

Anti-Bribery and Corruption Policy

EntX Limited
ACN 164 573 728

Approved: 11 April 2022

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(Company)

Anti-Bribery and Corruption Policy

1. Introduction

This policy applies to the Company and all directors, officers, employees, consultants, contractors and associates of the Company (**EntX personnel**). All references to Company include all subsidiaries existing at the time.

The following conduct is prohibited by this policy: bribery, secret commissions, facilitation payments and money laundering. This policy also prohibits offering or accepting gifts, entertainment or hospitality, and providing donations, community investments and sponsorships, other than in accordance with this policy.

The Company and EntX personnel will comply with the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions and laws relating to combating bribery and corruption in Australia and any other place the Company conducts its business.

2. Prohibited conduct

2.1 Bribery

A bribe is offering (or causing the offering), promising, giving, accepting or requesting any benefit to improperly influence a person in the performance of their duty or function (including inducing a person to not do something) in order to obtain an illegitimate business advantage.

Benefits include any direct or indirect commercial, regulatory or personal advantage, such as money, gifts, political or charitable donations, business opportunities, hospitality, access to assets or favours, having a law or regulation enacted, defeated or violated.

EntX personnel must not offer, promise, give, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. If any EntX personnel is offered a bribe, it must be refused and reported immediately to the Company Secretary.

2.2 Secret commissions

Secret commissions are intended to influence or impact the conduct of the third party's business and they typically arise where there is a payment or benefit given or offered to an agent or representative of a third party, which is not disclosed to the third party.

Payment of, soliciting or receiving secret commissions by the Company and EntX personnel is prohibited.

2.3 Facilitation payments

A facilitation payment is an unofficial payment (including a nominal amount) made, directly or indirectly, to facilitate or expedite a non-discretionary action by a government official.

Facilitation payments by the Company and EntX personnel are prohibited.

2.4 Money laundering

Money laundering is concealing the origins of illegal income and disguising the income so that it appears to have come from a legitimate source.

Money laundering by the Company and EntX personnel is prohibited.

2.5 Public officials

EntX personnel must not make donations (or otherwise provide benefits (see above at part 2.1)) to any public international organisation, state or government agency, political party, incumbent, candidate or other public official (including any officer, employee, agent or representative of any of the forgoing) on behalf of the Company.

EntX personnel must obtain the prior approval of the Chairman or Managing Director to attend dinners, conferences or similar events organised by a political party or equivalent organisation.

2.6 Community investments and sponsorships

The Company may make charitable donations, community investments and provide sponsorships which comply with the legal and ethical requirements of the jurisdiction in which the charitable donation, community investment or sponsorship is made. In Australia, charitable donations will only be made to organisations with deductible gift recipient status with the Australian Taxation Office.

Charitable donations, community investments and sponsorships provided by the Company require the prior approval of the Chairman or Managing Director. The Chairman or Managing Director may implement standing authorities for charitable donations. The standing authority must be consistent with the Company's delegated authorities and must be notified to the Company's auditor.

2.7 Gifts, entertainment and hospitality

EntX personnel must not accept or offer gifts, entertainment or hospitality which could be perceived to create undue influence on the recipient. The context in which gifts, entertainment or hospitality are provided will be relevant to whether they could be perceived to create undue influence (e.g. where parties are involved in a competitive tender process).

Gifts, entertainment or hospitality should only be offered or accepted by EntX personnel for legitimate business purposes and must meet the following criteria:

- (1) be for building relationships
- (2) be of reasonable value and appropriate nature having regard to cultural considerations and general business practice;
- (3) be provided in an open and transparent manner;
- (4) not intended as an attempt to exert improper influence over the recipient;
- (5) be compliant with applicable laws of the jurisdiction in which the gift, entertainment or hospitality is offered; and
- (6) not include cash, loans or cash equivalents.

Any gift, entertainment or hospitality with an estimated financial value of \$50 or more given or received by EntX personnel must be reported to the Company Secretary within 5 working days of giving or receiving it and recorded in a gift register to be maintained by the Company Secretary.

3. Approvals, accounting and record keeping

Expenditure on gifts, hospitality and entertainment must be approved in accordance with the Company's applicable policies and procedures. EntX personnel must make and keep appropriate and accurate records of expenditure on gifts, hospitality and entertainment in accordance with the Company's applicable policies and procedures.

4. Breach

The Company may be subject to criminal sanctions and/or civil penalties, and may suffer reputational damage, if it is found to have been involved in bribery or related improper conduct.

A breach of this policy constitutes serious misconduct. Strict compliance is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment. EntX personnel who breach this policy may also be subject to imprisonment and/or financial penalty.

Material breaches of this policy will be reported to the Board. The Company will also refer incidents to regulatory and law enforcement authorities, if appropriate.

5. Training

Employees and Directors will be made aware of this policy as part of their induction.

6. Notification Process

The Company supports and encourages a culture of integrity and transparency. All EntX personnel have responsibility for prevention, detecting and reporting of breaches of this policy.

EntX personnel must notify the Company Secretary as soon as possible of suspected, potential or actual breaches of this policy, and should seek the advice of the Company Secretary if unsure whether particular conduct constitutes, or may constitute, a breach of this policy.

All reports made under this paragraph will be handled in accordance with the Company's Whistleblower Policy.

7. Communication

This policy will be communicated and promoted at all levels of the organisation and disclosed on the Company's website for reference by external stakeholders.

8. Periodic Updates

This policy shall be reviewed periodically to check that it is operating effectively and whether any changes to it are required.