



RESOURCES

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for a better tomorrow*

ANTI-BRIBERY AND CORRUPTION POLICY

EQ Resources Limited

ABN 77 115 009 106

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1. INTRODUCTION

- 1.1. EQ Resources Limited and its subsidiaries (collectively referred to as the “**Company**”) prohibit all forms of bribery and corruption and are committed to conducting all of its business activities to the highest standards of conduct, ethical behaviour and in accordance with all applicable laws and regulations to prevent bribery and corruption.
- 1.2. EQ Resources and all its management and employees are committed to acting with honesty, integrity, and fairness to the highest standards of ethical behaviour at all times.
- 1.3. The Company has adopted this Anti Bribery and Corruption (the “**Policy**”) to ensure that the employees and officers of the Company or any other person as specified by the Company from time to time:
 - a) not give or accept gifts and/or benefits that will compromise or appear to compromise, their integrity and objectivity in performing their duties;
 - b) not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest;
 - c) not give or receive payment of a secret commission to a person in a fiduciary position;
 - d) be educated on what gifts and benefits are acceptable and unacceptable; and
 - e) promote investor confidence in the integrity of the Company and its securities
- 1.4. The Company prohibits any activity that seeks to bribe, corrupt or otherwise improperly influence a Public Official, individual or entity in the public or private sector, to act (or omit to act) in a way that differs from the proper performance of their role or function.
- 1.5. Any and all material or suspected breaches of this Policy must be immediately reported to the Company's board of directors (the “**Board**”) or to the Audit and Risk Committee upon identification.

2. SCOPE

- 2.1. This Policy extends to
 - a) all Company employees, officers, directors, associates, including employees with a fixed term, permanent or temporary role, contractors, sub-contractors, and consultants (“**Company Personnel**”);
 - b) any individual or entity, including any personnel working for such individual or entity, engaged to act on behalf of the Company (with authority to bind the Company into contractual relationships with other parties); and
 - c) any of the Company subsidiaries and their respective personnel.

3. LAWS INCLUDED IN THIS POLICY AND APPLICATION

- 3.1. This Policy has been implemented to comply with;
 - a) the Australian Criminal Code Act 1995 (Cth);
 - b) Corporations Act 2001 (Cth) (“**Corporations Act**”);
 - c) ASX Corporate Governance Council's Corporate Governance Principles and Recommendation (4th Edition); and
 - d) Anti-bribery and Corruption related laws relevant to the location or jurisdiction in which the Company operates.

4. DEFINITIONS

In this Policy the following words or phrases are defined as:

- 4.1. **Board** means the Board of EQ Resources Limited.
- 4.2. **Bribery** is the act of giving, offering, promising, or accepting a benefit (monetary or otherwise) with the intent of influencing a person who is otherwise expected to act in an impartial manner or good faith, to do or omit anything in the performance of their role or function, in order to provide the Company with business or business advantage that is not a legitimate one.
- 4.3. **Business Associates** generally include but is not limited to consultants, contractors, distributors, joint venture partners, co-investors, agents, or intermediaries of the Company.
- 4.4. **Corruption** is the abuse of entrusted power for private gain. This includes not only financial gain but also non-financial advantages.
- 4.5. **Facilitation Payments** are customary, unofficial minor payment either directly or indirectly, meant to directly or indirectly induce Public Officials to expedite or secure the performance of routine government actions.
- 4.6. **Secret Commissions** is when an entity or representative of another entity or person takes or solicits a commission from a third party and the said commission is not disclosed by that entity or representative. Secret Commissions are used to induce or unduly influence the conduct of a company's business.
- 4.7. **Money Laundering** is 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.
- 4.8. **Gifts, Hospitality and Entertainment** is the act of giving or receiving gifts, gratuities and entertainment in circumstances which could be considered to give rise to undue influence. This includes:
 - a) the receipt or offer of presents;
 - b) meals or tokens of appreciation or gratitude and;
 - c) invitations to events, functions, or other social gatherings,that are in connection with matters relating to the Company's business.
- 4.9. **Political Contribution** is any contribution, made in cash or in kind, to support a political cause.
- 4.10. **Charitable Contributions** are contributions, made to cash or in kind, to a charitable organisation.
- 4.11. **Public Officials** include:
 - a) an employee, official or contractor of a government body or a wholly or partially state-owned enterprise;
 - b) a person performing the duties of an office or position under a law of a foreign country or by the custom or convention of a country;
 - c) a person in the service of a governmental body including a member of the military or police force;
 - d) a politician, judge, or member of the legislature of a state, province or country;
 - e) an employee, contractor or person otherwise in the service of a public international organisation (such as the United Nations);
 - f) an individual who is or who holds himself or herself out to be an authorised intermediary of a Public Official;
 - g) a political party, party official or candidate for public office;

- h) a member of a royal family; or
- i) a commercial entity, or the directors, officers or employees of a commercial entity, in which a government body has significant ownership interest or over which it otherwise exerts control.

4.12. **Third Parties** means any individual or organisation other than Public Officials with who personnel come into contact with during the course of their employment or business relationships associated with the Company. 'Third Parties' include agents, distributors, intermediaries, actual or potential clients, customers, consultants, advisors, or other contractors. These parties may also be part of state-owned entities.

5. PROHIBITION ON BRIBERY AND CORRUPTION

5.1. The Company takes a zero-tolerance approach towards Bribery and Corruption in all forms and prohibits the giving, offering, promising accepting, requesting or authorising a bribe, engage in any form of corrupt business practice, whether directly or indirectly.

5.2. Company Personnel should be aware that:

- a) bribery is not limited to the public sector; it can also occur in the private sector;
- b) bribery includes bribes made directly or indirectly (including through an intermediary);
- c) a bribe offered does not have to be accepted for an offence to be committed;
- d) a bribe may be monetary or non-monetary in value;
- e) to offer, promise, give or authorise an Advantage to a Third Party, either directly or indirectly, for an Improper Purpose, Improper Performance or in circumstances that might reasonably be viewed as creating the appearance of impropriety; or
- f) to accept, receive, solicit or authorise and Advantage from a Third Party, either directly or indirectly, for an Improper Purpose, Improper Performance or in circumstances that might reasonably be viewed as creating the appearance of impropriety.
- g) this prohibition is not subject to any local customs or business practices.

6. COMPLIANCE PROCESS

6.1. The Company's anti-bribery and corruption processes provide a framework that:

- a) raises awareness of anti-bribery and corruption risks;
- b) ensuring compliance with adequate anti-bribery and corruption training programmes and promotes ethical business conduct;
- c) maintains systems and procedures for giving, receiving and registering Gifts and Hospitality;
- d) maintains systems and procedures for conducting due diligence on Third Parties; and
- e) investigates any reported suspicions of bribery or corruption involving the Company.

7. PROHIBITION ON FACILITATION PAYMENTS

7.1. The Company prohibits the making of Facilitation Payments by Company personnel, suppliers, agents, contractors and third parties.

8. PROHIBITION ON SECRET COMMISSION

8.1. The Company prohibits the paying or receiving of Secret Commissions to any person or entity, Public Official or Third Party.

9. PROHIBITION ON IMPROPER GIFTS, HOSPITALITY AND ENTERTAINMENT

- 9.1. The Company prohibits the giving, receiving or offer of Gifts, Hospitality and Entertainment in circumstances which could be considered to give rise to undue influence.
- 9.2. Gifts, Hospitality and Entertainment must only be provided or accepted in accordance with the Policy which:
 - a) for a genuine purpose and given in the ordinary course of business (i.e. fall within reasonable bounds of value and occurrence).;
 - b) do not influence, or are not perceived to influence, objective business judgement;
 - c) are not prohibited or limited by applicable laws or applicable industry codes;
 - d) are given in the name of the Company and not an individual;
 - e) it is on 'arm's length' basis with no special favours and no special arrangements ;
 - f) are solely aimed at building a general relationship and understanding;
 - g) does not include cash, loans or cash equivalents;
 - h) does not exceed the financial limit set by the Company of \$250 for receiving gifts and hospitality.
- 9.3. Employees are prohibited from offering, promising, giving or authorising any Gifts and Hospitality to a Public Official or State-Owned Entity.
- 9.4. Company Personnel involved in a tender process or bid discussion, including when a decision is pending, must not offer, promise, give, accept or receive any Gifts and Hospitality to/from any Third Party that is also involved in the tender/bid (whether the Company is issuing or responding to the tender/bid).
- 9.5. Company Personnel must obtain approval from their line managers (or in the case of directors, from the Chair) before accepting or offering any Gift or Hospitality, where it is reasonably foreseeable exceed the threshold set by the Company of \$250 per person in value.
- 9.6. All Gifts must be accurately and transparently recorded in the Company's books and records. The entries must:
 - a) include the value (or approximate value) of the Gift or Hospitality and whether the gift or invitation to participate in hospitality was accepted or declined;
 - b) must be accurate and must not distort or disguise the true nature of the entry; and
 - c) must not be broken down into parts to reflect less than **\$250** in value.
- 9.7. If Gifts, Hospitality, or Entertainment are given frequently by the same person or entity this will be considered a non-compliance with the Policy.
- 9.8. Any doubts over whether the Gifts, Hospitality, or Entertainment is bribery or not, consult your supervisor in the Company before accepting them.

10. POLITICAL CONTRIBUTIONS AND CHARITABLE CONTRIBUTIONS

- 10.1. The Company prohibits Company Personnel from making Political Contributions to Public Officials or Political Parties on behalf of the Company.
- 10.2. This Policy does seek to curtail an individual's freedom to make political contributions in their personal capacity.
- 10.3. The Company allows personnel to only make Charitable Contributions that are legal and ethical under local laws and practices. Charitable Contributions can only be made on behalf of the Company, following the CEO's approval.

11. INTERACTIONS WITH PUBLIC OFFICIALS AND THIRD PARTIES MUST BE COMPLIANT

- 11.1. All interactions with Public Officials and third parties must comply with the Policy.
- 11.2. Company Personnel must not take any direct or indirect actions which create the appearance of impropriety. It is irrelevant if there was intent or not behind their actions.

12. CONFLICTS OF INTEREST

- 12.1. Conflicts of Interest if not properly managed can give rise to the perception of corrupt conduct.
- 12.2. Company personnel are to report any actual or potential conflict of interest. The Company's position on conflicts of interest is set out in the Company's Code of Conduct which is available on the Company's website.

13. REPORTING VIOLATIONS AND SUSPECTED MISCONDUCT

- 13.1. Company Personnel who believe a person or entity to be in violation of the Policy or any relevant laws and regulations should report the matter immediately to the Board. It is the responsibility of Company personnel to remain vigilant to any instance of personnel or directors or subsidiaries engaging in, or attempting to engage in, bribery or other improper conduct.
- 13.2. Reporting violations can be made in writing, via email or phone. They can also be made anonymously using a pseudonym.
- 13.3. If Company personnel are unsure if the actions of the other person or entity constitute Bribery, Corruption or related improper behaviour, they should consult with the Company Secretary;

Phone: 1300 384 692

Email: melanie.leydin@vistra.com

14. GOOD FAITH REPORTING

- 14.1. There are no repercussions for personnel who have refused the pressure to either accept or offer a bribe and wish to report it. There are no repercussions for personnel who wish to raise a concern or report another's wrongdoing.
- 14.2. The Company values openness and transparency in its business operations and encourages and supports personnel who raise genuine concerns in good faith under this Policy.
- 14.3. If Company Personnel are not comfortable with speaking directly to the Board or wish to remain anonymous, they may refer to the Company's Whistleblower Policy, available on the Company's website or made available on request to the Company Secretary (contact details as in Section 14).

15. DOCUMENTATION, MONITORING, AND REVIEW

- 15.1. The Company and its subsidiaries must keep accurate and complete records of all business transactions:
 - (a) in accordance with generally accepted accounting principles and practices;
 - (b) in accordance with the Company's accounting and finance policies; and
 - (c) in a manner that reasonably reflects the underlying transactions and events.
- 15.2. It is the responsibility of all Company 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 as this is in breach of this Policy.

- 15.3. The Board will monitor the content, effectiveness, and implementation of the Policy on a regular basis and promptly update or improve any problems or inconsistencies identified. The Policy will be regularly audited by the Board to ensure its suitability and effectiveness for the Company’s operations.

16. CONSEQUENCES FOR NON-COMPLIANCE

- 16.1. Any breaches of the Policy or laws and regulations may expose the Company and Company Personnel to criminal penalties and/or civil action.
- 16.2. Company Personnel who fail to comply with the Policy will be regarded as serious misconduct and may lead to disciplinary action or dismissal from employment or termination of any engagement contract. Taction

17. RESPONSIBILITY FOR COMPLIANCE AND TRAINING

- 17.1. The Board is responsible for the overall administration of the Policy and the Policy forms part of the induction process of all relevant personnel..
- 17.2. All Company Personnel will be made aware of the Policy and take steps to comply with the Policy in relation to any of their dealings with or on behalf of the Company.
- 17.3. It is the overall responsibility of the Company’s personnel to ensure they read, understand and comply with the Policy.

18. POLICY REVIEW

- 18.1. This Policy must be reviewed by the Board with the recommendation from the Audit and Risk Committee at least **once every 2 years** or as may be required to ensure it is operating effectively. Any recommended changes must be approved by the Board.
- 18.2. The Company will ensure any updates to this Policy, its processes and procedures following a review are widely disseminated to, and easily accessible by, individuals covered by this Policy.
- 18.3. The Policy will be available on the Company's website within a reasonable time after any such updates or amendments have been approved.

19. DOCUMENT INFORMATION

Policy Status:	Adoption	26 September 2024
	Version	V1.0 Approved on 26/01/2019 V1.2 Updated on 1/03/2021 V2.0 Updated on 25/09/2024
Endorsement Body:	NA	
Approval Body:	EQ Resources Limited Board	
Maintained by:	Company Secretary	