



Anti-bribery and Corruption Policy

POL-LGR-GPG-0002

1. Purpose

The purpose of this Anti-bribery and Corruption Policy (**Policy**) is to: (i) establish controls to ensure compliance with all anti-bribery and corruption legislation and regulations applicable to GenusPlus Group Ltd and its related entities (collectively **Genus** or **Company**); and (ii) ensure that the Company's business is carried out with the highest level of integrity and ethical standards and conducted in a socially responsible manner to promote and maintain the highest standards of stakeholder confidence and good corporate governance.

This Policy sets the basis for a consistent standard of behaviour throughout Genus, and its objective is to ensure that all personnel and counterparties of Genus understand their obligations in respect of anti-bribery and corruption practices.

Genus and its employees, contractors, suppliers, clients and counterparties are required to comply with and uphold all laws relevant to countering bribery and corruption in all countries and regions in which Genus operates.

This Policy is underpinned by Genus' value of Integrity as set out in its values:



INNOVATION

We strive to learn, improve and seek out solutions that create value.



MATESHIP

We look out for each other and treat one another equally and with respect.



SAFETY

We embody "Think Safe. Work Safe. Home Safe."



INTEGRITY

We are honest, transparent and we do what we say we will do.



COLLABORATION

We believe in the power of working together to achieve success.

2. Scope

This Policy applies to all: (i) employees and workers of Genus, including senior managers, officers, directors, permanent, fixed-term or temporary employees, and apprentices and trainees (Employees); and (ii) consultants, contractors, suppliers and any other person or entity working with or providing services or goods to Genus and their employees, wherever located (together with the Employees collectively referred to as Personnel).

This Policy applies globally. When travelling for work outside of Australia, Employees are subject to, and are required to comply with, the laws of the country in which they are. However, the requirements of this Policy must be adhered to regardless of whether the country has specific bribery and corruption

laws. In cases where a country has bribery and corruption laws that are less stringent than those in this Policy, those in this Policy take precedence.

3. What is Bribery and Corruption?

Bribery involves the act of providing, promising, offering, accepting, or soliciting an advantage with the intention of influencing actions that are illegal, unethical, or a violation of trust.

A **Bribe** refers to an inducement or reward given, promised, or offered in order to obtain an advantage in commercial, contractual, regulatory, or personal matters. Bribes can manifest as gifts, loans, fees, rewards, or other forms of benefits.

Corruption is the misuse of entrusted power for personal gain.

4. Policy

4.1 Bribes

Personnel must not engage in any form of Bribery, either directly or through any third party (such as an agent or distributor), and Bribery of foreign public officials anywhere in the world is strictly prohibited.

It is important to note that the act of promising or agreeing to give or receive a Bribe, even if the actual exchange does not take place, is considered an offense.

4.2 Gifts and Hospitality

The Company prohibits the giving and receiving of gifts in connection with the Company's operations where these go beyond common courtesies associated with general commercial practice. This is to ensure that the offer or acceptance of a gift does not create an obligation or cannot be construed or used by others to allege favouritism, discrimination, collusion, or similarly unacceptable practices by the Company.

Gifts, hospitality or entertainment should only be accepted if they are occasional and of modest value. Determining what is 'occasional and modest' is a matter of judgement. It is generally acceptable for employees to take up invitations to sporting and social events. If those invitations will involve flights, accommodation or have a value in excess of \$250 over any 6-month period, employees must obtain prior approval from their manager before accepting them.

4.2.1 Initial assessment

Prior to giving or accepting any gifts or benefits, regardless of their value, Personnel are required to evaluate whether such actions could:

1. compromise their integrity and objectivity while performing their duties, or give the appearance of doing so; or
2. cause a conflict of interest or give the appearance of causing one.

If either situation 1 or 2 above arises, Personnel should take the following steps:

- a. not give or accept the gift or benefit (refer also to the guidance in section 4.2.2); and
- b. if uncertain, discuss the matter of giving or accepting the gift or benefit with their manager to determine the appropriate course of action.

4.2.2 Secondary assessment

Once Personnel are confident that neither situation 1 nor 2 in section 4.2.1 will occur, or if they have obtained approval from their manager, they must declare all gifts and benefits valued at \$200 or more in the Company's Gifts, Entertainment, Sponsorships and Donation Register (**Register**). As a general rule, you should decline gifts and benefits valued at \$250 or more, unless the following exceptions apply and they relate to or are part of:

- a. attendance at work-related conferences;
- b. invitations to speak at professional associations, including coverage for flights and accommodation;
- c. working lunches; or
- d. a Genus sponsorship agreement.

4.3 Dealing with Government Officials including Facilitation Payments & Political Contributions

The provision of gifts or entertainment to a government official may be a legitimate and justifiable business activity in some circumstances; however, the practice has the potential to create the perception that the Company has sought to improperly influence the government official to achieve an improper advantage or obtain preferential treatment.

The offer, promise or giving of any gift, entertainment or other personal favour or assistance to a government official which might, regardless of value, be perceived as likely to improperly obtain/retain a business advantage, must be referred to the Managing Director in advance for approval.

The Company does not make political donations to any political party, politician, or candidate for public office in any country unless the donation has been approved in advance by the Board.

Attendance at party-political functions as a representative of the Company is permitted where there is a legitimate business reason. Attendance at these functions must be approved by the Managing Director.

Compliance with Laws and Regulations

Non-compliance with anti-bribery and corruption laws has potentially serious consequences for the Company and the Personnel involved.

Applicable laws and regulations to which all Personnel must comply include:

- the *Criminal Code Act 1995 (Cth)*;
- any other anti-bribery and corruption laws of the Commonwealth of Australia or any State or Territory of Australia (including any applicable common law, law of equity, any written law, statute, regulation, or other instrument made under statute or by any government agency); and

- any anti-bribery and corruption law of a country other than Australia which applies to the Company and the Personnel, including the Company's business partners or any third parties operating on the Company's behalf.

4.4 Charitable Contributions

Charitable support and donations, whether in-kind services, knowledge, time, or direct financial contributions may be made.

The Company only makes charitable donations to organisations which have deductible gift recipient status with the Australian Taxation Office.

Charitable donations may only be made following the prior approval of the Managing Director.

5. Personnel Responsibilities

All Personnel must carefully read, comprehend, and adhere to this Policy.

The responsibility for preventing, detecting, and reporting bribery and other forms of corruption rests with all Personnel, who must not engage in any activities that could breach or potentially violate or suggest a breach of this Policy.

Any Personnel found to be in violation of this Policy will be subject to disciplinary measures, including in the case of Employees potential termination of employment or engagement.

6. Recording- Keeping

Genus is required to maintain accurate financial records and implement appropriate internal controls as evidence of the legitimate business purpose of gifts and entertainment, and payments to third parties.

Employees and any agents or third parties acting on behalf of Genus are required to notify Genus of any gifts, entertainment or payments in accordance with this Policy, and Employees are required to declare and record all relevant details in the Register. The Register may undergo managerial review and internal and external audits. Furthermore, any expenses claims related to hospitality, gifts, or expenses incurred for third parties, must adhere to Genus' expenses policy. It is essential to clearly state the reason for each expenditure.

All accounts, invoices, memoranda, and other documents pertaining to interactions with third parties, including clients, suppliers, and business contacts, should be diligently prepared and maintained with accuracy and completeness. Off-book accounts for the purpose of facilitating or concealing improper payments may not be kept. Note that the Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016 makes it an offense for individuals to engage in activities such as making, altering, destroying, or concealing an accounting document (including displaying reckless conduct that enables such actions) to facilitate, conceal, or disguise corrupt conduct.

Periodic evaluations of the Register may allow for the identification and mitigation of potential risks that may arise. For instance, if a specific company is consistently offering many gifts to multiple

employees, or if companies are frequently providing significant hospitality such as dinners, sporting event tickets, access to corporate boxes, flight upgrades, theatre tickets, and so on.

Please also refer to the Company's Travel Policy and Gifts and Entertainment Policy as well as the Procurement Policy for further guidance and information.

7. Exceptions

The Managing Director's approval is required for gifts and entertainment over the value of \$400, and, for the Managing Director to accept or receive gifts and entertainment over the value of \$400 the Chairman's approval is required.

8. Raising Concerns

Personnel who have witnessed, or who are aware of, any suspected bribery, corruption or any other conduct which does not comply with this Policy or any applicable laws and regulations must report it immediately to their manager or the Managing Director, or may report the matter through the procedure set out in the Company's Whistleblower Policy.

The Board will be informed of incidents of bribery or corruption or any material breaches of this Policy.

9. Monitoring and Review

This Policy is to be reviewed at least every two years to ensure it is updated to reflect any changes to the law, Genus' evolving business and the risks associated with Bribery and Corruption.

Internal control systems and procedures will undergo periodic audits and reviews to ensure their effectiveness in combating bribery and corruption. Additionally, external audits may occasionally be conducted by independent entities to further assess the adequacy of the Company's systems and procedures.

Changes to this Policy require Board approval.

10. Document Information

Company Details
GenusPlus Group Limited ACN 620 283 561 Adopted and approved by the Board on 29 September 2023

3.1 Document History

Rev	Date	Author	Approver	Details of Amendment
0	10/05/2019	CoSec	Board	Draft Issue
2	10/05/2019	CoSec	Board	Issued for Use
3	14/10/2020	DW	Board	Document review
4	15/12/2021	DW	Board	Annual review
5	28/09/2023	CoSec	Board	Revised document approved

3.2 Definitions & Abbreviations

Term	Definition
ASX	Australian Securities Exchange (ASX Limited)
GPG	GenusPlus Group Limited

3.3 References

References
Documents both internal and external that are referenced within the content of this policy, including Australian and International Standards and legislation. <ul style="list-style-type: none"> Criminal Code Act 1995 (Cth)

3.4 Related Documents

Related Documents	
POL-GPG-GPG-001	Code of Conduct
POL-GPG-GPG-003	Whistleblower Policy