

Anti-Bribery and Corruption Policy

1. Summary

- 1.1 The Company, Cyclopharm Limited (CYC) together with its subsidiaries ("Company" or "Group") is committed to maintaining high standards of integrity and accountability in conducting its business. Directors, managers and employees (together with their family members, close associates and/ or related body corporate or business entities) including contractors and suppliers ("Personnel"), are expected to observe the highest standards of corporate and business behaviours. This Anti-Bribery and Corruption Policy shall apply to all Personnel of the CYC Group.
- 1.2 All Personnel are not to give nor accept gifts and/ or other benefits (e.g. hospitality or entertainment) that may compromise or potentially appear to compromise their objectivity, integrity and professionalism in the conduct of their duties and responsibilities while performing their functions, roles and duties and/ or cause or potentially cause, a situation of conflict of interest.
- 1.3 This Policy document sets out the CYC Group's policy, commitment and behaviour required of all Personnel with reference to Anti-Bribery and Corruption and, shall apply to all activities of the CYC Group worldwide. This policy applies in conjunction with all other relevant CYC policies and procedures.

2. Scope and Definitions

- 2.1 This Policy applies to all directors, managers and employees (together with their family members, close associates and/ or related body corporate or business entity) of CYC including potential customers, customers, contractors, suppliers, consultants etc. (collectively called "Personnel").
- 2.2 Bribery (includes but not restricted to):
 - (a) Is an act of giving, receiving, offering, promising, authorising or providing any benefit or advantage (monetary

or otherwise) with the intention to influence or induce any person, party or group in order to gain or provide any commercial, contractual, regulatory and/ or personal advantage by means of gifts, fees, discounts, rewards, prizes, promises, donations, aids, favours etc.

- (b) Can be in any form; monetary or otherwise and may even include non-cash gifts, a future promise, action or inaction, contributions, loans (repayable or otherwise), favours, business or employment opportunities or hospitality
- (c) Can be direct or indirect for e.g. through an intermediary, agent, family member, related body corporate or business units, friends or relatives or an associate including benefits to any other party who may have some form of association with the relevant party
- (d) Need not result in the exchange or transfer of any items, goods, gifts, entertainment or services; a promise in the future to give or receive can be deemed one

2.3 Corruption or Corrupt practices means the abuse of entrusted power or position for personal or private gain (including gains to family members or related parties)

2.4 Facilitation Payment includes any payment or any inducement to any official, political party or party official (directly or otherwise) to facilitate, obtain, secure or expedite the performance, issuance and/ or approval of any necessary application or submissions.

2.5 Conflict of Interest or potential Conflict of Interest may arise when any person in position or responsibility derives a personal benefit (including benefits to family members and/ or related parties) from action/ inaction or decision made under their employment capacity as a director, manager or employee.

3. Prohibition, gifts and entertainment and, Conflict of Interest

3.1 All Personnel are not permitted to give, offer, promise, solicit, accept, receive, request or authorise any bribe to anyone, whether directly or otherwise.

3.2 In certain locations of the world, gifts, benefits, entertainment and/ or hospitality are integral part of business. Under such situations, it is important that Personnel act legally, ethically and transparent in relation to the giving and/ or receiving of gifts, benefits, entertainment and/ or hospitality and seek to obtain prior approval from their direct managers, directors etc. as set out in this policy.

3.3 Gifts in the form of cash or cash equivalents (for e.g. cheques, money orders, gift cards, vouchers, gift certificates, electronic money/ vouchers etc.) which may or may not be transferable into cash or cash equivalent in any form is disallowed

3.4 Gifts in the form of accommodations, travel, trips, visits etc. are not be accepted by any Personnel without the prior approval of the Managing Director. Any such gifts or sponsorship from any stakeholder if approved and accepted, must be recorded in the Gift, Entertainment and Hospitality Register maintained by the respective Human Resource department or Company Secretary of the Group.

3.5 Where any Personnel is either in a situation or potential situation where their employment roles, duties or responsibilities may conflict or appear to potentially conflict their personal interests, the relevant personnel must disclose the conflict or potential conflict to their immediate director, manager or supervisor and, remove themselves from any decision making process which may involve or involve their personal interests.

3.6 All transactions/ gifts and/ or entertainment should be at “arm’s length” basis with no special favours nor special arrangements attached, whether directly or otherwise.

4. Exceptions

- 4.1 Gifts, genuine hospitality or entertainment which is reasonable and nominal in value (not more than AUD\$100 per person [or equivalent] and per occasion) is allowed to be given or received under the circumstances below:
- (1) Low and reasonable in value accordance with accepted business customs and practice in the place of business or exchange, for e.g. gifts during Christmas, a souvenir from the local country or culture or a bouquet of flowers or box of chocolates
 - (2) Permitted under existing written laws in the place of business or transaction
 - (3) Gifts, sponsorships or promotional items in relation to a sales and/ or marketing activities undertaken by the business
 - (4) Made openly, documented in full and accurately reflected in the books of CYC with no special arrangements nor obligations suggested, promised or expected and, does not place the recipient under any special obligation nor special expectation
 - (5) Gifts, benefits or hospitality offered to speakers, all participants or attendees in a seminar, conference or business event including light refreshments or meals to attendees hosted by CYC and/ or other stakeholders of CYC
 - (6) It is a genuine gift for an act of appreciation or common courtesy associated with business practice, without any ulterior or hidden motives or agenda and not for any personal gain or gratification
- 4.2 The nominal value of AUD\$100 under Clause 4.1, may be exceeded provided that approval from the Board of Directors of CYC has been obtained prior to the exchange of gifts or hospitality. All such of gifts, genuine hospitality or entertainment exceeding this value must be recorded in the Gift, Entertainment and Hospitality Register maintained by the respective Human Resource department or Company Secretary of the Group.
- 4.3 Political donations, gifts, sponsorships should only be made if the local laws allow it. All such donations, gifts or sponsorship of such nature will require the prior-approval of the Managing Director. Charitable donations or sponsorship, except where it is conducted openly and transparently as part of CYC corporate social responsibility initiative or event, shall also require the prior approval of the Managing Director.
- 4.4 The giving and/ or receiving of gifts, genuine hospitality or entertainment between CYC and the relevant Personnel does not fall under this policy for e.g. gifts between CYC and its employees for festivities or as gratuity for work, effort or contribution to CYC and/ or its stakeholders.

5. Reporting and Register

- 5.1 A “Gift, Entertainment and Hospitality Register” shall be maintained by the Human Resource Department of the respective businesses and/ or the Company Secretary of CYC. The Register shall be used to record the receipt or giving or provisions of any Gifts, Entertainment or Hospitality between CYC and any external party, persons and or businesses exceeding the value stated in Clause 4.1. The register shall record, the name of the parties, persons or businesses involved in the transaction, the person authorising, the estimated value of the gifts, entertainment or hospitality, its purpose or event that requires the exchange and any other relevant information to ensure transparency and accountability of the exchange. Entries into the register should be made no later than 7 business days upon the occurrence of the giving or receiving, having taken place.
- 5.2 Entries or any recording in the Gift, Entertainment and Hospitality Register by any Personnel does not necessarily exonerate any allegations of “wrongdoing” by any Personnel but, may provide mitigating evidence to support the intention and nature of the action.

- 5.3 Failure to record or report, recording or making of any false, misleading, incomplete or inaccurate entries (including removal/ editing of legitimate entry into a false or inaccurate entry) in the Gift, Entertainment and Hospitality Register may be considered a serious breach of this Policy and may subject the relevant Personnel to disciplinary action.

6. Sales rebates/ incentives

- 6.1 Payments or credits under any sales related rebates, discounts and/ or incentives approved by the business do not fall under this Policy.

7. Consequence of breach

- 7.1 All reports received under this Policy will be investigated and addressed and depending on the circumstances, may be referred to the relevant regulatory and law enforcement authorities or agencies.
- 7.2 Any breach of this Policy may subject the relevant Personnel to disciplinary action including termination from employment.
- 7.3 In some cases and depending on the legislation where the breach occurs, the Personnel involved with the breach of this Policy may also subject themselves to criminal and/ or civil actions which may result in penalties in their relevant jurisdictions.

8. Miscellaneous

- 8.1 All the relevant country managers and Human Resource departments within CYC must ensure that this policy is communicated to all relevant employees, contractors and suppliers who are conducting business with CYC.
- 8.2 Managers of CYC businesses are to promote compliance and the culture of anti-bribery and corruption to ensure all staff are properly educated and trained to protect them from unknowingly or innocently committing acts of Bribery or Corruption.
- 8.3 All Personnel shall be responsible to help detect, prevent and/ or report instances of bribery and/ or corruption including any other suspicious activity or wrongdoing involving CYC Group.
- 8.4 The CYC Group Whistleblower Policy shall apply to any Personnel making any report or complaint under this Policy as well.