



KYCKR LIMITED ACN 609 323 257 (Company)

# Anti-Bribery and Corruption Policy

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## 1. Statement of intent

1.1 The Company is strongly committed to the highest standards of ethical business practice and does not tolerate bribery or corruption in any form.

1.2 The Company:

- a) conducts all business in an honest and ethical manner;
- b) is committed to acting professionally, fairly and with integrity in all business dealings and relationships;
- c) does not permit the making of inappropriate offers, gifts or hospitality to any public officials (anywhere in the world) in order to achieve unfair advantage or benefit; and
- d) resists any efforts made by others, including clients and suppliers, to unfairly affect any official decision-making process in order to achieve unfair advantage or benefit.

1.3 The Company's Personnel must:

- a) conduct all business in an honest and ethical manner;
- b) act professionally, fairly and with integrity in all business dealings and relationships; c) not permit the making of inappropriate offers, gifts or hospitality to any public officials (anywhere in the world) in order to achieve unfair advantage or benefit; and
- d) resist any efforts made by others, including clients and suppliers, to unfairly affect any official decision-making process in order to achieve unfair advantage or benefit.

1.4 This policy has been adopted by the Board.

## 2.0 Application

This policy applies to all the Company's Personnel, and should be read in conjunction with the Company's Code of Conduct.

## 3.0 Bribes

No one employed by or representing the Company is permitted to give, offer, promise, accept, request or authorize a bribe, whether directly or indirectly.

## 4.0 Charitable and political donations

4.1 The Company encourages charitable donations only when they are ethical and legal under local laws and practices. Care should be taken by employees to ensure that charitable contributions are not used as a scheme to conceal bribery. No charitable donation may be offered or made on behalf of the Company without the prior approval of the CEO.

4.2 No donations may be made to political parties on behalf of or in the Company's name.



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## 5.0 Facilitation payments

5.1 Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action such as processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement may be intended to influence the outcome of the official's action and/or its timing.

5.2 Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

## 6.0 Gifts and entertainment

6.1 Care must be taken that gifts and entertainment given or received in relation to the Company are not intended to be or construed as bribes.

6.2 Any gifts or entertainment (given or received) associated with the Company must be reasonable, proportionate and comply with the following criteria:

- a) given for the right reason such as an act of appreciation or common courtesy associated with standard business practice;
- b) not placing the recipient under any obligation;
- c) no expectations are created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction;
- d) be made openly and with no conditions of secrecy or lack of documentation;
- e) be of reasonable value and in accordance with general business practice;
- f) appropriate to the nature of the relationship;
- g) be at an "arm's length" basis with no special favours and no special arrangements; and
- h) compliance with relevant laws and regulations.

6.3 All gifts or entertainment given and received must be declared and recorded in the Register maintained by the Secretary, whether or not they have been accepted.

6.4 Gifts in the form of cash, cash equivalents such as vouchers or gift certificates may never be given or accepted, nor may gifts or entertainment offered in return for a benefit or advantage.

6.5 Token gifts such as corporate badged pens, caps, stationery, umbrellas etc in business situations or to participants and attendees at events may be offered or received.

## 7. Third parties and agents

7.1 The Company may be exposed to bribery and corruption via the use of third parties and agents, particularly if they are located in jurisdictions with a more relaxed approach to bribery and corruption than Australia. Third parties and agents should only be used by the Company where there is a genuine business need. The Company's prohibition of Facilitation Payments (refer 5.2) includes instances where a third party or agent is used.



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7.2. Appropriate due diligence should be conducted on any third parties and agents before the Company becomes associated with them to check they have suitable policies and procedures to prevent bribery and corruption and there is no history of them being associated with such activities.

## 8. Red flags

The Schedule to this Policy includes potential 'red flags' for bribery and corruption. The Schedule cannot ever be fully comprehensive so proper vigilance is always required.

Equally, just because something is included on the Schedule, it does not automatically follow that bribery and corruption are involved.

## 9. Reporting and record keeping

9.1 A Gifts & Entertainment Register will be maintained by the CEO. The Register should be maintained in an easily retrievable format, including details of any gifts and entertainment provided or received. The Register will be reviewed by the Audit & Risk Committee on a semi-annual basis. Such records may additionally be subject to management, audit, regulatory or police review.

9.2 Any potential instances of bribery or corruption should be escalated to the relevant manager, the CEO or the Chair of the Company's Board Audit and Risk Committee. The Company's Personnel should remain vigilant about the possibility of the Company or individuals being exposed to or implicated in bribery or corruption. Attention is also drawn to the Company's Whistleblowing Policy. Regardless of the escalation process, the Board must be informed of any incidents of bribery or corruption.

9.3 All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments. It is an offence under the Australian Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016 for a person to make, alter, destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

## 10. Penalties

10.1 Breach of applicable anti-bribery and corruption legislation and rules may lead to civil and criminal penalties.

10.2 Breach of this policy by any of the Company's Personnel may result in summary dismissal.

## 11. Review

11.1 This policy will be reviewed annually by the Board or whenever there is a significant change in the Company's internal or external environments.



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## 12. Definitions

For the purposes of this policy:

- (1) **ASX** means the Australian Securities Exchange;
- (2) **Board** means the board of directors of the Company;
- (3) **bribery** means the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages;
- (4) **Chair** means the chair of the Board;
- (5) **Chief Executive Officer** or **CEO** means the chief executive officer of the Company;
- (6) **Code of Conduct** means the Code of Conduct as approved by the Board;
- (7) **Company** means Kyckr Limited ACN 609 323 257 and, where the context requires it, all or any of its subsidiaries;
- (8) **corruption** means the abuse of entrusted power for private gain;
- (9) **Director** means a director of the Board of the Company;
- (10) **facilitation payment** has the meaning given to it in paragraph 5.1 above;
- (11) **Personnel** means Directors, Senior Executives, officers, employees, contractors and any temporary staff;
- (12) **public official** means any executive, official, or employee of a governmental, authority, political party or member of a political party, political candidate, executive, employee or officer of a public international organization; or director, officer or employee or agent of a wholly owned or partially state-owned or controlled enterprise;
- (13) **Register** means a Gifts & Entertainment Register kept by the Secretary in accordance with paragraph 9.1 above;
- (14) **Secretary** means the company secretary appointed by the Board; and
- (15) **Senior Executives** refers to the senior management team as distinct from the Board, being those individuals who have the opportunity to materially influence the integrity, strategy and operation of the Company and its financial performance and includes, as the context requires, any executive directors, the CEO, the CFO and other persons as determined by the Board from time to time. A list of those considered to be Senior Executives will be agreed by the Board periodically.



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**Approved by the Board - 15 December 2021**

## **Schedule**

### **Potential 'red flags' for anti-bribery and corruption**

Operating in locations perceived to have high levels of local corruption

Dealing with foreign public officials (including close relations or associates)

Bidding for large contracts in state-run economies

Sectors where tenders are won unexpectedly by little-known suppliers

Extravagant travel, entertainment and incidental benefits appear to be an incentive to a decision maker

Political donations or donations to particular charities or social programs are requested;

Unnecessary secrecy

Lack of documentation

When dealing with third parties or agents:

- vaguely described services and deliverables
- lack of relevant sector experience
- transacting with or through a shell company
- part of the transaction is at the request of the foreign public official
- large commissions (that may be used as 'slush funds' to bribe officials) or high expenses
- upfront fees
- urgent payments
- cash payments
- payments in multiple smaller amounts or payments to personal accounts
- payments to offshore accounts
- payments to trusts