Hydrix Limited Anti-Bribery and Corruption Policy

Adopted by the Board on 30 May 2023

Hydrix Ltd
ACN 060 369 048

30-32 Compark Circuit
Mulgrave VIC 3170

T+ 613 9550 8100

W: www.hydrix.com
E: info@hydrix.com

Anti-Bribery and Corruption Policy

Hydrix Limited ACN 060 369 048 (the Company)

1. Background

1.1 Overview

The Company strictly prohibits the offer, provision or acceptance of Bribes. The Company has zero tolerance for Bribery and Corruption and is committed to ensuring its corporate culture actively discourages corrupt conduct in the strongest possible terms. The Company is expected to meet the highest ethical standards in line with the anti-bribery and corruption standards required by the Australian Securities Exchange (**ASX**). Serious criminal and civil penalties, as well as reputational damage, may be incurred if the Company or an Employee is involved in Bribery or Corruption.

This Anti-Bribery and Corruption Policy (**policy**) sets out the Company's standards and guidelines on:

(a) what constitutes Bribery or Corruption:

(b) offering, accepting and providing gifts and hospitality;

(c) participating in tenders and procuring goods and services; and

(d) providing donations.

This policy also outlines the process to follow if there are concerns that any employee, non-executive director, contractor or agent of the Company is not complying with this policy.

This policy is consistent with and supports the Company's values.

1.2 Purpose

The purpose of this policy is to:

(a) ensure that the Company, as a minimum, complies with its obligations under the Corporations Act 2001 (Cth) (**Corporations Act**), the ASX Listing Rules and ASX Corporate Governance framework and as much as possible seeks to achieve and exceed best practice;

(b) educate Employees on what gifts, entertainment, hospitality and other benefits are acceptable and unacceptable;

(c) ensure the Company complies with the ASX's Anti-Bribery and Corruption policy along with its broader risk management framework; and

(d) promote investor confidence in the integrity of the Company and its securities.

Any and all material or suspected breaches of this policy must be immediately reported to the Company's Board or a committee of the Board upon identification.

2. Scope

2.1 General

This policy applies to anyone employed or engaged by the Company and its subsidiaries, including its Directors (executive and non-executive), employees (whether permanent, fixed-

term or temporary), contractors, secondees, management staff, agents and directors (collectively referred to as **Employees** in this policy). Associated entities of the Company are encouraged to adopt the policy.

In this policy, a **Third Party** means any individual or organisation interacted with in the course of Company related work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

This policy should be considered alongside the other Company corporate governance policies. These policies can be downloaded from the Company website.

2.2 Application

The Company operates in Australia. Currently there are anti-bribery and corruption laws in Australia, including the Criminal Code Act 1995 (Cth), which the Company is subject to. If the Company expands its operations to other jurisdictions, other laws may apply as well.

However, this policy applies globally. If travelling or operating outside Australia, Employees are subject to the laws of the country that they are in; however, the principles and spirit of this policy must be followed regardless of whether or not that country has specific bribery or corruption laws. Where a country has specific anti-bribery and corruption laws which are of a lesser standard than this policy, this policy prevails.

2.3 Responsibilities

Employees must read, understand and comply with this policy. The prevention, detection and reporting of Bribery and other forms of Corruption are the responsibility of all those working for the Company or under its control.

2.4 Penalties and consequences

The civil, criminal and financial penalties for bribery offences can potentially be significant and serious for Employees and the Company. There is a real risk that individuals involved may also be subject to imprisonment.

The impacts of Bribery and Corruption extend beyond the civil and criminal penalties to include:

(a) impacting on Company reputation and the Company's ability to procure and retain business;

(b) impacting on the Company's ability to do business with governments or public international organisations which may require a declaration that the Company has, and will, comply with certain laws;

(c) increased regulatory scrutiny and prosecution of the Company and/or its subsidiaries; and

(d) potential breach of certain established contractual provisions relating to compliance with applicable anti-bribery and corruption laws, which may trigger termination rights, penalties or litigation.

2.5 Responsible Officer

Under this policy Employees may be required to provide information to, or obtain consent from, their **Responsible Officer**. As such:

if you are ….	**the Responsible Officer is …**
a director or Company Secretary (other than the Chair of the Company's Audit and Risk Committee)	the Chief Executive Officer (or equivalent)
the Chair of the Company's Audit and Risk Committee	the Chief Executive Officer (or equivalent)
the Chief Executive Officer (or equivalent)	the Chair of the Audit and Risk Committee
an employee or contractor in the Company's headquarters	the Chief Executive Officer (or equivalent)
a general manager of a business unit	the Chief Executive Officer (or equivalent)
any other employee or contractor	the Chief Executive Officer (or equivalent)

The Company Secretary will have day to day responsibility for administering this policy. Consequently all Responsible Officers will report all matters arising under this policy which they are involved in to the Company Secretary to ensure the Company Secretary maintains a complete register on the matters arising under this policy. The directors and CEO (or equivalent) may inspect this register as requested.

3. What is bribery and corruption?

The following is a general overview of what constitutes bribery and corruption based on judicial consideration, and general understandings, of those two terms. If in doubt, contact the Responsible Officer to discuss your circumstances in further detail. Regular training of Employees is required in order to assist in the recognition of, and best practices in dealing with, Corruption and Bribery.

3.1 Bribery

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 and may affect the performance of an officer's duties and obligations to the Company.

A **Bribe** is an inducement, gift or reward offered, promised or provided in order to gain any commercial, contractual, regulatory, personal or operational advantage. Bribes can take the form of gifts, loans, fees, services, rewards or other advantages.

3.2 Bribes and Bribery are prohibited

Employees, under no circumstances, are permitted to give, offer, promise, accept, request or authorise a Bribe, or engage in Bribery, whether directly or indirectly. Any conduct which may otherwise be permitted by other provisions of this policy is prohibited if it would contravene the preceding.

3.3 Corruption

Corruption is a deliberate act of dishonesty, breach of the law, or abuse of public trust or power that undermines or is incompatible with the impartial exercise of an official's powers, authorities, duties or functions for private gain.

3.4 Corruption is prohibited

Employees, under no circumstances, are permitted to engage in Corruption, whether directly or indirectly. Any conduct which may otherwise be permitted by other provisions of this policy is prohibited if it would contravene the preceding.

4. Gifts and Hospitality

4.1 Independence and objectivity

The Company must remain objective and independent at all times. Consideration and careful judgement must be exercised in the offer or acceptance of gifts or benefits, which applies to direct payments and to payments in kind including the provision of goods or services, personal favours and entertainment such as meals, travel, tickets to events and other hospitality. In particular, the utmost care must be taken to ensure that there can be no reasonable perception that the gift or benefit is intended to influence the business relationship between the Company and the recipient of the gift (or vice versa) in an improper or unprofessional way.

The Company prohibits the offering or acceptance of gifts and benefits which is contrary to this policy, including in circumstances which:

(a) could be considered to give rise to undue influence or improperly influence a relationship or decision affecting the Company or its business;

(b) could give rise to the appearance of attempting to secure favourable treatment;

(c) creates a sense of obligation; or

(d) they know or suspect that the recipient cannot accept the gift or benefit pursuant to law or any duties that they owe others.

4.2 Acceptable gifts and benefits

<u>Generally - receipt of gifts or benefits</u>

Employees must declare to their Responsible Officer:

(a) all gifts and benefits received from; and

(b) all gifts and benefits which they may retain, which are offered to them by,

a Third Party in the course of their employment with the Company that are valued at A$250 or foreign current equivalent or more.

Written approval to retain or receive the gift or benefit must be sought within **5 working days** of receipt or offer of the gift or benefit. The Employee must fill out the template form in Annexure A when providing their written request for approval.

Once the Responsible Officer has received the written request, they must respond within **5 working days** of receiving the disclosure from the Employee.

Gifts or benefits should not be accepted on a re-occurring basis or broken down into parts of less than A$250.

Please consider the Company's Code of Conduct when reviewing these processes.

Generally - offering of gifts or benefits

Employees must seek the prior approval of their Responsible Officer before offering any gift or benefit to a Third Party in the course of their employment with the Company that is valued at A$250 or foreign currency equivalent or more.

The Employee must fill out the template form in Annexure A when providing their written request for approval.

Once the Responsible Officer has received the written request, they must respond within **5 working days** of receiving the disclosure from the Employee.

Gifts or benefits should not be offered on a re-occurring basis or broken down into parts of less than A$250.

Please consider the Company's Code of Conduct when reviewing these processes.

Public Officials - gifts or benefits in the course of employment

Additional restrictions apply when the third Party is a public official. A public official is anyone in a position of official authority that is conferred by a state, i.e. someone who holds a legislative, administrative, or judicial position of any kind, whether appointed or elected.

Employees must not accept gifts or benefits from, or offer gifts or benefits to, public officials in the course of their employment with the Company without the prior approval of the Responsible Officer.

The Employee must fill out the template form in Annexure A when providing their written request for approval.

Once the Responsible Officer has received the written request, they must respond within **5 working days** of receiving the disclosure from the Employee.

Gifts or benefits should not be accepted on a re-occurring basis or broken down into parts of less than A$250.

Please consider the Company's Code of Conduct when reviewing these processes.

Public Officials - gifts or benefits personally

Employees must not accept gifts or benefits from, or offer gifts or benefits to, public officials in a personal capacity with a value of $250 or foreign currency equivalent or more without the prior approval of the Responsible Officer in light of the potential for such a gift or benefit to be associated with the Company.

The Employee must fill out the template form in Annexure A when providing their written request for approval.

Once the Responsible Officer has received the written request, they must respond within **5 working days** of receiving the disclosure from the Employee.

Gifts or benefits should not be accepted on a re-occurring basis or broken down into parts of less than A$250.

Please consider the Company's Code of Conduct when reviewing these processes.

4.3 Examples of principles applying to gifts and benefits, including hospitality

The following principles, amongst others, may be considered by a Relevant Officer when determining whether a gift or benefit may be retained, accepted or offered:

(a) whether the gift is provided for the right reason - it should be given as an act of appreciation or common courtesy associated with standard business practice;

(b) it being understood there is no obligation or expectation placed on the recipient when receiving the gift/benefit;

(c) the gift/benefit being made openly;

(d) the gift/benefit being of a reasonable value and appropriate to the business relationship. It should not be out of proportion to general business practice;

(e) the gift/benefit being provided or received on an "arm's length" arrangement; and

(f) complying with all relevant laws.

Employees should consider these principles when considering whether or not to accept or offer gifts or benefits, including hospitality and when providing information to the Responsible Officer.

4.4 Permitted exceptions

The following are permitted to be accepted or offered without seeking approval of the Responsible Officer provided the Third Party is not a public official, the value involved does not exceed $250 or foreign currency equivalent and the circumstances do not involve Bribery, a Bribe or Corruption:

(a) token gifts or benefits where offered in business situations or to all participants and attendees e.g. minor business merchandise (for instance a mug or umbrella) or attending work related seminars;

(b) a gift or benefit given in gratitude when hosting business events or overseas delegations only where refusal would be unreasonable or unnecessarily offensive; or

(c) a gift or benefit for presenting at a work related conference, seminar and/or business event.

4.5 Permanent prohibitions

The following are never permitted to be accepted or offered, even if otherwise permitted under this clause:

(a) making or accepting gifts of money; (including by cash or by personal cheque);

(b) drug or other controlled substances;

(c) product or service discounts that are not available to all Employees;

(d) personal use of accommodation or transport;

(e) payments or loans provided towards the purchase of personal property;

(f) payments of commissions to those acting in an agency or fiduciary capacity; and gifts that involve a "quid pro quo" understanding (where the gift is provided for a benefit in return).

5. Tenders and Procurement

In relation to tenders and procurement for services to be provided to the Company, all Employees are expected to act with a high degree of professional integrity and in accordance with the Company's Code of Conduct.

The following requirements are designed to assist you in your negotiations with external parties including suppliers in order to avoid conflicts and unethical behaviour.

All material and potential conflicts of interest in relation to any particular tender or procurement process must be declared immediately and consent must be obtained from either the Responsible Officer before proceeding or continuing to proceed with the process. Further:

(a) all tenders and procurement processes must be conducted fairly and transparently;

(b) there must be no favour or undue preference to any supplier at the expense of the Company;

(c) no personal benefit should be received, directly or indirectly, in connection with the tender or procurement process; and

(d) the tender and procurement process must be appropriately documented (to identify why the provider was ultimately selected).

6. Facilitation Payments

A facilitation payment is a form of Bribery made for the purpose of expediting or facilitating the performance of a public official for a routine government action e.g. processing applications, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature. Facilitation payments are prohibited under this policy, regardless of whether they may be permitted under the laws of a jurisdiction in which the Company operates.

7. Donations

Any donations not prohibited under this section 7 made by Employees using Company funds rather than personal funds, must be approved by the Board or the Responsible Officer. Please also see the Company's Code of Conduct.

Please be aware that promises of donations, even if no payment is ever made, are equally capable of being caught by the anti-bribery and corruption laws in a number of countries.

7.1 Political donations

The Company may make donations to political parties from time to time.

Care must be exercised when providing donations. The Company and Employees must comply with the spirit of this policy, including avoiding multiple donations which, if aggregated, may breach this policy.

Prior written approval of the Chair of the Company, the Chair of the Audit & Risk Committee or the Responsible Officer is required to provide any donation or financial contribution with a value of more than $250 (or foreign currency equivalent) to any political party or candidate for an election, in a personal capacity, in light of the potential for such a donation or gift to be associated with the Company.

7.2 Charitable Donations

The Company may engage in community programs that allow Employees to support causes and charities of their choice from a broad list of charity partners. Charitable support and donations are acceptable, whether constituting knowledge, time or direct financial contributions. However, Employees must be careful to ensure that charitable contributions are not used as a method of concealing Bribery.

The Company must ensure that it only makes charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation must be offered or made on behalf of the Company without the prior approval of either the Chair of the Company or the Chair of the Audit & Risk Committee, except to the extent permitted by any workplace giving program. In the event that a donation has a value of less than A$250, or is part of a Board approved budget, the donation may be approved by the Chief Executive Officer (or equivalent) in his sole capacity.

8. Record keeping

The Company secretary must keep a record of all requests and written approvals for receiving and offering gifts or benefits. This register will be reviewed at least annually by the Board.

All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal any improper payments.

Regular reviews of this register will assist in identifying and managing any emerging risks e.g. if regular gifts or benefits are being received by certain Employees.

9. Raising concerns

Employees have a responsibility to help detect, prevent and report instances of Bribery and Corruption as well as any other suspicious activity or wrong doing in connection with the Company's business. The Company is committed to ensuring that all Employees have a safe, reliable and confidential way of reporting any suspicious activity.

If there are any queries or concerns, Employees should raise these with the Responsible Officer.

If an Employee is uncomfortable, for any reason, with speaking directly to the Responsible Officer, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report.

10. Contravention

Serious criminal and civil penalties, as well as reputational damage, may be incurred if the Company or an Employee is involved in Bribery or Corruption.

Any breaches of this policy must be reported to the Responsible Officer. Where considered appropriate by the Responsible Officer the gift received may be:

(a) donated to charity;

(b) divided up among employees or made available for the recipient’s team; or

(c) returned to the giver with an explanation of this policy.

In exceptional cases, the Responsible Officer may determine that the gift may be retained by the recipient.

Notwithstanding the above, all gifts considered to be a Bribe or a potential Bribe or which may involve Corruption will be returned to the giver immediately. Any breaches of this policy will be taken seriously and may result in disciplinary action, including termination of employment.

11. Other Matters

11.1 Amendment of policy

This Policy can only be amended with the approval of the Board.

11.2 Training

The Company may provide training sessions to assist employees' understanding and management of bribery and corruption issues, as appropriate.

11.3 Adoption of Policy and Board review

This policy was adopted by the Board on the date on the front cover of this Policy, and takes effect from that date and replaces any previous policy in this regard.

The Board will review this policy periodically to ensure effective operation and assess whether any changes are necessary. The Company Secretary will communicate any amendments to employees as appropriate.

Annexure A - Template register entry

Receipt of gifts or benefits (or an offer to receive gifts or benefits)	
Date	
Name, Position & Business Unit of (potential) Recipient	
Whether or not the gift or benefit has already been received	
Name of giver (Who is giving you the gift / benefit)	
Confirmation the giver is not a public official	
Description of gift or benefit	
Value ($)	
Reason for acceptance	
Other relevant information (refer for example to part 4.3 of this policy)	
Decision on what will happen to gift or benefit	
Name and Position of Responsible Officer	
Decision	

Offering of gifts or benefits	
Date	
Name, Position & Business Unit of Offeror	
Confirmation the gift or benefit has not been offered/given (or explanation if it has)	
Name of receiver (Who are you offering the gift / benefit to)	
Confirmation the recipient is not a public official	
Description of gift or benefit	
Value ($)	
Reason for offering	
Other relevant information (refer for example to part 4.3 of this policy)	
Decision on what will happen to gift / entertainment	
Name and Position of Responsible Officer	
Decision	