

Anti-Bribery and Corruption Policy

1. Introduction

ORCODA Limited and its subsidiaries (“ORCODA”) is committed to maintaining a high standard of integrity, investor confidence and good corporate governance including having a leadership role in setting and articulating corporate governance standards in Australia.

Our Anti-Bribery and Corruption Policy (Policy) forms part of ORCODA’s corporate governance and other associated risk and compliance policies.

This Policy is a critical component of ORCODA’s delivery on its strategic goal of enduring trust, integrity and resilience and outlines ORCODA’s requirements regarding the management of gifts and benefits, which protects you and your reputation and minimises potential negative consequences for you and ORCODA. This Policy is also underpinned by the ORCODA values, to:

- Passionate - We care and support people in an environment where individuals live a life of their choosing
- Respectful - We learn from each other and celebrate diversity – we value each person as an individual
- Accountable - We are transparent and responsible in all of our actions, and we promote open communication
- Innovative - We embrace new ideas, take smart risks and reward creativity and innovation
- Successful - We grow from our successes, and also our mistakes, and abide by all processes and procedures
- Ethical - We are true to our word and walk our talk. We encourage autonomy and self-determination

Under the Policy you must:

- not give or accept gifts and/or benefits that will compromise, or appear to compromise, your integrity and objectivity in performing your duties
- not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest
- record gifts or benefits worth \$100 or more in the Gift and Entertainment Register
- record in the Gift and Entertainment Register where a gift or benefit provided on behalf of ORCODA is more than \$100
- decline gifts and/or benefits worth \$400 or more (unless an exception applies)

The Policy applies globally. If travelling outside of Australia, ORCODA employees are subject to the laws of the country they are in; however, the principles of this Policy must be followed regardless of whether that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws which are of a lesser standard to this Policy, this Policy prevails.

2. Scope

This Policy applies to anyone who is employed by or works at ORCODA, including employees (whether permanent, fixed-term or temporary), contractors, consultants, secondees and directors wherever located (collectively referred to as employees in this Policy).

Third party means any individual or organisation you encounter during the course of your work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

3. What is Bribery and Corruption?

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

Corruption is the abuse of entrusted power for private gain.

4. Policy

4.1 Bribes

ORCODA employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

4.2 Gifts and Hospitality

4.2.1 Initial assessment

Before giving or accepting a gift and/or benefit, regardless of value, an employee must first assess whether giving or accepting the gift and/or benefit may:

1. compromise, or appear to compromise, their integrity and objectivity in performing their duties; or
2. cause, or appear to cause a conflict of interest. Where either 1 or 2 above occur, the employee should:
3. defer from giving or accepting the gift and/or benefit (refer also guidance in section 4.2.4); or
4. if in doubt, discuss the giving or accepting of the gift and/or benefit with their manager to determine the appropriate action.

4.2.2 Secondary assessment

Where the employee is comfortable that neither 1 nor 2 above will occur, or their manager's approval has been obtained, then:

Employees must declare all gifts and benefits, valued at \$100 or more, in the Gift and Entertainment Register.

Employees are expected to decline (or avoid accepting) gifts and benefits which are valued at \$400 or more, with the exceptions being:

- work related conferences
- invitations to speak at a professional association (including flights and accommodation)
- working lunches
- where it is part of an ORCODA sponsorship deal

4.2.3 Approval process for gifts and benefits

- Employees are required to enter any gift / benefit in the Gift and Entertainment Register within 5 working days of receiving or being offered the gift / benefit.
- Managers need to action any gifts and benefits reported to them within 5 working days of receiving the disclosure from the employee.

Noting that gifts / benefits should not be accepted on a re-occurring basis or broken down into parts of less than \$100.

4.2.4 Acceptable gift and entertainment expenditure

Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it complies with the following:

- made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice
- no obligation – it does not place the recipient under any obligation
- no expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction
- made openly – if made secretly and undocumented then the purpose will be open to question
- reasonable value – its size is small and in accordance with general business practice
- appropriate – its nature is appropriate to the relationship
- at “arm’s length” – all transactions / gifts should be at an “arm’s length” basis with no special favours and no special arrangements
- legal – it complies with relevant laws
- documented – the expense or gift, if valued at \$100 or more, is fully documented in the Gift and Entertainment Register

Some examples of acceptable gifts and/or benefits:

- token gifts / benefits were offered in business situations or to all participants and attendees (e.g. work related seminars, conferences, trade and business events and would include items such as a pen, cap, stationery, coffee mug, stress ball, mouse pad, corporate umbrellas and memory sticks)
- a gift / benefit for presenting at a work-related conference, seminar, and / or business event
- a ceremonial gift from another organisation on behalf of the ORCODA. Please note that ceremonial gifts belong to the ORCODA and as such you must declare and report the item on the Gifts and Entertainment Register and arrange to display the item in the ORCODA where appropriate
- a gift / benefit given in gratitude when hosting business events or overseas delegations only where refusal would be unreasonable and unnecessarily offensive
- light refreshments (e.g., tea, coffee, water, juice) or a modest meal during a meeting or as a participant of a working group

These circumstances are never acceptable:

- gifts in the form of cash and / or cash equivalent vouchers or gift certificates
- “quid pro quo” (a benefit or advantage offered for something in return)
- making incomplete, false or inaccurate entries in the ORCODA’s books and records, e.g., Gift and Entertainment Register

4.3. Facilitation Payments

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g., Processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official’s action, only its timing.

Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

4.4. Political Contributions

ORCODA makes donations to political parties from time to time. Individual donations must be approved by the CEO and Group General Counsel and must be within the ORCODA board approved financial limits. ORCODA discloses all political donations in the ORCODA Limited Annual Report under 'Corporate Governance', and to the Australian Electoral Commission and state electoral authorities as required.

4.5. Charitable Contributions

ORCODA's community programs allow employees to support causes and charities of their choice from a broad list of charity partners. Charitable support and donations are acceptable (and indeed are encouraged via ORCODA in the Community), whether of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

ORCODA can only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation must be offered or made on behalf of ORCODA without the prior approval of the Group Executive, Human Resources. However, there is no need to obtain this prior approval for donations made under the Workplace Giving Scheme.

All charitable contributions made by the ORCODA are publicly disclosed in the ORCODA Limited Annual Report.

5. Your Responsibilities

You must ensure that you read, understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for ORCODA or under its control.

All employees are required to avoid any activity that might lead to or suggest a breach of this Policy.

You must notify your manager and / or Enterprise Compliance as soon as possible if you believe or suspect that a conflict with, or breach of, this Policy has occurred, or may occur in the future. Any employee who breaches this Policy will face disciplinary action, up to and including in termination of employment or engagement.

Remember, a bribe does not actually have to take place – just promising to give a bribe or agreeing to receive a bribe is an offence.

6. Record-Keeping

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and enter in the Gifts and Entertainment Register within 5 business days. This Register may be subject to managerial review and internal and external audit. You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for

the expenditure. Please refer to Appendix 1 for what details are required to be recorded in the Gifts and Entertainment Register.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers, and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments. Noting it is an offence under the Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016 for a person to make, alter, destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

7. Exceptions

Approval for any gifts and entertainment above \$400 may only be provided by the CEO and, for the CEO, by the Chairman and must be disclosed in the register.

8. How to Raise a Concern

Under the Code of Conduct, all ORCODA employees have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrongdoing in connection with ORCODA's business. ORCODA is committed to ensuring that all employees have a safe, reliable and confidential way of reporting any suspicious activity. You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with your manager. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with your manager and/or Enterprise Compliance.

If you are not comfortable, for any reason, with speaking directly to your manager, ORCODA has a Whistle-blower Protection Policy which affords certain protections against reprisal, harassment or demotion for making the report.

9. Monitoring and Review

Regular reviews of the register enable the identification and management of any emerging risks, e.g., if a particular company is presenting a significant number of gifts to various employees or if companies are offering frequent and substantial hospitality to employees, e.g. dinners, seats at sporting events, access to corporate boxes at sporting or cultural venues, upgrades on flights, theatre tickets etc.

Internal control systems and procedures will be subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption. There may also be independent reviews undertaken from time to time by External Audit.

10. Version Control

Version	Date	Author	Changes
1.0	22/09/2022	Board of Directors	First version of policy

APPENDIX 1**Completing the Gift and Entertainment Register**

The following information is required in completing the Gift and Entertainment Register:

Receiving Gifts and Entertainment	Offering Gifts and Entertainment
Date Received	Date Offered
Name, Position & Business Unit of Recipient	Name, Position & Business Unit of Offer or
Name of Giver (Who is giving you the gift / entertainment)	Name of Receiver (Who are you offering the gift / entertainment too)
Description of gift / entertainment	Description of gift / entertainment
Value \$ *	Value \$ *
Reason for acceptance	Reason for offering
Decision on what will happen to gift / entertainment	
Name and Position of Approving Manager (e.g. GM)	Name and Position of Approving Manager (e.g. GM)

* Based on the reasonable person test, i.e., if the value is not known, what value a reasonable person would place on the gift / entertainment