

# Anti-Bribery and Corruption Policy

This document sets forth the policy of Fox HoldCo Limited (**Company**) and its direct and indirect subsidiaries and controlled affiliates (collectively, the **Group**, and any member of the Group, a **Group Company**) with respect to applicable international anti-bribery laws and regulations (the **Policy**).

This Policy applies to all employees (including temporary employees), directors and officers of the Group (**Employees**) and all independent suppliers, contractors, agents, other consultants or third party representatives of the Group (together with the Employees, the **Personnel**)

## 1. PURPOSE

Bribery and corruption are serious criminal and civil offences that could potentially lead to significant consequences and penalties for both the Group and the individuals involved. These offences can also damage the reputation and integrity of the Group and undermine public trust and confidence. Employees who fail to comply may also be exposed to personal legal risk as well as disciplinary action by the Group.

This Policy sets out the Group's policies and procedures to prevent, detect and respond to any instances of bribery and corruption in its business activities.

The purpose of this Policy is to provide clear guidance with respect to the Group's zero tolerance policy for anti-bribery and corruption offences. The Group is committed to full compliance with all laws applicable to its business, including anti-bribery and corruption laws, and this Policy applies to all Personnel globally, whether based in Australia or otherwise.

## 2. PROHIBITED CONDUCT

All Personnel are bound by the anti-bribery laws of the jurisdictions in which they operate (the **Anti-Bribery Laws**), including without limitation the Australian Criminal Code Act 1995 (Cth) (**Criminal Code**), the Singapore Prevention of Corruption Act 1960 (**PCA**), the United States Foreign Corrupt Practices Act of 1977 (**FCPA**) and the United Kingdom Bribery Act of 2010 (**UK Bribery Act**). Where there is a difference between the minimum standards in this Policy and the laws of any jurisdiction, the stricter standard shall prevail.

The Group prohibits all forms of bribery, including the offering, promising, giving, accepting or soliciting for the purpose of influencing any act or decision of a party, inducing a party to act or omit to do an act in violation of law, or otherwise securing an improper advantage.

There are many forms of bribery which may not be as readily identifiable but are nonetheless considered bribery, including:

- bribes provided through third parties such as through agents, consultants or representatives;
- facilitation payments, being unofficial payments to secure or expediate the performance of a routine government action;

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- secret commissions or payments where an agent accepts money or other benefit in return for showing favour in the conduct of their principal's business without revealing that payment to their principal; and
- money laundering, where the existence of an illegal source of income is concealed and disguised to make it appear legitimate.

These prohibitions apply to conduct of all Personnel in all jurisdictions globally, irrespective of whether the above acts are permitted or tolerated in those jurisdictions.

Bribery could involve a public or government official, private company or individual, however is particularly concerning when related to Foreign Public Officials.

A Foreign Public Official is broadly defined and may include any of the following persons:

- an employee, officer or representative of, any other person acting in an official capacity for or on behalf of a government authority;
- a legislative, administrative or judicial officer;
- an officer of, or individual who holds a position in, a political party;
- an individual standing or nominated as a candidate for to be a public official;
- an individual who holds any other official, ceremonial or other appointed or inherited position within a government or any of its agencies; or
- an officer or employee of a supra-national organisation (e.g. World Bank or United Nations).

This policy applies to improper exchanges or offers of "anything of value" i.e. anything that provides a benefit, including without limitation, cash or cash equivalents, the purchase or sale of property or services at inflated or discounted prices, hospitality, cars, jewellery, home improvements, travel, loans, loan guarantees and shares. A thing of value also can include intangible benefits, such as inside information, stock tips, or assistance in arranging a business transaction or obtaining other benefit or advantage.

Liability can arise even if you simply offer anything of value to another person. You can violate the Anti-Bribery Laws and this Policy even if the transaction is not completed – whether the offer is accepted is irrelevant.

**You must not offer, pay, promise or authorise a personal benefit (either a payment or any other sort of personal benefit), directly or indirectly, to any Foreign Public Official or third party related to him/her in exchange for obtaining, retaining or directing business or securing an improper business advantage.**

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## 3. COMPLIANCE OFFICER

The Group has appointed a Compliance Officer responsible for the implementation, monitoring and enforcement of this Policy. Please consult the Company Secretary for contact details of the Compliance Officer. It is the Compliance Officer's responsibility to:

- **Employee Guidance:** Oversee the preparation and issuance of guidance for employees on legal and regulatory obligations related to ethical business practices.
- **Training:** Develop and facilitate regular training sessions for Employees to ensure their understanding of Anti-Bribery Laws, this Policy, and other relevant ethical business practices.
- **Inquiries:** Respond to any Personnel's inquiries about any aspect of this Policy or other compliance matters and escalate issues to senior management as appropriate.
- **Investigations:** Investigate or oversee investigations into allegations of violations of this Policy or other unethical conduct.
- **Due Diligence:** Supervise and engage in due diligence processes for agents, consultants, joint venture partners, and other business associates, and monitor their compliance with the Policy.

The Compliance Officer may designate appropriate, trained employees to assist in the performance of these duties.

## 4. GIFTS AND HOSPITALITY

Personnel must not seek, accept, promise or offer any improper benefit or advantage in exchange for the receipt of any benefit or advantage. When providing or accepting hospitality, entertainment, gifts or other business courtesies (collectively, **Hospitality**), each Personnel must be diligent to ensure that such Hospitality:

- does not include cash or a cash equivalent;
- does not constitute (or could reasonably be perceived as constituting) an improper inducement;
- does not violate any applicable law, regulation or policy of the Group;
- could not be perceived as creating a conflict of interest; or
- does not or could not reflect negatively on the Group's reputation.

Such Hospitality must not be offered or accepted if it might breach the above conditions. Any Hospitality which breaches such conditions should be reported to the Compliance Officer.

Where a Hospitality does not breach the conditions above, pre-approval from the Compliance Officer will be required for anything valued over an amount equivalent to AU\$500 per person.

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More specifically, when dealing with Foreign Public Officials, you must not pay, offer, or promise to provide anything of value to a Foreign Public Official. This is a strict requirement and if you are unsure of whether you are dealing with a Foreign Public Official, please consult with the Compliance Officer. You only may provide Hospitality to a Foreign Public Official without prior approval by the Compliance Officer if such Hospitality meets the following two criteria:

- the aggregate value of the Hospitality to the Foreign Public Official is less than an amount equivalent to AU\$100 per calendar year; and
- the Hospitality constitutes normal business courtesies, such as paying for a meal or a shared taxi, is not and cannot reasonably be regarded as an improper inducement, and has a legitimate business purpose.

Records of all Hospitality provided to a Foreign Public Official, including original supporting documentation such as receipts, invoices and statements, must be documented, kept and reported to the Compliance Officer, and the Compliance Officer shall maintain a record.

The Group prohibits any donations to political parties or Foreign Public Officials.

## 5. TRAINING AND EDUCATION

Upon hiring and at least annually thereafter, all Employees are required to review the Policy and confirm that they fully understand their obligations for compliance with the Policy. Similarly, any Personnel other than Employees will be required to make a similar declaration.

Through the Compliance Officer, the Group will provide regular training on this Policy, with specialised training to be provided as applicable to personnel with significant compliance responsibilities.

The Company will maintain training attendance records to verify that all Employees receive the necessary training to perform their responsibilities accurately and consistently.

## 6. RECORD KEEPING

Each Personnel must act consistently with and in fulfilment of the Group's policy to ensure that:

- books, records and accounts are kept in reasonable detail to accurately and fairly reflect transactions and dispositions of assets; and
- a system of internal accounting controls is maintained to provide reasonable assurances that the transactions are executed in accordance with the relevant authorisation and recorded as necessary to prepare the Group's financial statements and maintain accountability for assets.

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## 7. REPORTING AND INVESTIGATIONS

Any activity that you believe is unlawful or in breach of this Policy should be immediately reported to either the Compliance Officer or the Board. Reports may be made anonymously and under no circumstances shall a report serve as a basis for retaliation or intimidation against a person making the report in good faith.

The Compliance Officer shall keep accurate records of all reports and shall investigate issues raised and ensure appropriate follow-up action is taken. Breaches of this Policy will not be tolerated and may result in disciplinary action, up to and including termination. All material violations (and suspected material violations) shall be reported by the Compliance Officer to senior management and escalated to the Board of Directors as appropriate, including a planned response or other remediation actions required (which may include self-reporting to the Australian Federal Police (**AFP**)).

The prevention, detection, and reporting of bribery and other forms of corruption are the responsibility of all those working for or on behalf of the Group.

Any issues or questions raised by a report may be incorporated into training and education programs, alerts, or informal reminders at meetings, as deemed appropriate.

Refer also to the Group's Whistleblower Policy.

## 8. RISK ASSESSMENT AND MONITORING

The Group will conduct periodic risk assessments to understand the bribery and corruption risks faced by the Group and ensure that adequate procedures are put in place to counter those risks.

The Compliance Officer shall use internal or external resources to conduct audits or other risk assessment reviews to monitor compliance with and the effectiveness of this Policy, to identify areas for improvement, and to assist in reducing any potential compliance risks. The extent and frequency of these audits may vary depending on an annual assessment of resources, compliance history, and potential risk areas.

As a minimum requirement, however, the Compliance Officer shall ensure that the Group's annual audit includes an assessment of:

- whether the Policy's standards, training, and on-going educational programs have achieved annually established target levels;
- whether reports, incidents and complaints under the Policy are recorded and addressed;
- whether any identified actual or suspected violations of the Policy have been appropriately investigated and rectified, including disciplinary action and/or additional training as appropriate; and
- whether compliance issues identified in previous reports, complaints, and audits have been adequately addressed in training programs and alerts.

Reports of audit findings and corrective actions required must be documented, reviewed with management, and retained. All deficiencies discovered will be evaluated and a corrective action plan prepared as soon as possible. The corrective measures taken will be reviewed to confirm that the actions are adequate to correct any deficiencies.

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## 9. THIRD PARTY RELATIONSHIPS

The Group will, from time to time, engage with third parties who act on behalf of the Group. All such third parties are required to comply with this Policy to ensure the Group's ongoing compliance with Anti-Bribery Laws. Third parties will never be authorised or permitted to circumvent this Policy, and the Group may terminate its relationship with a third party that deviates from this Policy.

The Group requires that the appropriate level of due diligence is conducted before engaging with a third party to ensure bribery and corruption risks are identified and assessed. Where necessary, contract with third parties should include commitments to comply with this Policy, permit audit and monitoring rights for the relevant Group Company and the right to terminate any contract for any suspected or actual breach of any Anti-Bribery Laws or this Policy.

## 10. UPDATES TO THIS POLICY

The Compliance Officer shall regularly review this Policy, on an annual basis at a minimum, and update this Policy as necessary from time to time.

**Date Approved:** 19 August 2024

This policy has been approved by the Board of Directors of Fox HoldCo Limited.