unless permitted by the Gift and Hospitality Standards set out below;
- (iv) offer, promise or give a Political Contribution except as permitted by the Political Contribution Standards set out below;

- (v) engage in any act of Extortion, or submit to any act of Extortion unless subjected to immediate threat of personal safety; or
- (vi) threaten or retaliate against another person who has refused to engage in activity prohibited by this Policy or who has raised concerns under this Policy.

5. Gift and Hospitality Standards

5.1 Company Personnel may not give or accept gifts or hospitality/entertainment in relation to the Company and its business except in compliance with these standards:

- (i) the gift or hospitality may not be given or accepted with the intention or expectation of influencing a party to obtain or retain business or a business advantage, or as a reward for the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (ii) the gift or hospitality must be customary or not unusual to the industry;
- (iii) the gift or hospitality must not violate local laws or local norms;
- (iv) any gift or hospitality given must be in the name of the Company and not in the name of any individual;
- (v) any gift or hospitality may not be in the form of cash, loans or cash equivalents (such as vouchers or gift certificates);
- (vi) the gift or hospitality must be of an appropriate type and value and given or accepted at an appropriate time, taking into account the business relationship with the other party, any pending action expected of the other party, and the reason for the gift or hospitality; and
- (viii) the gift or hospitality must be given and accepted openly and not secretly.

5.2 Prior written approval of the Managing Director must be obtained for any gift or hospitality given to or received from any Government Official or Politician, except for gifts or hospitality of an insignificant or nominal value, such as promotional items (e.g. pens of nominal value, notepads, diaries, calendars and hats or clothing with a logo).

5.3 Gifts or hospitality to persons other than Government Officials or Politicians should never be offered or accepted without the prior written approval of the Managing Director where the value of the gift or hospitality per person exceeds the limits established by the Managing Director from time to time.

The limits so established will be advised by the Company from time to time. Gifts or hospitality of an insignificant or nominal value, such as promotional items, meals or refreshments offered during a meeting may be given and accepted without such prior approval. In applying this policy:

- (i) care must be taken that several smaller gifts or levels of hospitality are not given or received if the total value exceeds the limit established by the Managing Director, over a twelve months period;

- (ii) where a gift is received that is in excess of the limits established by the Managing Director, and it would be impractical or offend local custom to return it, the Managing Director will decide whether it is appropriate to keep the gift or donate it to charity;
- (iii) if there is an occasion where Company Personnel and their families are offered hospitality that exceeds the standards established by the Managing Director, and it may be regarded as offending local custom to decline the offer, the matter will be referred to the Managing Director for decision.

5.4 All gifts and hospitality provided, received or declined must be recorded in the Company's Gift and Hospitality Register which is maintained by the Chief Financial Officer of the Company or designees; provided that gifts or hospitality of an insignificant or nominal value, such as promotional items, meals or refreshments offered may be given and accepted without being recorded.

6. Political Contributions and Charitable Donations Standards

6.1 The presumption is that the Company does not make Political Contributions to Politicians or to political parties, political campaigns or initiatives.

All dealings with Politicians 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 attempting to gain an advantage. Company Personnel must not make Political Contributions to Politicians or to political parties, political campaigns or initiatives unless with the prior approval of the Board of Directors and as disclosed by law.

6.2 The Company may make charitable donations that are legal and ethical under local laws and practices. Care must be taken to ensure that the charity or cause is legitimate. A charitable donation may only be made with the prior approval of the Managing Director.

7. Facilitation Payments, Money Laundering and secret commissions

7.1 The making of Facilitating Payments, Money Laundering and secret commissions of any kind by the Company or Company Personnel is prohibited.

8 Dealings with third parties

8.1 Company Personnel who propose to engage a third party must implement appropriate controls to ensure that the actions of the third party will not adversely affect the Company. For these purposes, a "third party" may include actual or potential agents, distributors, suppliers, purchasers or contractors.

8.2 Third parties who operate in developing or emerging economies and are involved in negotiating any business arrangements or transactions with the public or private sector on behalf of the Company in any country, may pose particular risk to the Company of breaching anti-bribery laws and may require specific anti-bribery controls.

- 8.3 The Managing Director will be responsible for determining which third parties require specific anti-bribery controls having regard to this Policy and the nature and location of the work being undertaken by those third parties, and in accordance with any guidelines issued by the Company from time to time.

9. Responsibilities under this Policy and Reporting Violations

- 9.1 All Company Personnel must read, understand and comply with this Policy. Compliance includes the prevention, detection and reporting of Bribery and other conduct that violates this Policy.
- 9.2 If asked to make a payment on the Company's behalf, Company Personnel must always be aware of what the payment is for, whether the amount is proportional to the goods or services provided, whether the circumstances indicate that the payment is reasonable, and whether the payment is properly documented.
- 9.3 Company Personnel who may have any suspicions or concerns regarding payments or other conduct to which this Policy applies, or who become aware of any action in conflict with this Policy that has been solicited by any person, must report those concerns or actions to the Report and Investigation Officers under the Company's Whistleblower Policy. A copy of the Whistleblower Policy may be found on the Company's website.
- 9.4 Company Personnel who become aware of concerns or circumstances that warrant or require reporting under this Policy may be worried about repercussions. The Company encourages openness and will support anyone who raises genuine concerns in good faith, even if they turn out to be mistaken. No person will suffer penalty or other adverse consequences for refusing to engage in Bribery or other conduct prohibited by this Policy or for reporting possible wrongdoing, even if the Company loses business or otherwise suffers a disadvantage.

10. Investigation and Documentation of Reports

- 10.1 Any reports of solicitation to engage in prohibited acts or possible violations of this Policy will be reported to the Managing Director and the Chairman.
- 10.2 The report will be recorded and an investigation file established. The matter will be investigated and documented pursuant to the Procedures set out in the Company's Whistleblower Policy. At the election of the Chairman, the investigation may be conducted by outside counsel, outside accountants or others employed by the Chairman.
- 10.3 The identity of any person filing a report will be treated on a confidential basis to the extent possible, and only revealed on a need to know basis or as required by law or court order. If the investigation has confirmed unlawful, violative or other questionable conduct, it will also be reported to the Board of Directors.
- 10.4 If any unlawful, violative or other questionable conduct is established, the Managing Director shall cause such remedial action to be taken as the Board of Directors deems appropriate, which action shall be documented in the written report.

11. Consequences of Non-Compliance with the Policy

- 11.1 Failure to comply with this Policy may be regarded as serious misconduct and result in severe consequences, which may include internal disciplinary action and termination of employment. In cases where the conduct violates applicable laws, rules and regulations, the Company may also refer the matter to appropriate regulatory authorities, which could result in penalties, fines and imprisonment.

12. Accurate Record-Keeping

- 12.1 The Company shall keep and maintain accurate books and records. All payments made to or by Company Personnel must be fairly, accurately and properly recorded and reported and must properly and fairly record the transactions to which they relate. Recording such payments in any way which would conceal their true nature or which is contrary to applicable accounting standards is not permitted. The Company complies with standard accounting practices and policies and is required to make and keep books, records and accounts which accurately and fairly reflect the business transactions, assets and liabilities. There must be no “off the books” or secret accounts.

13. Communication of Policy and Monitoring

- 13.1 All Company Personnel will be provided with a copy of the Policy and any amendments and advised that it is available on the Company’s website. Training on this Policy will form a part of the induction process for all new Company Personnel.
- 13.2 All contracts with employees, agents, consultants and contractors will require that they agree to abide by this Policy.
- 13.3 Management will periodically audit internal control systems and procedures to provide assurance of effective compliance with this Policy.
- 13.3 The Board of Directors will periodically review this Policy and make such changes therein as the Board of Directors deems appropriate.

14. Company Assistance

- 14.1 Any person who has any questions about this Policy may obtain additional guidance from the Company’s Managing Director or Chairman. However, the ultimate responsibility for adhering to the Policy and avoiding improper transactions rests with each director, officer or Company Personnel.

15. Policy amendment

- 15.1 This Policy cannot be amended without the approval of the Board of Directors.



ACKNOWLEDGEMENT

I acknowledge that I have read and considered AusQuest Limited's Anti-Bribery and Anti-Corruption Policy and agree to conduct myself in accordance with the Policy.

Date:

Signature:

Print Name: