

# ANTI-BRIBERY AND ANTI-CORRUPTION POLICY



## 1. Introduction

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Honesty and integrity are integral to the Company's principles and the way the Company conducts its business in accordance with its Statement of Values and Code of Conduct. Bribery and Corruption, which are inimical to these principles, are not tolerated by the Company.

Bribery and Corruption are serious criminal offences and can damage the Company's reputation and standing in the community.

## 2. Definitions

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Terms used in this Policy have the meanings set out below:

<b>Authorised Officer</b>	means the person(s) named in Schedule 1.
<b>Board</b>	means the board of directors of the Company.
<b>Bribe or Bribery</b>	<p>means an inducement or reward (money or anything of value) offered or provided, whether directly or indirectly (including via another person) to a person which:</p> <ul style="list-style-type: none"><li>(a) is not legitimately due or payable to the person; and</li><li>(b) is intended to improperly influence the person (a commercial party or Public Official) to provide a commercial, contractual, regulatory or personal advantage, whether or not such an advantage is actually provided.</li></ul> <p>Bribes can take the form of gifts, hospitality, fees, rewards or other benefits.</p>
<b>Bribery and Corruption</b>	means Bribery, Corrupt Conduct, Facilitation Payments, Kickbacks and Money Laundering, collectively.
<b>Company</b>	means Critica Limited ACN 119 678 385.
<b>Corrupt Conduct</b>	<p>means dishonest or fraudulent misuse of a position of power, influence or the terms of a person's employment, in order to gain, directly or indirectly, a benefit by:</p> <ul style="list-style-type: none"><li>(a) acting or not acting in a certain manner; or</li></ul>

- (b) the misuse of information or knowledge held by the person for a reward,

including creating or using falsified documentation or concealing or destroying documentation.

<b>Critica Entity</b>	means the Company and each of its controlled entities, including joint ventures that are effectively controlled by the Company.
<b>Facilitation Payment</b>	means an unofficial payment made either directly or indirectly to Public Officials to speed up or secure the performance of a government decision or action that is routine or would have been made or occurred in the ordinary course.
<b>Gift Register</b>	means a record of gifts and/or benefits provided or received by Personnel.
<b>Kickback</b>	means a payment or other benefit given to an employee or agent acting on behalf of a principal which the employee or agent does not disclose to the principal.
<b>Money Laundering</b>	means the process by which a person or entity conceals an illegal source of income or disguises income from an illegal source to make it appear legitimately earned.
<b>Personnel</b>	has the meaning given in paragraph 3.
<b>Policy</b>	means this Anti-Bribery and Anti-Corruption Policy.
<b>Public Official</b>	means anyone paid directly or indirectly by the government or performing a public function, including officials of state-owned enterprises and public international organisations.

### 3. Scope

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This Policy applies to:

- (a) all Critica Entities;
- (b) the directors, officers and employees of all Critica Entities; and
- (c) contractors (including sub-contractors), agents, distributors, business representatives, consultants and advisers or any other entity or person while acting for or on behalf of, or providing services to, a Critica Entity or who are subject to the direction or control of a Critica Entity.

(Personnel).

#### 4. Objective

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The objective of this Policy is to:

- (a) foster a working environment that actively prevents Bribery and Corruption;
- (b) set out the responsibilities of all Personnel in observing and upholding the prohibition on Bribery and Corruption;
- (c) provide information and guidance on how to recognise and report instances of Bribery and Corruption;
- (d) provide guidance on giving and receiving gifts, entertainment, hospitality and charitable or political donations; and
- (e) further reinforce the Company's values as set out in its Statement of Values.

#### 5. Prohibition on Bribery and Corruption

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Personnel are not permitted to engage in Bribery and Corruption in any form.

Personnel must never:

- (a) offer, pay or give anything of value to a Public Official in order to obtain business or anything of benefit to the Company.
- (b) attempt to induce a Public Official, whether local or foreign, to do something illegal or unethical;
- (c) pay any person when it is known or suspected that all or part of the payment may be channelled to a Public Official. Care should be taken when selecting third parties, such as agents, contractors, subcontractors and consultants;
- (d) offer or receive anything of value as a quid pro quo in relation to obtaining business or awarding contracts. Bribery of Public Officials or those working in the private sector are serious criminal offenses and are also contrary to the Company's Code of Conduct;
- (e) establish an unrecorded (slush) fund for any purpose;
- (f) otherwise use illegal or improper means (including Bribes, favours, blackmail, financial payments, inducements, Kickbacks or other rewards) to influence the actions of others or offering anything of value when it is known that this would be contrary to the rules of the recipient's organisation for the recipient to accept it;
- (g) make a false or misleading entry in the company books or financial records;
- (h) participate in or facilitate any form of Money Laundering;

- (i) act as an intermediary for a third party in the solicitation, acceptance, payment or offer of a Bribe or Kickback;
- (j) make Facilitation Payments, even if they are nominal in amount and/or common in a particular country;
- (k) ignore, or fail to report, any suggestion of an instance of Bribery and Corruption including any suspicious or unusual financial transaction or method of payment; or
- (l) do anything to induce, assist or permit someone else to violate this Policy.

As well as complying with the specific prohibitions in this Policy, Personnel must exercise common sense and judgement in assessing whether any arrangement could be perceived to be Bribery and Corruption or otherwise inappropriate.

## 6. Agents and Intermediaries

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Personnel should not hire any third party if they have reason to suspect that third party will engage in any form of Bribery and Corruption.

All fees and expenses paid by, or on behalf of, Personnel to third parties should represent appropriate and justifiable remuneration for legitimate services to be provided and should be paid directly to the third party.

Accurate financial records of all payments must be kept.

All business units, where applicable should adopt appropriate procedures directed towards ensuring that their arrangements with third parties do not expose them to non-compliance with this Policy. Such procedures should assist Personnel in determining whether particular third parties present a Bribery and Corruption risk and, if so, what steps should be taken to address that risk. This may include, in particular, cases where a third party is engaged to act on behalf the Company:

- (a) to solicit new business;
- (b) to interact with Public Officials; or
- (c) in other high-risk situations.

Personnel must also be aware of factors which suggest the third party may pose a Bribery and Corruption risk and consult with their line managers to assess whether there is a need for enhanced due diligence and monitoring, or whether a proposed relationship should not proceed.

## 7. Gifts, entertainment and hospitality

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### 7.1 Prohibition on improper gifts, entertainment or hospitality

The Company prohibits all Personnel, in connection with a Critica Entity business matter, from offering or accepting gifts, entertainment or hospitality where doing so might amount, or create the impression of a benefit amounting, to Bribery and Corruption.

### 7.2 Acceptable gifts, entertainment or hospitality

The Company acknowledges that the receiving or giving of a gift, entertainment or hospitality of relatively low value is unlikely to be perceived as Bribery and Corruption.

Acceptable gifts, entertainment, hospitality or other benefits should meet the following requirements:

- (a) **Made for the right reason** – it should be clearly understood by both the giver and the recipient as a token of goodwill or common courtesy associated with standard business practice.
- (b) **No obligation** – it does not place the recipient under any obligation.
- (c) **No expectation** – expectations are not created by the giver or the recipient.
- (d) **Relatively low value** – in relation to:
  - (i) gifts, its value is such that it would be understood as a token of goodwill or common courtesy; and
  - (ii) entertainment, hospitality or a service, it is not extravagant or very expensive,

and in both cases would not be considered to give rise to any obligations or expectations.

### 7.3 Gift register

All Personnel must notify the Authorised Officer of any gifts and/or benefits either offered or accepted and:

- (a) in respect of a gift, is valued (or estimated to be valued) at A\$250 or more; or
- (b) in respect of entertainment, hospitality or related services:
  - (i) where there may be a reasonably held perception that the intended benefit may not meet the acceptability requirements set out in section 7.2; or
  - (ii) which in all cases is valued (or estimated to be valued) at A\$250 or more.

The Authorised Officer must record gifts and/or benefits provided or received by Personnel in the Gift Register.

## 8. Charitable and political donations

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The Company does not make political donations or payments.

Charitable donations can in some circumstances be used as a disguise for Bribery, e.g. where a donation is provided to a charity which is controlled by a Public Official who is in a position to make decisions affecting the Company.

Therefore, whilst the Company supports community outreach and charitable work, recipients must be subject to a suitable due diligence and approval process in all circumstances.

## 9. Mergers and acquisitions

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The due diligence exercise on companies which the Company is considering acquiring should extend to consider the potential Bribery and Corruption risk. The Personnel carrying out due diligence must retain records of their due diligence and report any issues identified. If issues are identified, the Authorised Officer must be informed, and they must consider the appropriate response. This may include not proceeding with the proposed transaction.

## 10. Reporting instances or suspicions of Bribery and Corruption

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### 10.1 Reporting by Personnel

If any Personnel become aware of any actual or suspected breach of this Policy or any instance of, or circumstances giving rise to reasonable grounds to suspect Bribery and Corruption, they must notify the Authorised Officer, provided such Authorised Officer is independent of the breach.

The Company will not permit retaliation of any kind against any Personnel for making good faith reports about actual or suspected violations of this Policy.

Whistleblowing reports should be made in accordance with the Company's Whistleblower Policy.

The Company expects all Personnel whether full-time, part-time or temporary acting in good faith to report unethical or fraudulent conduct without fear or favour.

Customers and suppliers are also encouraged to report unethical and fraudulent activities and (in the case of customers) activities that could constitute, or could be perceived to be, collusion or price fixing.

## 10.2 Reporting by the Authorised Officer

The Authorised Officer must promptly report any breaches of this Policy to:

- (a) the Board; or
- (b) in the case of a breach by a director or directors, a committee of the Board which does not include the breaching director(s).

## 11. Roles and Responsibilities

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### 11.1 Responsibilities of Personnel

It is the responsibility of all Personnel to know and adhere to this Policy. All Personnel are responsible for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of this Policy; and
- (b) reporting any actual or suspected breach of this Policy or any instance of, or circumstances giving rise to reasonable grounds to suspect Bribery and Corruption.

All managers and supervisors are directly responsible for implementing the Policy within their business areas.

### 11.2 Responsibilities of the Authorised Officer

The Authorised Officer is responsible for:

- (a) investigating any actual or suspected breach of this Policy or any instance of, or circumstances giving rise to reasonable grounds to suspect Bribery and Corruption;
- (b) maintaining the Gift Register;
- (c) providing advice and guidance on the implementation of this Policy; and
- (d) reporting any breaches of this Policy to the Board or a committee of the Board, as the case may be.

### 11.3 Responsibilities of the Board

The Board is responsible for:

- (a) maintaining this Policy, including updating it from time to time to ensure that it is operating effectively and to ascertain whether any changes are required to be made; and

- (b) ensuring that Personnel are provided with appropriate training in relation to this Policy, depending on the nature and risk profile of the associated business operations.

## 12. Compliance

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Employees who fail to comply with this Policy will be subject to the Company's disciplinary procedures and as such could be subject to summary dismissal.

Contractors (including sub-contractors), agents, distributors, business representatives, consultants and advisers who fail to comply with this Policy may have their engagement with the relevant Critica Entity terminated.

Strict compliance with this Policy is especially important because individuals are potentially criminally liable under anti-bribery and anti-corruption legislation in Australia. Criminal convictions could result in fines and imprisonment for individuals and in addition the Company could face sanctions as well as reputational damage.

## 13. Enquiries

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Enquiries about this Policy should be directed to the Authorised Officer.

## 14. Related Documents

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Code of Conduct.

Statement of Values.

Whistleblower Policy.

## Schedule 1      Authorised Officer

Name	Position	Contact Details
Jacob Deysel	Chief Executive Officer	jacob@critica.limited
Jamie Byrde	Company Secretary	jamie@critica.limited