



ANTI-BRIBERY & CORRUPTION POLICY

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Zeal Pty Ltd (the Company) is committed to conducting its business and activities in accordance with all applicable laws, rules and regulations and with the highest integrity.

Zeal is committed to a zero tolerance approach to bribery and corruption, in any form, whether direct or indirect, whether in the public or private sector, anywhere in the world. Zeal, and our employees share a collective commitment to act with integrity, accountability, and transparency at all times.

Bribery and corruption can take many forms, including the provision or acceptance of:

- cash payments;
- phony jobs or “consulting” relationships;
- kickbacks;
- political contributions;
- charitable contributions;
- social benefits; or
- gifts, travel, hospitality, and reimbursement of expenses.

This Policy has been established to support the governance model as follows:

- Corporate Code of Conduct.
- Risk Management Policy.
- Purchasing Policy.

OBJECTIVES / PRINCIPLES

Zeal will act with integrity by:

- never engaging in corrupt business practices;

- never offering, paying, soliciting or accepting bribes in any form (including Facilitation Payments);
- never offering or accepting an item, money, travel, hospitality, entertainment or other token of appreciation that may be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices;
- providing a reporting mechanism;
- providing anti-bribery and corruption education and awareness through training; and
- maintaining a register of payments made or gifts received which is reported to both the Audit and Risk Committee and the Board of Directors.

RESPONSIBILITY AND SCOPE

All Zeal employees including senior executive and members of the Zeal Board, suppliers, contractors, consultants and other business partners are expected to read, understand and adhere to this policy and any related standards, guidelines and procedures.

Company Administrator – responsible for maintaining the registers.

Leadership Team – responsible for informing the Company Administrator when they become aware of any planned payments or offered gifts or entertainment exceeding the Reporting Threshold covered by this policy.

DEFINITIONS

Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a

position of trust to influence that person's views or conduct or to obtain an improper advantage.

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain.

Facilitation Payment is a payment to a public or government official that acts as an incentive for the official to complete some action or process expeditiously, to the benefit of the party making the payment. A payment is not a facilitation if there are published fees for shorter approval or processing times (e.g. a higher fee is typically payable for shorter visa processing times).

Reporting Threshold is defined in section 5.5

KEY POLICY REQUIREMENTS

Reporting a breach or suspected breach of this policy

If any person becomes aware of, or suspects, bribery or corruption practices they should immediately report to the Company Administrator, or Managing Director, or follow the guidelines in the Company's Whistle-Blower Policy.

If the matter may cause significant financial loss to Zeal, materially damage Zeal's reputation or interests or involves a senior manager, the matter must be reported to the Managing Director as soon as possible.

Payments to governments or political parties

Discretionary payments to governments (i.e. those not based on a published schedule of rates for a service) or political parties greater than the Reporting Threshold (refer to section 5.5) shall be captured on a register and disclosed to the Board of Directors at the next meeting.

Donations and Sponsorship

Donations and sponsorship payments greater than the Reporting Threshold (refer to section 5.5) shall be captured on a register and disclosed to the Board of Directors at the next meeting.

Gifts and Entertainment

All gifts received greater than the Reporting Threshold (refer to section 5.5) shall be captured on a register and disclosed to the Board of Directors at the next meeting.

The full guideline regarding Gifts and Entertainment is referenced in the Purchasing Policy. In principle, gifts and entertainment should not be given or received during any business negotiation especially during the tender process for a project or contract. Always consider the intention behind the gift, and the frequency, when deciding whether or not it would be appropriate to accept in compliance with this policy.

Reporting Threshold

Amounts individually or in combination where provided as a package exceeding:

- Discretionary payments made by Zeal to Government or Political Parties >\$500
- Donations and sponsorship made by Zeal >\$500
- Gifts and entertainment received from a third party >\$100

The threshold for reporting has been set on the basis that amounts in excess of this value may have the ability to influence people's behaviour.

BREACHES

Breaches of the provisions within this Policy may be regarded as misconduct and subject to disciplinary action.

RECORDKEEPING

Record keeping consists of maintaining the following registers:

- Discretionary payments made by Zeal to Government or Political Parties >\$500
- Donations and sponsorship made by Zeal >\$500
- Gifts and entertainment received from a third party >\$100

The registers shall be maintained by the Company Secretary or their delegate.

POLICY REVIEW

This Policy is to be reviewed on an annual basis by the Legal Counsel in consultation with the Managing Director, and presented to the Board.