

Anti-Bribery and Corruption Policy

Keybridge Capital Limited
ACN 088 267 190 (**Keybridge**)

Policy

1. Introduction

- 1.1 This policy applies to Keybridge Capital Limited (Keybridge or the Company) including its associated entities (the Group) and all directors, officers, employees, consultants, contractors and associates of the Company (Keybridge personnel).
- 1.2 The following conduct is prohibited by this policy: bribery, secret commissions, facilitation payments and money laundering. This policy also prohibits offering or accepting gifts, entertainment or hospitality, and providing donations, community investments and sponsorships, other than in accordance with this policy.

2. Prohibited Conduct

2.1 *Bribery*

Bribery can be described as the giving to or receiving by any person of anything of value (usually money, a gift, loan, reward, favour, commission or entertainment), as an improper inducement or reward for obtaining business or any other benefit. Bribery can take place in the public sector (eg. bribing a public official) or private sector (eg. bribing the employee of a customer). Bribery can also take place where an improper payment is made by or through a third party. This Policy is to establish an internal reporting system which ensures protections for individuals who disclose misconduct and encourages employees and our partners to report known or suspected misconduct.

Benefits include any direct or indirect commercial, regulatory or personal advantage, such as money, gifts, political or charitable donations, business opportunities, hospitality, access to assets or favours, having a law or regulation enacted, defeated or violated.

Keybridge 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 Keybridge personnel is offered a bribe, it must be refused and reported immediately to the Chairman.

2.2 *Secret Commissions*

Secret commissions are intended to influence or impact the conduct of the third party's business and they 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.

Payment of, soliciting or receiving secret commissions by the Company and Keybridge personnel is prohibited.

2.3 *Facilitation Payments*

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

Facilitation payments by the Company and Keybridge personnel are prohibited.

2.4 *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 the Company and Keybridge personnel is prohibited.

2.5 *Public officials*

Keybridge personnel must not make donations (or otherwise provide benefits (see above at part 2.1)) to any public international organisation, state or government agency, political party, incumbent, candidate or other public official (including any officer, employee, agent or representative of any of the forgoing) on behalf of the Company.

Keybridge personnel must obtain the prior approval of the Board to attend dinners, conferences or similar events organised by a political party or equivalent organisation.

2.6 *Community investments and sponsorships*

The Company may make charitable donations, 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.

Charitable donations, community investments and sponsorships provided by the Company require the prior approval of the Board. The Board may implement standing authorities for charitable donations. The standing authority must be consistent with the Company's delegated authorities and must be notified to the Company's auditor.

2.7 *Gifts, entertainment and hospitality*

Keybridge 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 (eg. where parties are involved in a competitive tender process).

Gifts, entertainment or hospitality should only be offered or accepted by Keybridge 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.

Any gift, entertainment or hospitality with an estimated financial value of \$50 or more given or received by Keybridge personnel must be reported to the Chairman within 5 working days of giving or receiving it and recorded in a gift register.

3. Approvals, Accounting and Record Keeping

3.1 All gifts, entertainment or other payments to and from other third parties that required approval by the Chairman or the Board must be recorded and maintained in an accurate and auditable register. The Chairman has responsibility for this register. Records that distort or disguise the true nature of any transaction are prohibited.

3.2 Each individual to whom this Policy applies must fully disclose all details regarding any and all such gifts, entertainment and payments they have made or approved or have received (whether accepted or declined) directly to the Chairman and provide all relevant documentary support including a valid tax invoice for such items.

4. Breach

4.1 The Company 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.

4.2 A breach of this policy constitutes serious misconduct. Strict compliance is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment. Keybridge personnel who breach this policy may also be subject to imprisonment and/or financial penalty.

4.3 Material breaches of this policy will be reported to the Board. The Company will also refer incidents to regulatory and law enforcement authorities, if appropriate.

5. Training

5.1 Employees and Directors will be made aware of this policy as part of their induction.

6. Notification Process

6.1 The Company supports and encourages a culture of integrity and transparency. All Keybridge personnel have responsibility for prevention, detecting and reporting of breaches of this policy.

6.2 Keybridge personnel must notify the Chairman as soon as possible of suspected, potential or actual breaches of this policy, and should seek the advice of the Chairman if unsure whether particular conduct constitutes, or may constitute, a breach of this policy.

6.3 All reports made under this paragraph will be handled in accordance with the Company's Whistleblower Policy.

7. Communication

7.1 This policy will be communicated and promoted at all levels of the organisation and disclosed on the Company's website for reference by external stakeholders.

8. Periodic Updates

8.1 This policy will be reviewed from time to time to ensure it remains effective and meets best practice standards and the needs of the Company. This policy can only be amended by resolution of the Board.

This policy was approved and adopted by the Board on 7 January 2022.