

ANTI-BRIBERY AND CORRUPTION POLICY

1. Who's this document for?

This policy is from Wellfully Limited ACN 056 482 636 (**Wellfully, us, our, we**) and it's for all our employees, directors, officers, contractors and consultants (**you, your**). It applies to these people regardless of where they are or local customs or laws.

2. Why does this document matter?

We're committed to maintaining a high standard of integrity, investor confidence and good corporate governance.

This policy forms part of our risk management framework, and risk and compliance policies. It's a key part of being able to execute our strategies according to our values, especially "do what's right".

In summary, this policy says that you must:

- a. not give or accept gifts and/or benefits that will compromise, or appear to compromise, your integrity and objectivity in performing your duties;
- b. not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest; and
- c. get approval from the CEO (or Chair as necessary) to give or receive gifts or benefits worth >A\$50.

3. Key terms in this policy

"Bribes" can be money or some other value used to influence someone to gain or retain a business advantage. It can be for any amount – even small.

"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.

"Corruption" is the abuse of entrusted power for private gain.

“**Value**” is broad but includes things like cash, commissions, gifts, meals, entertainment, business opportunities, flights, upgrades, lounge access and employment offers etc.

4. Bribes

- a. You aren't permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.
- b. 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.

5. Gifts and hospitality

- a. You must declare all gifts and benefits valued at >A\$50 to the CEO (or Chair as necessary) before you accept them so that the CEO can decide if appropriate.
- b. You're expected to decline gifts and benefits valued at >A\$500 except for work related conferences (including flights and accommodation) or group work related dining.
- c. You can accept gifts and genuine hospitality and entertainment expenditure that are reasonable and proportionate provided:
 - i. it's made for the right reason – e.g. an act of appreciation or common courtesy associated with normal business practice;
 - ii. there's no obligation or expectation on the recipient to do something in return;
 - iii. it's made openly and at arm's length and it isn't secretive, hidden, undocumented etc.;
 - iv. it's of reasonable value according to general business practice;
 - v. it's not illegal; and
 - vi. it's documented and approved by the CEO (or Chair) if it's >A\$50 the expense or gift.

Examples of acceptable gifts and/or benefits:

Token gifts offered in business situations or to all participants and attendees at events etc.; a gift/benefit given in gratitude when hosting business events or overseas delegations only where refusal would be unreasonable and unnecessarily offensive; light refreshments or a modest meal during a meeting or as a participant of a working group.

Examples of unacceptable gifts and/or benefits:

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); or making incomplete, false or inaccurate entries in our books and records.

6. Facilitation payments to government

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 by us.

Any other payments to government (or government officials) – e.g. donations or sponsorships – must be approved by the Board.

7. Your obligations

- a. You must read, understand and comply with this policy. The prevention, detection and reporting of bribery and corruption are the responsibility all people working for and with us.
- b. All employees are required to avoid any activity that might lead to or suggest a breach of this policy.

- c. You must notify your manager 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.
- d. Anyone who breaches this policy will face disciplinary action, up to and including in termination of employment or engagement.

8. Record keeping

- a. We keep financial records and have controls in place which will evidence the business reason for making payments to others.
- b. All accounts, invoices, bills, receipts and other documents and records relating to dealings with other parties, such as customers, suppliers and business contacts, will be prepared and maintained accurately.
- c. No accounts must be kept “off-book” to facilitate or conceal improper payments. It’s a criminal offence for someone 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.

9. If you have a concern

- a. In our Code of Conduct, you need to help detect, prevent and report bribery, corruption and any other suspicious activity or wrongdoing.
- b. We’re committed to ensuring that you have a safe, reliable and confidential way of reporting any suspicious activity. You’re encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with your manager. If you’re 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 the CEO.
- c. If you aren’t comfortable speaking directly to your manager and/or the CEO, you should contact our Whistleblower Officer.