

# Anti-Bribery and Anti-Corruption Policy

## Osteopore Ltd

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### 1. Background

The Company is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.

In particular, the Company is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues, including the Anti-Corruption Legislation. In order to support this commitment, the Company has adopted this Anti-Bribery and Anti-Corruption Policy (ABC Policy) to ensure that it has effective procedures in place to prevent Corruption and Bribery.

This ABC Policy applies globally. To the extent that local laws, codes of conduct or other regulations (Local Laws) in any countries are more rigorous or restrictive than this ABC Policy, those Local Laws should be followed by any subsidiary operating in that country. Where a country has specific bribery and corruption Local Laws which are less rigorous than this ABC Policy, this ABC Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

This ABC Policy sets out the Company's requirements in relation to interactions with Officials and Third Parties. This ABC Policy does not prohibit interactions with Officials, rather it forbids corrupt interactions with those individuals.

In this ABC Policy, references to the Company includes references to the Company and all of its subsidiaries.

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### 2. Definitions

In this ABC Policy the following words or phrases mean the following:

**Anti-Corruption Legislation** includes many laws such as the Criminal Code Act 1995 (Cth) and any applicable anti-corruption laws and regulations applicable to the location in which the Company operates.

**Bribery** is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due (whether in respect of an interaction with an Official or any commercial transaction in the private sector).

**Business Associates** means third party companies and individuals (such as joint venture partners, consultants and agents) acting on the Company's behalf, whether directly or indirectly, by representing the Company's interests to foreign governments in relation to international business development or retention of business opportunities.

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

**Facilitation Payment** means payments of nominal amounts or other inducement made to persons in order to secure or expedite the performance of a Public Official's routine governmental duties or actions.

**Gifts, Entertainment and Hospitality** includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company's business unless they:

- (a) fall within reasonable bounds of value and occurrence;
- (b) do not influence, or are not perceived to influence, objective business judgement; and
- (c) are not prohibited or limited by applicable laws or applicable industry codes.

**Public Official** means:

- (a) any politician, political party, party official or candidate of political office;
- (b) any official or employee of a domestic or foreign government (whether national, state/provincial or local) or agency, department or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises);
- (c) any official or employee of any public international organisation;
- (d) any person acting in a private or public official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation;
- (e) any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families);
- (f) any person who holds themselves out to be an authorised intermediary of a public official.

**Item of Value** includes, amongst other things, cash, travel, meals, Gifts, Entertainment and Hospitality, other tangible or intangible benefits or anything of value.

**Money-laundering** means the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

**Official** means a Public Official, political party, official or officer of a political party or candidate for political office. **Personnel** means all persons acting (whether authorised or unauthorised) on behalf of the Company at all levels, including officers, directors, temporary staff, contractors, consultants and employees of the Company.

**Secret Commissions** means offering or giving a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business.

**Secure an improper advantage** includes obtaining any commercial or financial benefit.

**Third Party** means any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with the Company.

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### **3. Purpose**

The purpose of this ABC Policy is to:

- (a) set out the responsibilities of the Company and its management and Personnel in upholding the Company's commitment to preventing and form of Bribery or Corruption; and
  - (b) provide information and guidance to Personnel on how to recognise and deal with any potential Bribery and Corruption issues.
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### **4. Scope and authority**

The Company requires all Personnel to comply with this ABC Policy as well as the Anti-Corruption Legislation. 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.

This ABC Policy applies to all Personnel, including directors, temporary staff and contractors, and Business Associates of the Company. This Policy supplements, and does not replace, the Code of Conduct applicable to the Company and any of its subsidiaries.

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### **5. Responsibility for policy compliance and training**

- (a) The Company's Board is responsible for the overall administration of this ABC Policy. The Board and the Anti-Bribery Officer will monitor the implementation of this ABC Policy and will review on an ongoing basis the ABC Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this ABC Policy.
- (b) In addition to the Board and the Anti-Bribery Officer, each of the Company's subsidiaries outside Australia has designated executives responsible for monitoring and applying this ABC Policy. The Company's policies, standards, procedures and guidelines comply with legal, regulatory and statutory requirements.
- (c) A copy of this ABC Policy will be made available to all Personnel and in such other ways as will ensure the ABC Policy is available to Personnel wishing to use it.
- (d) All Personnel are required to understand and comply with this ABC Policy and to follow the reporting requirements set out in this ABC Policy. To this end, regular and appropriate training on how to comply with this ABC Policy will be provided to all senior managers and other relevant Personnel by the Board and the Anti-Bribery Officer for each business. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this ABC Policy.

- (e) All Business Associates are required to be made aware of this ABC Policy and to undertake to comply with this ABC Policy in relation to any of their dealings with, for or on behalf of the Company.
- (f) The prevention, detection and reporting of Bribery and other improper conduct addressed by this ABC Policy are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the officer responsible for compliance.

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## **6. Consequences of breaching this ABC policy**

- (a) The Bribery and the related improper conduct addressed by this ABC Policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.
- (b) A breach of this ABC Policy may also expose Personnel and the Company to criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts, loss of business and reputational damage.
- (c) Breach of this ABC Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

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## **7. Policy**

### **7.1 General**

- (a) Personnel must:
  - (i) understand and comply with this ABC Policy and attend all relevant training;
  - (ii) not engage in Bribery or any other form of Corruption or improper conduct;
  - (iii) not make Facilitation Payments;
  - (iv) not offer, pay, solicit or accept Secret Commissions;
  - (v) not engage in Money-laundering;
  - (vi) not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances.
  - (vii) obtain required approvals for political contributions and charitable donations;
  - (viii) maintain accurate records of dealings with Third Parties; and (ix) be vigilant and report any breaches of, or suspicious behavior related to, this ABC Policy.
- (b) This ABC Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, Third Parties.

## **7.2 Prohibition against Bribery and Corruption**

- (a) The Company strictly prohibits Personnel engaging in or tolerating Bribery or any other form of Corruption or improper conduct.
- (b) The Company's corporate values require that in all aspects of business all Personnel act honestly, adhere to the highest ethical standards, and act in compliance with all relevant legal requirements. In this respect Personnel must not engage in Bribery or any other form of Corruption.
- (c) The prohibition of Bribery under this ABC Policy includes the provision or conveying of an Item of Value to any Third Party, Official or family members of Officials, whether directly or indirectly, to secure any improper advantage or to obtain or retain business. This means that Personnel must not:
  - (i) offer, promise or give an Item of Value with the intention of influencing an Official or Third Party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or an improper advantage; or
  - (ii) authorise the payment or provision of Items of Value to any other person, if it is known, or reasonably should have been known, that any portion of that payment or Item of Value will be passed onto an Official or Third Party to secure an improper advantage or obtain or retain business; or
  - (iii) engage, or procure, a third party to make a payment or provide an Item of Value to an Official or Third Party, (or to procure another person to make such payment or provision), in order to secure an improper advantage or obtain or retain business.
- (d) The prohibition of Bribery under this ABC Policy also includes the request or acceptance of (or the agreement to accept) an Item of Value from an Official or Third Party either:
  - (i) intending that, in consequence, a function or activity should be performed improperly (whether by the requestor/acceptor or another person); or
  - (ii) where the request, agreement or acceptance itself constitutes the recipient's improper performance of a function or activity; or
  - (iii) as a reward for the improper performance of a function or activity (whether by the recipient or another person).

## **7.3 Prohibition on Facilitation Payments, Secret Commissions and Money-laundering**

- (a) The Company does not condone the making of Facilitation Payments, Secret Commissions and Money Laundering.
- (b) Personnel are prohibited from:
  - (i) making Facilitation Payments;
  - (ii) offering, paying, soliciting or receiving Secret Commissions; and

- (iii) engaging in Money-laundering.

## **7.4 Political Contributions and Charitable Donations**

### **(a) Political Contributions**

The Company prohibits Personnel from making political contributions to Officials on behalf of the Company. Any donations above a level determined in Federal legislation must be disclosed annually to the Australian Electoral Commission and will be published on its website.

This ABC Policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.

The context of any other political contributions is key in determining their appropriateness. For instance, it is permissible for the Company to make a payment to attend a political function in circumstances where such payment could not be construed as an attempt to influence the political party.

If you are in any doubt as to the appropriateness of any political contribution, you should consult the Board or the Anti-Bribery Officer before it is given or accepted or otherwise as soon as possible.

### **(b) Charitable Donations**

The Company can only make charitable donations that are legal and ethical under Local Laws and practices. In order to ensure that donations made by the Company to charitable organisations are for proper charitable purposes, Personnel must only make donations on behalf of the Company to charitable organisations previously approved by the Company and within approved financial limits.

A list of approved charitable organisations is to be maintained by the Board and provided upon request.

## **7.5 Gifts and Hospitality**

### **Guidelines for accepting gifts and hospitality**

- (a) It is not made/ received in explicit or implicit exchange for favours or Benefits;
- (b) it complies with all relevant local laws;
- (c) it is given in the Company's name, not in the names of the Director/employee;
- (d) it does not include cash or a cash equivalent (e.g., cash cards, shopping gift cards, jewellery, etc.);
- (e) it is given or received openly, not secretly, and does not give rise to a perceived, potential or actual conflict of interest;
- (f) it could not be perceived as bringing the Company into disrepute;
- (g) a Company Director, officer or employee must be present for any Hospitality provided;

- (h) it is not given within three months prior to, or after, the completion of a competitive bid, tender exercise, contract negotiation or the like with the recipient;
- (i) it is not received by or given to the same person more than 4 times a year. Approval from the Board is required to exceed this limit; and
- (j) it is not given to a family member or extended family member of the person giving the Gift or Hospitality (e.g., a spouse, partner, child, grandparent, parent, sibling, uncle, aunt, nephew, niece, grandchildren, first cousin; the spouse of any of the foregoing people; or, any other individuals who share the same household as you), unless approved by the Company's senior management in writing.

## **7.6 Gifts and Hospitality to Non-Public Officials<sup>1</sup>**

The financial thresholds and approval guidelines for giving and receiving Gifts and Hospitality to and from Non-Public Officials are as follows:

- (a) Gifts valued at A\$250 or less may be received or given provided that the guidelines at section 7.5 are met;
- (b) Gifts valued at A\$250 or more may only be received or given with the written approval of the Board, provided that the guidelines at section 7.5 are met;
- (c) Hospitality valued at A\$500 or less may be received or given provided that the guidelines at section 7.5 are met;
- (d) Hospitality valued at A\$500 or more may be received or given with the written approval of the Board, provided that the guidelines at section 7.5 are met; and
- (e) Gifts and/or Hospitality with a combined total value of more than A\$1,000 per year from or to the same person or entity is not permitted, unless prior written approval from the Board is obtained to exceed this limit.

A request for written approval must be made in writing by completing and submitting the Items of Value Register.

## **7.7 Gifts and Hospitality to Public Officials**

Gifts and Hospitality provided to Public Officials attract additional risks for the Company. Written approval from the Board must be obtained before giving Gifts or Hospitality of any value to a Public Official. Prior approval should be requested by completing the Items of Value Register. Pre-approvals must take into account any relevant local prohibitions or governmental policies against the receipt of Gifts or Hospitality by Public Officials.

Promotional items of a nominal value such as pens, drink bottles etc. are exempt.

## **7.8 Interactions with Officials and Third Parties must be Compliant**

- (a) All interactions with Officials, Third Parties and Business Associates must comply with this ABC Policy, and the Company and Personnel must not take any actions, whether direct or indirect, which create the appearance of

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<sup>1</sup> The equivalent amount of SGD applies to all references to AUD in section 7.6 at a ratio of 1:1

impropriety regardless of whether there is any improper intent behind their actions.

- (b) The prohibitions under this ABC Policy include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this ABC Policy.

## **7.9 Documentation and Recordkeeping**

- (a) As part of the Company's commitment to open and honest business practice the Company requires all of its businesses to maintain accurate books of account and records.
- (b) The Company and its subsidiaries must keep accurate and complete records of all business transactions:
  - (i) in accordance with generally accepted accounting principles and practices;
  - (ii) in accordance with the Company's accounting and finance policies; and
  - (iii) in a manner that reasonably reflects the underlying transactions and events.
- (c) It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business, and corrected. No accounts are to be kept "off the books" to facilitate or conceal improper payments.
- (d) All Personnel must record Items of Value given or received in the Items of Value Register.

## **7.10 Compliance with Local Laws Required**

If Local Laws in a particular country or region are more restrictive than this ABC Policy, then any Personnel, including any Business Associates operating in that country or region must fully comply with the more restrictive requirements.

## **7.11 Reporting Violations and Suspected Misconduct**

- (a) Any Personnel or stakeholder who believes that a violation of this ABC Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board or the Anti Bribery Officer.
- (b) If anyone is unsure whether a particular act constitutes Bribery, a Facilitation Payment, Secret Commission, Money-laundering or an improper Item of Value, or has any other queries, they should ask the Board or the Anti-Bribery Officer.

## **7.12 Protection**

- (a) The Company prohibits retaliation against anyone reporting such suspicions.
- (b) Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The Company encourages openness and will

support any Personnel who raises genuine concerns in good faith under this ABC Policy.

- (c) If you are not comfortable, for any reason, with speaking directly to the Board or the Anti-Bribery Officer, the Company has a Whistleblower Protection Policy which affords certain protections against reprisal, harassment or demotion for making the report.

### **7.13 Monitoring and Review**

- (a) Material breaches of this ABC Policy will be reported to the Board or a committee of the Board.
- (b) The Board and the Anti-Bribery Officer will monitor the content, effectiveness and implementation of this ABC Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be addressed as soon as possible.
- (c) Personnel are invited to comment on this ABC Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board or the Anti-Bribery Officer.

### **7.14 Agents and Intermediaries**

- (a) Representatives should not hire an agent, consultant or other intermediary if they have reason to suspect that they will pay bribes on behalf of the Company's behalf.
- (b) Representatives should seek to ensure that any third parties that are hired will not make, offer, solicit or receive improper payments on behalf of the Company. All fees and expenses paid to third parties should represent appropriate and justifiable remuneration for legitimate services to be provided and should be paid directly to the third party. Accurate financial records of all payments must be kept.
- (c) All business units should adopt appropriate procedures directed towards ensuring that their arrangements with third parties do not expose them to non-compliance with this Policy. Such procedures should assist Representatives in determining whether particular third parties present a corruption risk and, if so, what steps should be taken to address that risk. This may include, in particular, cases where a third party is engaged to act on behalf the Company:
  - (i) to solicit new business;
  - (ii) to interact with public officials; or
  - (iii) In other high risk situations.
- (d) Representatives must also be aware of factors which suggest the third party may pose a high corruption risk, and consult with their line managers to assess whether there is a need for enhanced due diligence and monitoring, or whether a proposed relationship should not proceed.

## 7.15 Mergers and acquisitions

An anti-corruption due diligence on companies which the Company is considering acquiring should be performed during the overall due diligence process. The following risk areas should be considered during the due diligence process:

- (a) an entity's control environment: policies, procedures, employee training, audit environment and whistleblower issues;
- (b) any ongoing or past investigations (government or internal), adverse audit findings (external or internal), or employee discipline for breaches of anti-corruption law or policies;
- (c) the nature and scope of an entity's government sales and the history of significant government contracts or tenders. Risks include improper commissions, side agreements, cash payments and kickbacks;
- (d) an entity's important regulatory relationships, such as key licenses, permits, and other approvals. Due diligence in that context would focus on employees who interact with these regulators, and whether there are any fees, expediting payments, gifts or other benefits to public officials;
- (e) travel, gifts, entertainment, educational or other expenses incurred in connection with marketing of products or services, or in connection with developing and maintaining relationships with government regulators. Diligence in this area would include examining expense records, inspection or training trips, and conference attendee lists and expenses;
- (f) an entity's relationships with distributors, sales agents, consultants, and other third parties and intermediaries, particularly those who interact with government customers or regulators; and
- (g) an entity's participation in joint ventures or other teaming arrangements that have significant government customers or are subject to significant government regulation.

# APPENDIX - ITEMS OF VALUE REGISTER

## 1. Definitions

**Gifts, Entertainment and Hospitality** includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company’s business unless they:

- (a) fall within reasonable bounds of value and occurrence;
- (b) do not influence, or are not perceived to influence, objective business judgement; and
- (c) are not prohibited or limited by applicable laws or applicable industry codes.

**Item of Value** includes, amongst other things, cash, travel, meals, Gifts, Entertainment and Hospitality and other tangible or intangible benefits or anything of value.

## 2. Completing the Items of Value Register

<b>Receiving Items of Value</b>
Date Received
Name, Position & Business Unit of Recipient
Name of Giver (Who is giving you the gift/entertainment)
Description of gift/entertainment
Value \$
Reason for acceptance
Decision on what will happen to gift/entertainment
Name and Position of Approving Manager
<b>Offering Items of Value</b>
Date Offered
Name, Position & Business Unit of Offeror
Name of Receiver (Who are you offering the gift/entertainment to)
Description of gift/entertainment
Value \$
Reason for offering
Decision on what will happen to gift/entertainment
Name and Position of Approving Manager