

Anti-Bribery and Corruption Policy

Zoono Group Limited (Company)

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1. Policy statement

Compliance with this policy is foundational to the Company's values, reputation and standing in the wider community.

The Company prohibits bribery and corruption in all dealings in every country. This policy applies to all our dealings whether they be with private organisations, individuals, domestic or foreign governments, or their representatives.

Bribery involves making a payment of any amount or otherwise offering a benefit to any person deliberately to distort a proper decision making process, to *influence* a person's decision, to encourage them to secure an improper commercial advantage, or to enter into a dishonest arrangement.

Corruption involves the dishonest provision, offer or promise of a benefit to another person with the intention of seeking to distort a proper decision making process or influencing a public official, in Australia or abroad, in the exercise of their duties and/or to encourage them to secure an improper commercial advantage, or to enter into a dishonest arrangement, with the provider of the benefit.

The purpose of this policy is to:

- (a) set out our responsibilities, and of those working for us, in observing and upholding our position on bribery and corruption; and
- (b) provide information and guidance to those working for us on how to recognise and deal with bribery and corruption issues.
- (c) This policy is endorsed by the Board and senior management of the Company, who have ultimate responsibility for its implementation.
- (d) References in this policy to the Company include a reference to all of the Company's subsidiaries.

2. Who is covered by the policy?

This policy applies to all personnel engaged by the Company and under the Company's operational control, wherever located (collectively referred to as **personnel** in this policy).

Compliance with this policy is the responsibility of all Company personnel (irrespective of an individual's particular role or responsibilities). We expect our suppliers, contractors and consultants to uphold the same standards.

3. Penalties and sanctions

Most countries have laws prohibiting bribery and corruption within their borders. However, many countries (including Australia, the United States and the United Kingdom) also have extraterritorial laws that prohibit bribery and corruption when committed outside the country.

A breach of these laws is a serious offence, which can result in fines on the Company and employees and imprisonment of employees. Even the appearance of a breach of these laws can have a serious reputational impact on the Company. A breach of these laws may have serious consequences for Company personnel, including termination where appropriate.

A breach of this policy by a third party (as defined in clause 4) will be regarded as an extremely serious matter by the Company and the Company may exercise any contractual or civil remedy (or other commercial avenue) available to it in order to address the matter.

Breaches of bribery and corruption laws can enliven reporting obligations, which the Company will comply with.

4. Due diligence on third parties

The Company and its personnel may also be held responsible for acts of bribery by third parties. The use of third parties for the purpose of committing acts of bribery is prohibited.

In this policy, **third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, consultants, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

We must take reasonable precautions to ensure that third parties also comply with this policy, including through the exercise of reasonable care in selecting our business partners with a view to ensuring they are reputable, honest and qualified for their roles, and, where possible, the inclusion of appropriate contractual protections in our terms of engagement with such parties.

Where you have concerns that a third party's conduct may breach this policy you must contact the Chief Executive Officer.

5. Gifts and hospitality

This policy does not prohibit bona fide and appropriate hospitality or promotional or other legitimate business expenditure (given and received) to or from third parties.

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- (a) it is not made with the intention of influencing, and is otherwise not likely to influence, a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) it complies with local law;
- (c) it is given in our name, not in your name;
- (d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (e) it is appropriate in the circumstances. For example, it may be customary in some cultures for small gifts to be given at Christmas time;
- (f) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- (g) is not, to the best of your knowledge, against the policies of the organisation or body of the recipient; and
- (h) it is given openly, not secretly and is appropriately recorded and documented as per Company policy.

The practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable, justifiable and proportionate. The intention behind the gift should always be considered.

6. Facilitation payments

'Facilitation' payments are small payments made to secure the proper performance of a routine action by a government official or agency (e.g. issuing visa or work permits, installation of a telephone line, processing goods through customs, etc) to which the payer (or the Company on behalf of which the payment is made) has legal or other entitlements. For example, facilitation payments may be extorted by underpaid officials.

Whilst the laws of certain countries make exceptions for properly recorded facilitation payments, this is not the case in the United Kingdom. Facilitation payments must not be given by you (or anyone on your, or our, behalf) in any country, except with the prior written approval of the Chief Executive Officer.

7. Record-keeping

We must keep financial records and have appropriate internal controls in place which will evidence the business reasons for making payments (including any facilitation payments made in accordance with paragraph 6 of this policy) to third parties.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses procedures and specifically record the reason for the expenditure.

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.

8. Secret Commissions

'Secret commissions' are payments, or offers of payments, made by a person or an entity to an agent or representative of another person (such as a supplier) which is not disclosed by that agent or representative to their principal. This is usually done to influence an action in relation to the principal's business or affairs.

Secret commissions must not be given or received by you.

9. Political Donations

The Company will comply with all laws and regulations in relation to political donations.

It is the present policy of the Company that the giving of political donations on behalf of the Company to any political party is banned.

10. Training and communication

Training on this policy forms part of the induction process for all new personnel. All existing personnel will receive relevant training at appropriate intervals on how to implement and adhere to this policy.

Our zero-tolerance approach to bribery and corruption must be communicated in writing to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

11. Who is responsible for the policy?

The Board of Directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The Chief Executive Officer has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate training on it at appropriate intervals. This policy, and the Company's internal control systems and procedures, will be subject to regular reviews to provide assurance that they are effective in countering bribery and corruption.

12. How to raise a concern

All personnel of the Company have a responsibility to be aware of, and report, suspicious behaviour or activities which may be in contravention of this policy.

If at any time you:

- (a) have any questions about the application of this policy; or
- (b) need guidance or assistance in a particular case; or

(c) want to report a circumstance you believe may be a breach or may result in a breach of this policy,

you should in the first instance consult the Company Secretary. Alternatively, consult the Company's Chief Operating Officer.

You can do this on a confidential and/or anonymous basis. Please refer to the Company's Whistleblower Policy available on the Company's website at www.zoono.com for further details on raising concerns of bribery and corruption.

13. Guidelines

As a guide, set out in Schedule 1 are some practical guidelines to assist personnel in complying with this Policy. This list is indicative only and does not address all potential circumstances to which this Policy may apply.

Schedule 1 – Anti Bribery and Corruption Guidelines

Set out below are a number of guidelines to assist personnel in complying with this Policy. The list is not intended to be exhaustive and is for illustrative purposes only.

1. Always:

- (a) Conduct appropriate due diligence in selecting and engaging third parties. Where appropriate this should include:
 - (i) consideration of the background, reputation, beneficial ownership, expertise and qualifications of the third party; and
 - (ii) consideration of the prospective third party's associates and connections with government and public officials
- (b) Communicate our anti-bribery requirement to third parties in writing and ensure that, where appropriate, third parties are required to confirm compliance with applicable bribery and corruption laws
- (c) Make sure you fully understand applicable legal requirements, the recipient's own rules and policies (where practicable) and our approach to offering or accepting gifts or hospitality
- (d) Ensure that all expenditure is accurately recorded
- (e) Seek to anticipate and plan in advance for new or potential circumstances where bribery or corruption may occur
- (f) Acknowledge the necessity of compliance with anti-bribery and corruption laws when setting key performance indicators (**KPIs**) and do not penalise individuals and teams for failing to meet KPIs as a result of such compliance
- (g) Immediately report indication of improper payments or a concern you may have regarding the legitimacy of a payment in cash or in-kind that the Company is intending to make.

2. Never:

- (a) Offer anything of value to a government official or other person to obtain an actual or perceived improper advantage
- (b) Allow secret commissions, 'kick-backs' or similar corrupt payments to be made. This includes arrangements made with politically influential individuals, companies or organisations where the fees are disproportionate to the legitimate services offered
- (c) Make a payment to any person (in cash or in-kind) for a service to which the Company is not normally entitled. Examples include paying a public official to work overtime, to work during local holidays or to undertake duties beyond the scope of their normal job description
- (d) Do anything to encourage or facilitate someone else, including an agent or representative of the Company to make an improper payment
- (e) Agree to demands for facilitation payments to expedite a routine administrative action without the prior written approval of the Chief Executive Officer
- (f) Establish a 'slush' fund (a reserve of money used for illicit purposes)

3. Be cautious of:

- (a) A commission that is disproportionate to the services provided

- (b) Any request to make a payment that appears suspicious or to a name not related to the transaction, including but not limited to a charity or foundation
- (c) Background information about existing or potential third-party representatives that suggest they may be undertaking activities that could be considered improper