



ANTI-BRIBERY AND CORRUPTION CHARTER

1. Background

This is the anti-bribery and corruption policy of Pantoro Limited (**Company**) and its related bodies corporate (together the **Group** and individually each a **Group Member**).

The purpose of this policy is to establish controls to ensure compliance with all applicable anti-bribery and corruption regulations, and to ensure that the Group's business is conducted in a socially responsible manner.

The Group takes a zero tolerance approach to bribery and corruption.

The Group is committed to acting professionally, fairly and with integrity in all our business dealings and relationships by implementing and enforcing effective systems to counter bribery.

Serious criminal and civil penalties may be incurred, and the reputational damage may be done, if any Group Member is involved in bribery or corruption.

Accordingly, the Company should be informed of, and Relevant Personnel are activity encourage to inform the Company of, any alleged incidents of bribery or corruption relating to any Group Member or its activities.

2. Who this policy applies to?

This policy applies to all directors, officers, employees, agents, representatives and contractors of the any Group Member and any third party having any dealings with any Group Member (**Relevant Personnel**).

3. Coverage

This policy covers:

- (a) bribes and corruption;
- (b) gifts and hospitality; and
- (c) charitable contributions.

4. Bribery and Corruption

Relevant personnel must not engage in any form of bribery or corruption, either directly or indirectly.

Without limitation, this policy prohibits Relevant Personnel from:

- (a) the giving of bribes or other improper payments or benefits to public officials;

- (b) the payment of secret commissions to those acting in an agency or fiduciary capacity; and
- (c) any act that may breach any anti-bribery or corruption laws of the place they may be in from time to time.

Bribery and corruption is the offering or accepting of financial gain, reward or gifts, in exchange for an action or advantage. This is an abuse of trust and professional integrity.

In determining whether a transaction qualifies as a bribe or a corrupt practice, the following instances may be present:

- (d) the gain is offered under obligation or expectation of receiving a benefit or advantage in return;
- (e) the offering is made secretly, undocumented or in an otherwise underhanded manner;
- (f) if the value of the offering is substantial and disproportionate; and
- (g) if there are any special favours or arrangements attached to and conditional upon the offering.

5. Gifts and hospitality

Relevant Personnel must not offer or give any gift or hospitality:

- (a) which could be regarded as illegal or improper, or which violates the recipient's policies; or
- (b) to any public employee or government officials or representatives.

Employees may not accept any gift or hospitality from any business associates unless previously authorised by one of the directors.

6. Charitable contributions

Charitable support and donations are acceptable and are encouraged, whether of knowledge, time, or direct financial contributions.

However, Relevant Personnel must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

7. Global application

This policy applies globally including where Relevant Personnel are travelling outside of Australia.

Relevant Personnel are subject to the laws of the country they are in.

However, this policy must be followed regardless of the laws of the country the Relevant Personnel may be in from time to time.

8. What to do – potential breach

Any potential or suspected material breach of this policy or applicable anti-bribery or corruption laws by any Group Member or Relevant Personnel in relation to a Group Member should be advised of to the board of directors of the Company in the first instance.

This should be done through the Company Secretary of the Company who can be contacted through the Company's head office.

The Company will assess and investigate the allegation and seek appropriate legal advice if warranted.

9. What to do – gifts or hospitality

Relevant Personnel who are offered any form of gift or hospitality must discuss this immediately with their direct report in order to determine appropriate action.

They may go straight to the board of directors of the Company if desired.

The recipient of the information will then determine whether the act constitutes bribery and corruption.

The recipient of the information will have access to independent legal advice on the matter at the cost of the Group.

If the matter clearly involves an offer as an act of appreciation and without any further expectation in return, the recipient of the information will then ascertain whether it is acceptable and proportionate and accordingly available for acceptance.

If the gift or hospitality is considered by management to potentially constitute bribery or corruption the matter must be immediately notified to the board of directors of the Company who will determine appropriate action.

10. Protection

Relevant Personnel who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future.

11. Record-Keeping and Policy Review

The Group is committed to reviewing and updating this policy, processes and procedures.

The Group is committed to ensuring the policy is operating effectively and commitment to identifying and rectifying issues.

The Group will have an annual audit and review of the policy and related registers to ensure any gifts have been recorded and handled in accordance with this policy.

The board of directors of the Company will be responsible for monitoring and updating this policy.

12. Training and Dissemination

When necessary (e.g. if there has been a change to the disclosure procedures), the Group will provide targeted communications and training to employees, and additional specialist training to management who have specific roles and responsibilities under the policy. It is important for the training to be incorporated as part of the Group's management competency training.

The Company will monitor the understanding of this policy that Personnel have on a periodic basis may help the Company to determine where there are knowledge gaps in their understanding of this policy.

This policy is intended to be widely disseminated to and easily accessible by its Personnel. The Company may:

- (a) hold staff briefing sessions and/or smaller team meetings;
- (b) make the policy accessible on the staff intranet or other communication platform;
- (c) post information on staff noticeboards;
- (d) set out the policy in any employee handbook; and
- (e) incorporate the policy in employee induction information packs and training for new starters.