



RESOURCES

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# ANTI-BRIBERY AND CORRUPTION POLICY V1.0

EQ RESOURCES LIMITED

ABN 77 115 009 106

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## ANTI BRIBERY AND CORRUPTION POLICY

### 1. COMMITMENT

- 1.1 EQ Resources Limited (the Company) is committed to conducting all of its business activities in accordance with all applicable laws and regulations to prevent bribery and corruption. 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.
- 1.2 The Company has adopted this Anti Bribery and Anti-Corruption (the Policy) to ensure this.
- 1.3 In accordance with this commitment, 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.

### 2. SCOPE

This Policy extends to all personnel hired by the Company, this includes employees with a fixed term, permanent or temporary role, contractors, sub-contractors, consultants, and directors. All personnel in the Company are to understand and comply with the policy and follow the requirements set out in the Policy. This Policy applies to Third Parties as defined in the Policy.

### 3. LAWS INCLUDED IN THIS POLICY AND APPLICATION

- 3.1 This Policy has been implemented to comply with the *Australian Criminal Code Act 1995 (Cth)*.

### 4. DEFINITIONS

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

**Board** means the Board of EQ Resources Limited.

**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.

**Business Associates** generally include but is not limited to consultants, contractors, distributors, joint venture partners, co-investors, agents, or intermediaries of the Company.

**Corruption** is the abuse of entrusted power for private gain. This includes not only financial gain but also non-financial advantages.

**Facilitation Payments** are payments of varying amounts meant to directly or indirectly induce Public Officials to expedite or secure the performance of routine government actions.

**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.

**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.

**Gifts, Hospitality and Entertainment** is the act of giving or receiving gifts, gratitudes 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; and
  - (c) invitations to events, functions, or other social gatherings,
- that are in connection with matters relating to the Company's business.

**Political Contribution** is any contribution, made in cash or in kind, to support a political cause.

**Charitable Contributions** are contributions, made to cash or in kind, to a charitable organisation.

**Public Officials** in this Policy 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.

**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. RESPONSIBILITY FOR COMPLIANCE AND TRAINING

- 5.1 The Company is responsible for the overall administration of the Policy and the Policy forms part of the induction process of all relevant personnel. The Company and Board will continuously monitor and review the implementation of the Policy to ensure it remains suitable and effective.
- 5.2 All Business Associates 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.
- 5.3 It is the overall responsibility of the Company's personnel to ensure they read, understand and comply with the Policy.

## **6. PROHIBITION ON BRIBERY AND CORRUPTION**

- 6.1 The Company takes a zero-tolerance approach towards Bribery and Corruption in all forms and prohibits the giving, offering, promising accepting, or requesting of a bribe.
- 6.2 It is irrelevant if the if the bribe is accepted or paid. Merely offering the bribe contravenes the Policy.
- 6.3 Business or a business advantage does not need to be obtained in order for there to be breach of the Policy.

## **7. PROHIBITION ON FACILITATION PAYMENTS**

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

## **8. PROHIBITION ON SECRET COMMISSION**

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

## **9. PROHIBITION ON MONEY LAUNDERING**

The Company prohibits any form of Money Laundering in connection with its business activities.

## **10. PROHIBITION ON IMPROPER GIFTS, HOSPITALITY AND ENTERTAINMENT**

- 10.1 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.
- 10.2 Gifts, Hospitality and Entertainment must only be provided or accepted in accordance with the Policy which:
  - (a) 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) Are given in an open and transparent manner;
  - (f) Are solely aimed at building a general relationship and understanding;
  - (g) Do not include cash, loans or cash equivalents;
  - (h) Do not exceed financial limit set by the Company of \$250 for receiving gifts and hospitality.
- 10.3 All gifts must be accurately and transparently recorded in the Company's books and records.
- 10.4 If Gifts, Hospitality or Entertainment are given frequently by the same person or entity this will be considered a non-compliance with the Policy.
- 10.5 Any doubts over if the Gifts, Hospitality or Entertainment is bribery or not, consult your supervisor in the Company before accepting them.

## 11. POLITICAL CONTRIBUTIONS AND CHARITABLE CONTRIBUTIONS

- 11.1 The Company prohibits personnel from making Political Contributions to Public Officials or Political Parties on behalf of the Company. This Policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.
- 11.2 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 within the approved financial limits and are organisations approved by the Company. The lists of approved charitable organisations are maintained by the Board and provided upon request.

## 12. INTERACTIONS WITH PUBLIC OFFICIALS AND THIRD PARTIES MUST BE COMPLIANT

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

## 13. CONFLICTS OF INTEREST

- 13.1 Conflicts of Interest If not properly managed can give rise to perception of corrupt conduct.
- 13.2 Company personnel are to report any actual or potential conflict of interest. Any disclosed conflict of interest will be managed appropriately by their immediate supervisor.
- 13.3 Conflicts of interest could include, but is not limited to:
- (a) Pursuing, awarding or maintaining Company business opportunities for personal gain or the benefit of a close relative or friend;
  - (b) Holding outside jobs or affiliations;
  - (c) Holding investments in businesses that are suppliers to the Company or which the Company has or may invest in; or
  - (d) Being in a close relationship with someone in your reporting line, including a close relative, friend or romantic/intimate relationship.

## 14. REPORTING VIOLATIONS AND SUSPECTED MISCONDUCT

- 14.1 Any personnel of the Company who believes 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.
- 14.2 Reporting violations can be made in writing, via email or phone. They can also be made anonymously using a pseudonym.
- 14.3 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, Melanie Leydin:
- Phone: (03) 9692 7222
- Email: [Melanie.Leydin@vistra.com](mailto:Melanie.Leydin@vistra.com)

## **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 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.
- 15.4 All Company personnel and subsidiaries will receive regular training updates on updated or improvements made to the Policy.

## **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.

## **17. WHISTLEBLOWER PROTECTION**

- 17.1 The Company prohibits retaliation against anyone reporting such suspicions.
- 17.2 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.
- 17.3 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. If personnel are not comfortable with speaking directly to the Board or wish to remain anonymous, the Whistleblower Policy affords certain protections against reprisal, harassment, or demotion for making the report.

## **ADDITIONAL DOCUMENTATION**

Whistleblower Policy

## DOCUMENT INFORMATION

Policy Status:	Adoption	21 September 2023
	Version	V1.0 Approved on 21 September 2023
Endorsement Body:	N/A	
Approval Body:	EQ Resources Limited	
Maintained by:	Company Secretary	

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