



# Anti-bribery & Corruption Policy

**Trimantium GrowthOps Limited (ACN 621 067 678) ("Company")**

**Updated and ratified by the Board on October 2020**

# Anti-bribery & Corruption Policy

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## 1 Purpose

The Company (together with its subsidiaries) is committed to maintaining the utmost level of ethical behaviour in all of its commercial and daily business activities.

The Company has zero tolerance for any form of bribery or corruption. Bribery and corruption are inherently inconsistent with the Company's core values enshrined by its Code of Conduct which contains inter alia, the Company's position on anti-bribery and corruption

### 1.1 Policy Statement

This policy applies to the Company, together with all of its affiliates and subsidiaries.

The purpose of this policy is to establish controls to ensure compliance with all applicable anti-bribery and corruption regulations in the regions in which it operates, and to ensure the Company's business is conducted in an honest and responsible manner.

The Company is committed to implementing and enforcing processes to counter this behaviour.

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## 2 Scope

### 2.1 Who is covered by this policy?

This policy covers any activity or behaviour undertaken in connection with the Company within any jurisdiction. It policy applies to across all levels including:

- a) an officer or employee (whether permanent, part time, fixed-term or temporary, interns, secondees, managers and directors); and
- b) consultants, contractors, volunteers, interns, agents, sponsors or any other person associated with the Company, or any of its subsidiaries or their employees.

Additionally, the Company expects those who perform services for or on behalf of the Company or any of its subsidiaries to abide by the standards set within this policy.

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## 3 Types of Prohibited Conduct

### 3.1 Categories of Conduct

The Company prohibits all forms of the following conduct, whether involving a public official, private company or enterprise, individual or otherwise directly or indirectly through a third party:

- a) bribes;
- b) secret commissions or payments;
- c) money laundering;
- d) gifts and hospitality (outside of those set out in its Code of Conduct); or
- e) facilitation payments.

### **3.2 Bribes**

In general, bribery is the offering, payment or provision of a benefit to someone as an inducement for action, or influence of performance of a person's duty to encourage misuse of their authority, which is illegal or otherwise a breach of trust, in order to obtain any commercial, contractual, regulatory or personal/ commercial advantage.

Bribery and other forms of corruption are serious criminal and civil offences which may be punishable by imprisonment, fines or other serious penalties.

### **3.3 Secret Commissions**

These types of payments typically occur when an agent accepts a financial benefit or other form of benefit from a third party in exchange for showing favour to that party in the conduct of their principal's business, without revealing that payment to their principal.

### **3.4 Money laundering**

Money laundering occurs when an individual or entity conceals the existence of an illegal source of income and then in turn, disguises that income, in order to make that income appear legitimate.

### **3.5 Gifts or hospitality**

As a form of bribery, gifts and hospitality (such as entertainment or travel) are provided with the intent to obtain an improper advantage.

Further details regarding this category are contained in the Company's Code of Conduct.

### **3.6 Facilitation payments**

Facilitation payments are unofficial payments made to secure to expedite the performance of a routine government action by a public officer or employee.

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## **4 Exceptions**

In very limited circumstances, the above conduct undertaken as a measure to mitigate the risk to a person suffering imminent threat to their personal safety are permitted.

Should this be the case, the Company requires that the individual notify their senior team leader and the Anti-bribery Officer, as soon as reasonably practicable and provide details of any payments made or offered as a result.

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## **5 Third Parties**

In certain circumstances third party arrangements can pose risks from an anti-bribery and corruption perspective.

The Company may choose to enter into dealings with third parties where there is a legitimate need and where it obtains fair market value in compliance with applicable laws and this policy.

The Company expects that its team members do not engage or pay a third party knowing or suspecting they may use or offer any form of a bribe as a form of payment. Any engagements with third parties require all Company team members to maintain objectivity in their dealings and to be cognisant of any signs of bribery or corrupt behaviour.

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## 6 Maintenance of Records

The Company maintains a system of internal accounting controls across its group and maintains all books and records which accurately reflect all payment arrangements for the purposes of all transactions (including any asset disposition).

The Company prohibits any fraudulent, mischaracterisation or falsification of any of its financial books and records of any nature whatsoever.

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## 7 Consequences of a breach

Any breach of this policy is considered serious misconduct which may result in termination of employment or termination of any contractual arrangements in place with the Company.

A breach of this policy may also result in criminal and/or civil liability.

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## 8 Reporting Requirements

The Company expects all of its members to immediately report actual or suspected violations of this policy, including any attempts by third parties to engage in the types of behaviour set out in this policy in any direct or indirect manner.

As set out in the Code of Conduct and Whistleblower Policy, the Company values and encourages reporting incidents of this nature, including ensuring safety from reprimand to a person who has reasonable grounds to suspect that a potential misconduct has occurred or is likely to occur.

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## 9 Administration

### 9.1 Where can I obtain further information?

The Company has dedicated personnel responsible for the administration of this policy. At the date of adoption of this policy, this is the Company Secretary and the Group Legal Counsel. All queries as to what constitutes a breach of this policy must be directed to these personnel in the first instance.

Additionally, the Company's **Anti-bribery Officer** is responsible for:

- a) applying this Policy;
- b) ensuring compliance with anti-bribery training available to the Company; and

- c) carrying out the Company's risk assessment, including to assess procedures for managing risky third party arrangements.

As at the date of this policy, this role is fulfilled by the **Chair of the Audit & Risk Committee of GrowthOps' Board of Directors**

## **9.2 Review**

The Board will review this policy from time to time to ensure its effectiveness, suitability and to update any internal control systems and procedures required to minimise risk of non-compliance. This policy may be amended by resolution of the Board.

Updated and ratified by the Board on October 2020