

# **ANTI-BRIBERY AND CORRUPTION POLICY**

## **FOUNDERS FIRST LIMITED ("Company")**

### **1) Introduction**

The Company is committed to working against Corruption in all forms in accordance with applicable laws, rules and regulations. Engaging in Bribery and Corruption exposes the Company to significant reputational damage and constitutes a serious offence, with criminal and civil implications.

This Anti-Bribery and Corruption (Policy) is underpinned by the Company's values which include honesty and integrity in everything we do.

The Policy is made publicly available on the Company's website at [www.foundersfirst.group/policies](http://www.foundersfirst.group/policies).

Capitalised terms used in this Policy are defined in the Schedule.

### **2) Scope**

This Policy applies to all of Employees of any Group Company.

### **3) Policy**

Under this Policy, Employees must:

- a) not engage in Bribery and Corruption or conceal such conduct;
- b) comply with the laws and regulations which apply to any Group Company and its business;
- c) comply with the Policy and all Group Company procedures; and
- d) report any concern or suspected or potential breach of the Policy immediately to the Reporting Officer.

### **4) What behaviour is prohibited by the Policy**

#### ***Offering, paying or receiving Bribes***

Employees must not give, offer, promise, accept, request or authorise a Bribe, whether directly or indirectly.

Pursuant to the OECD Convention Combating Bribery of Foreign Public Officials in International Business Transactions, in which Australia is a signatory, it has enacted legislation prohibiting the offering, paying, causing or promising of anything of value to both foreign and domestic public officials. This legislation enables Australian regulators to prosecute its citizens and corporations for the Bribery of public officials in Australia and in other countries.

#### ***Offering, paying or receiving kick-backs or secret commissions***

Employees must not offer, make or receive a 'kick-back' or a secret commission as an inducement or reward for doing or not doing something, or showing or not showing favour or disfavour to any person in relation to business matters.

#### ***Genuine Offers***

Employees must not give, seek or accept in connection with any Group Company's business any gifts and benefits which goes beyond common courtesies associated with ordinary and proper course of business as it may be construed as a Bribe or improper inducement.

Under this Policy, Employees can accept gifts or benefits worth \$100 or more only if the amount relates to:

- work related conferences;
- invitations to speak at a professional association (including flights and accommodation)]; and
- other business related benefit if approved by the Managing Director, or the Board if it relates to a benefit to the Managing Director.

**(Offer).**

Employees should report to their immediate senior manager or Reporting Officer that they have been offered an Offer before accepting it (**Disclosure**). Within 5 working days of receiving the Offer, the Employee will need to register the Offer in the Gift and Entertainment Register. Within 5 working days of receiving the Disclosure from the Employee, the senior manager or Reporting Officer will need to either approve, decline, donate or return the Offer.

An acceptable offer, made in conjunction with the common courtesies associated with ordinary and proper course of business:

- is made for the right reason, being as an act of appreciation or common courtesy associated with standard business practice;
- does not place the Employee under any obligations;
- does not create any expectations from the Employee;
- is not given to a Group Company, Employee or selectively given to a key, influential person;
- is made openly;
- is of reasonable monetary and non-monetary value;
- is made appropriately;
- is made at an "arm's length" basis with no special favours and no special arrangements;
- complies with all relevant laws; or
- is fully documented in the Gift and Entertainment Register.

### ***Donations***

Employees are encouraged to donate to charity but should not use charitable contributions of any nature (including in-kind services, knowledge, time or direct financial contributions) as a scheme to conceal Bribery or Corruption. The Company confirms that all charitable contributions made are legal and ethical under local laws and practices, and that such contributions are not offered/made without the approval of a senior manager of the Company or the Reporting Officer.

### ***Improper dealing of accounting records***

The Company strictly prohibits the intentional or reckless act of making, altering, destroying, concealing or doing something with an accounting document with the intention of concealing or

disguising the receiving or giving of a Bribe.

### ***Facilitation Payments***

Facilitation Payments are strictly prohibited under this Policy regardless if it's legal or not in a country.

## **5) Procedures in implementing and monitoring compliance**

### ***Education and training***

The Company will provide regular education and training to Employees and responsible senior managers on how to adhere to this Policy. Employees will also be asked annually to formally accept that they will comply with this Policy.

### ***Knowing our partners, agents and intermediaries***

This Policy will be clearly communicated to all third parties such as partners, agents and intermediaries at the outset and continuation of business relations. The Company will also obtain from that entity or individual certain assurances of compliance with the Policy and adherence with relevant anti-bribery and corruption laws.

### ***Investigations and audits***

This Policy and related procedures will be subjected to periodic audit and review. The Company will also conduct periodic risk assessments to identify bribery and corruption risk.

### ***Record keeping***

The Company has appropriate internal controls in place to act as evidence for all Offers made and received. The Company also declares and keep a written financial record of the amount and reason for Offers accepted and given, and understand that Offers are subject to managerial review.

## **6) Responsibilities of all parties**

In order to understand the impact of this Policy on your areas of responsibilities, you are expected to:

- a) read, understand and comply with the terms of this Policy;
- b) undertake all requisite education and training provided in relation to the laws and regulations relating to bribery and corruption and the Policy; and
- c) immediately report any concern, suspected or potential breaches of this Policy to either:
  - i) the Chief Executive Officer;
  - ii) the Chief Financial Officer;
  - iii) your immediate senior manager;
  - iv) Reporting Officer; or
  - v) a Whistleblower Protection Officer in accordance with our Whistleblower Protection Policy, which is available in [www.foundersfirst.group/investors](http://www.foundersfirst.group/investors).

All material breaches of the Policy must be reported immediately to the Board.

The Company will ensure that all Employees have a safe, reliable and confidential way of reporting

any suspicious activity. If Employees are unsure whether a particular act constitutes Bribery or Corruption, or if you have any other queries or concerns, this should be raised with your manager and/or Reporting Officer.

If you are uncomfortable speaking to your manager, the Company has a Whistleblower Protection Policy, protecting Employees against certain reprisals, harassment or demotion for making a report.

#### **7) Reporting Officer**

The Company's Reporting Officer is the Company Secretary of the Company and can be contacted via Computershare by requesting the representative for Founders First.

#### **8) Consequences for breaching the Policy**

Any suspected breaches of this Policy will be thoroughly investigated and reported to the Board.

Once a breach is established, the Company will take appropriate disciplinary and remedial actions. The Company reserves the right to inform the appropriate authorities where it is considered that a criminal activity or an apparent breach of any law has taken place.

Any contravention of the anti-bribery and corruption laws of Australia and of other countries in which any Group Company operates will have serious criminal and civil consequences, such as imprisonment or fines.

#### **9) Other matters**

The Board, in conjunction with the Audit and Risk Management Committee (if any), will review this Policy periodically.

This Policy can only be amended with the approval of the Board. The Company Secretary will communicate any amendments as appropriate.

## **Schedule**

### **Definitions**

For the purposes of this Policy:

**Bribery** means the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust.

**Bribe** means an inducement or reward offered, promised or provided in order to gain any commercial, contractual or regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

**Corruption** means the abuse of entrusted power for private gain.

**Employee** means an individual who is, or has been, any of the following:

- a) an officer of any Group Company;
- b) an employee, contractor or consultant of any Group Company, whether permanent, fixed term or temporary; or
- c) anyone who is employed or works at any Group Company in any capacity.

**Facilitation Payments** means payments made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action. Examples include processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature. The main purpose of the payment is not to influence the outcome of the official's action, but its timing.

**Group** means the Company and its Subsidiaries and **Group Company** means any one of them.

**Subsidiaries** has the meaning given to it under the Corporations Act 2001 (Cth).