

ANTI-BRIBERY AND CORRUPTION POLICY

1. INTRODUCTION

- (a) This is the Anti-Bribery and Corruption Policy of **Cambium Bio Limited ACN 127 035 358** and its related bodies corporate (**Company**) which has been developed to prohibit inappropriate conduct associated with Bribery and Corruption.
- (b) This Policy is consistent with the Company's Code of Conduct.
- (c) This Policy applies to all the Company staff, including employees, contractors, consultants, secondees and directors (**Personnel**).
- (d) The Policy also applies globally. If travelling outside of Australia, Personnel are subject to the laws of the country they are in; however, the principles of this Policy must be followed regardless of whether or not that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws which are of a lesser standard to this Policy, this Policy prevails.
- (e) In this Policy:
 - (i) **Bribery** is the offer, payment or provision of a benefit to someone to influence performance of their duty and / or encourage the misuse of his or her authority;
 - (ii) **Corruption** is the abuse of entrusted power for private gain;
 - (iii) **Gifts** means anything of value given to, or received from, a prospective or current client, business partner, consultant, agent or service provider; and
 - (iv) **Secret commission** means a payment to influence the recipient to recommend that their principal or client enters into a transaction with or provides a benefit to the Company, or to engage in such conduct on behalf of their principal or client, where the principal or client is not aware that the payment has been made.

2. CONSEQUENCES OF BRIBERY AND CORRUPTION

It is illegal to bribe a Commonwealth or State official or to be involved in private bribery such as kickbacks or secret commissions. Bribery and corruption are criminal offences and may result in significant criminal and civil penalties such as imprisonment and/or fines for both individuals and corporations. There is also likely to be significant reputational damage if the Company is involved in Bribery or Corruption.

3. POLICY

3.1 Bribes

Personnel are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

3.2 Secret commissions

Personnel are not permitted to pay secret commissions to those acting in an agency or fiduciary capacity.

3.3 Gifts and hospitality

- (a) Gifts and genuine hospitality and entertainment that is reasonable and proportionate is allowable in principle, provided that:
 - (i) it does not place the recipient under any obligation or create any expectation that the giver will receive any special benefit or favour; and

- (ii) Personnel follow the declaration, approval and reporting process set out in this Policy.
- (b) Personnel must declare all gifts and benefits given or received, valued at \$100 or more, by giving written notice to the Company Secretary. Cash of any amount is not an acceptable gift. The Company Secretary will include the gift on the Company's Gift and Entertainment Register.
- (c) Personnel may not accept gifts or benefits (including entertainment) which are valued at \$400 or more, unless approval is given by the CEO or, for the CEO, by the Chair. Approval may be granted for :
 - (i) work related conferences;
 - (ii) invitations to speak at a professional association (including flights and accommodation);
 - (iii) working lunches; or
 - (iv) payments or benefits as part of a Company sponsorship arrangement;
 and the details must be disclosed in the Gift and Entertainment Register.

3.4 Facilitation payments

- (a) 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. 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).
- (b) 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 under this Policy.

3.5 Political contributions

The Company does not donate to political parties.

3.6 Charitable Donations

- (a) Apart from donations made to charities approved in writing by the CEO of the Company, Personnel are prohibited from making donations on behalf of the Company.
- (b) This Policy does not restrain an individual's freedom to make donations or undertake volunteer work in their personal capacity.

4. YOUR RESPONSIBILITIES

- (a) You must ensure that you read, understand and comply with this Policy.
- (b) 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.
- (c) All Personnel are required to avoid any activity that might lead to, or suggest a breach of, this Policy.
- (d) You must notify your manager and / or the Company Secretary 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.
- (e) Any employee who breaches this Policy will face disciplinary action, including the possibility of termination of employment or engagement. 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. RECORD KEEPING

- (a) The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments and providing benefits to third parties.
- (b) You must give written notice to the Company Secretary within 5 business days of the receipt of any gift required by this Policy.
- (c) The Company Secretary will maintain the Gift and Entertainment Register. This Register may be subject to managerial review and external audit.
- (d) You must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.
- (e) All accounts, invoices 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. No accounts must be kept "off-book" to facilitate or conceal improper payments. It is an offence under the *Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act, 2016 (Cth)* for a person 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.

6. TRAINING

The Company will provide training to those of its Personnel likely to be exposed to Bribery or Corruption about how to recognise and deal with it.

7. WHISTLEBLOWING

- (a) Under the Code of Conduct, Personnel 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.
- (b) The Company is committed to ensuring that all employees have a safe, reliable and confidential way of reporting any suspicious activity. You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with the Company Secretary, the CEO or the Chair. Each of those persons is:
 - (i) designated to receive reports under the framework of our Whistleblower Policy; and
 - (ii) responsible for promptly advising the Board or Audit and Risk Committee of any material breaches of this Policy which are reported to them.
- (c) Our Whistleblower Policy also describes how reports may be made on a confidential and (as an option) anonymous basis, and sets out the protections for Eligible Whistleblowers against reprisal, harassment or other adverse consequences.
- (d) If you are unsure whether a particular act constitutes Bribery or Corruption, or if you have any other queries or concerns, you can raise these issues with your manager or the Company Secretary, or log a query through the framework of our Whistleblower Policy.

8. REVIEW

The Board will review this Policy periodically to check that it is operating effectively and to consider whether any changes are required.

**Adopted by the Board of Cambium Bio Limited
25th October 2021**