



QBiotics Group Limited

ABN 13 617 596 139

# Anti-bribery and Corruption Policy

# QBiotics Group Limited

## Anti-bribery and Corruption Policy

### Contents

1. PURPOSE .....	2
2. SCOPE .....	2
3. POLICY .....	2
4. BRIBERY .....	3
5. FACILITATION PAYMENTS, SECRET COMMISSIONS AND MONEY LAUNDERING .....	3
6. GIFTS, ENTERTAINMENT AND HOSPITALITY .....	3
7. POLITICAL AND CHARITABLE DONATIONS.....	4
8. MAINTAIN ACCURATE RECORDS .....	5
9. DEALINGS WITH THIRD PARTIES.....	5
10. REPORTING BREACHES AND SUSPICIOUS BEHAVIOUR.....	5
11. TRAINING QBIOTICS PERSONNEL .....	6
12. CONSEQUENCES OF A BREACH .....	6
13. IMPLEMENTATION OF THIS POLICY AND REPORTING .....	6
14. REVIEW.....	6

### Document history

#	Approved by	Date	Details of changes
1	Board of Directors	6 May 2022	New policy
2			

# QBiotech Group Limited

## Anti-bribery and Corruption Policy

QBiotech Group Limited (the **Company**), its subsidiaries and any entities that form part of the QBiotech group from time to time (the **Group** or **QBiotech**), are committed to complying with the laws and regulations of the countries in which its businesses operate and acting in an ethical manner, consistent with the principles of honesty, integrity, fairness and respect.

### 1. PURPOSE

- 1.1. Bribery and the related improper conduct referred to in this policy are serious criminal offences for both QBiotech and any individuals involved. They are also inconsistent with QBiotech's values.
- 1.2. Laws prohibiting the types of improper payments covered by this policy apply in all the countries in which QBiotech has operations or engages in activities. Many laws, such as the Australian Criminal Code, the US Foreign Corrupt Practices Act and the UK Bribery Act, have application at home and abroad.
- 1.3. The purpose of this policy is to:
  - set out the responsibilities of QBiotech and QBiotech Personnel in observing and upholding the prohibition on bribery and related improper conduct; and
  - provide information and guidance on how to recognise and deal with instances of bribery and corruption.
- 1.4. Please note that this policy is to be read in conjunction with the Company's policies including, but not limited to, the Code of Conduct and the Whistleblower Policy.

### 2. SCOPE

- 2.1. This policy applies to all officers, employees, consultants and contractors of the Company and Group (**QBiotech Personnel**).

### 3. POLICY

- 3.1. QBiotech Personnel must:
  - understand and comply with this policy;
  - not give, offer, accept or request bribes, facilitation payments, secret commissions or other prohibited payments or engage in money laundering or cause any of them to be given, offered, accepted or requested;
  - not approve any offers, or make, accept or request an irregular payment or other thing of value, to win business or influence a business decision in favour of the QBiotech;
  - comply with any reporting and approval processes for gifts, entertainment or hospitality;
  - not offer or receive any gifts, entertainment or hospitality to or from public or government officials or politicians, without approval from the General Counsel or the Company Secretary;
  - obtain required approvals for donations and sponsorship;
  - maintain accurate records of dealings with third parties (where required); and
  - be vigilant and report any breaches of, or suspicious behaviour related to, this policy.

# QBiotech Group Limited

## Anti-bribery and Corruption Policy

### 4. BRIBERY

- 4.1. Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide QBiotech with business or a business advantage that is not legitimately due. The relevant laws apply to bribery of public officials as well as bribery in respect of any commercial transaction in the private sector. Merely offering a bribe will usually be sufficient for an offence to be committed.
- 4.2. Bribery can take many forms. The benefit that is offered, given or accepted may be monetary or non-monetary. For instance, it may involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or lavish corporate hospitality.
- 4.3. Bribery may be indirect, for example where:
  - a person procures an intermediary or an agent to make an offer which constitutes a bribe to another person; or
  - an offer which constitutes a bribe is made to an associate of a person who is sought to be influenced.
- 4.4. QBiotech Personnel must not give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. Under no circumstances will QBiotech approve of any offers, or make, request or receive an irregular payment or other thing of value, to win business or influence a business decision in QBiotech's favour.

### 5. FACILITATION PAYMENTS, SECRET COMMISSIONS AND MONEY LAUNDERING

- 5.1. Facilitation payments are typically minor, unofficial payments made to secure or expedite a routine government action by a government official or employee.
- 5.2. Secret commissions typically arise where a person or entity (such as an employee of QBiotech) offers or gives a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business. Secret commissions are a form of bribery and are prohibited under this policy.
- 5.3. 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.
- 5.4. The making of facilitation payments, secret commissions and money laundering by QBiotech Personnel or the Group are also prohibited.

### 6. GIFTS, ENTERTAINMENT AND HOSPITALITY

- 6.1. QBiotech recognises that accepting or offering gifts, entertainment or hospitality of moderate value is customary and in accordance with local business practice.
- 6.2. Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it does not place the recipient under any obligation or create any expectation that the giver will receive any special benefit or favour.
- 6.3. The practice of accepting or offering gifts, entertainment or hospitality varies between countries, regions and industries. What may be normal and acceptable in one may not be in another. It is a matter to be approached conservatively and prudently by QBiotech Personnel.
- 6.4. QBiotech prohibits the offering or acceptance of gifts, entertainment or hospitality in circumstances which could be considered to give rise to undue influence.

## **QBiotech Group Limited**

### **Anti-bribery and Corruption Policy**

- 6.5. The Chief Executive Officer may set a financial limit on gifts, entertainment or hospitality that may be accepted or offered, or may ban the offering or acceptance of any gifts, entertainment or hospitality entirely. Where the offering or acceptance of gifts, entertainment or hospitality is permitted the Chief Executive Officer will set the threshold above which gifts, entertainment or hospitality must be recorded in the relevant gifts, entertainment and hospitality register (“gift registration threshold”).
- 6.6. Where the offering or acceptance of gifts, entertainment or hospitality is permitted, they may only be offered or accepted where all of the following conditions are met:
- it is done for the purpose of general relationship building only;
  - it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
  - it complies with the local law of the jurisdiction in which the expenditure is made;
  - it is given in an open and transparent manner; and
  - it does not include cash, loans or cash equivalents (such as gift certificates or vouchers).
- 6.7. If the value of any gifts, entertainment or hospitality exceeds the gift registration threshold (if set), it must be promptly recorded in the relevant gifts, entertainment and hospitality register and reported to the General Counsel or the Company Secretary. The General Counsel or the Company Secretary may obtain further information from any QBiotech Personnel to verify that the conditions set out above are met in relation to any gifts, entertainment or hospitality that is recorded on the gifts, entertainment and hospitality register.
- 6.8. It may be a breach of this policy if gifts, entertainment or hospitality are provided to a single individual or single organisation on multiple occasions. It may also be a breach of this policy if gifts, entertainment or hospitality are received in a context that makes them inappropriate (for example, the provider is in the process of a competitive tender).
- 6.9. Gifts, entertainment or hospitality must not be offered to, or accepted from, public or government officials or their associates, including politicians or political parties, without approval from the General Counsel or the Company Secretary.

## **7. POLITICAL AND CHARITABLE DONATIONS**

- 7.1. All dealings with politicians and government officers which relate to the Group and its business activities must be conducted at arm’s length and with the utmost professionalism to avoid any perception of attempting to gain an advantage.
- 7.2. QBiotech may choose to make donations to political parties because QBiotech believes this would enable any such political parties to perform their functions better and to improve the democratic process.
- 7.3. Any political donations must be authorised by the Board and disclosed as required by law, and recorded in the Group’s accounts.
- 7.4. The Group may make charitable donations that are legal and ethical under local laws and practices. In some countries, charities can be used as a screen for illegal bribes. Accordingly, care must be taken to ensure that the charity or cause is legitimate.

# QBiotech Group Limited

## Anti-bribery and Corruption Policy

### 8. MAINTAIN ACCURATE RECORDS

- 8.1. All accounts, invoices and other documents and records relating to dealings with third parties (including due diligence reports), must be prepared and maintained with strict accuracy and completeness. No accounts may be kept “off the books” to facilitate or conceal improper payments.
- 8.2. All expenditure by QBiotech Personnel, including on gifts, entertainment and hospitality, must be included in expense reports and approved in accordance with the relevant expense policy.
- 8.3. Internal control systems and procedures adopted to comply with this policy may be the subject of internal audits to provide assurance that they are effective in mitigating the risk of non-compliance.

### 9. DEALINGS WITH THIRD PARTIES

- 9.1. It is important that anybody proposing to engage a third party implements appropriate controls to ensure that the actions of the third party will not adversely affect QBiotech. For these purposes, a “third party” may include actual or potential agents, distributors, suppliers, purchasers, contractors or anyone acting in a fiduciary capacity.
- 9.2. Third parties that pose particular risk to QBiotech of breaching anti-bribery laws include those that operate in developing or emerging economies and are involved in negotiating any business arrangements or transactions with the public or private sector on behalf of QBiotech in any country (including negotiating supply contracts, arranging leases or licences or providing transportation or customs clearance services).
- 9.3. The Company Secretary is responsible for determining which third parties (“high risk third parties”) require specific anti-bribery controls. The Company Secretary will make that determination having regard to this policy and the nature and location of the work being undertaken by those third parties, and in accordance with any guidelines issued by QBiotech from time to time.

### 10. REPORTING BREACHES AND SUSPICIOUS BEHAVIOUR

- 10.1. QBiotech Personnel must ensure that they read, understand and comply with this policy and avoid any activity that might lead to, or suggest a breach of this policy.
- 10.2. QBiotech Personnel must report any breaches of, or suspicious conduct in relation to, this policy. This includes behaviour that makes QBiotech Personnel and others engaged in activities for QBiotech feel threatened or under pressure to engage in improper conduct. Reports should be made to:
  - the General Counsel;
  - the Company Secretary; or
  - in accordance with the QBiotech Whistleblower Policy.
- 10.3. QBiotech encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.
- 10.4. QBiotech is committed to ensuring no one suffers detrimental treatment as a result of refusing to take part in conduct that may constitute bribery or corruption or raises a genuine concern in respect of any such conduct.
- 10.5. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. QBiotech Personnel who are subjected to such treatment should inform the General Counsel or Company Secretary immediately. If the matter is not remedied, they should raise it formally in accordance with the QBiotech Whistleblower Policy.

# **QBiotics Group Limited**

## **Anti-bribery and Corruption Policy**

10.6. Breaches of this policy will be reported to the Board of directors and/or the Audit and Risk Management Committee of the Company (ARMC).

### **11. TRAINING QBIOTICS PERSONNEL**

11.1. To the extent applicable to their roles:

- new QBiotics Personnel will undertake training on this policy as part of their induction process, where applicable to their role; and
- existing QBiotics Personnel will receive updates on this policy as part of their ongoing training, where applicable to their role.

### **12. CONSEQUENCES OF A BREACH**

12.1. A breach of this policy by QBiotics Personnel may be regarded as serious misconduct, leading to disciplinary action, which may include termination of employment.

12.2. A breach of this policy may also expose an individual to criminal and civil liability and could result in imprisonment or in the imposition of a significant financial penalty.

### **13. IMPLEMENTATION OF THIS POLICY AND REPORTING**

13.1. The Company Secretary, will be responsible for:

- ensuring that all QBiotics Personnel are provided with a copy of this policy when they commence with QBiotics, where applicable to their role;
- ensuring that all QBiotics Personnel have access to a copy of this policy (e.g. website); and
- reporting periodically on anti-bribery matters, including material breaches of this policy, to the Board of Directors or the ARMC.

### **14. REVIEW**

14.1. This policy will be periodically reviewed to check that it is operating effectively and whether any changes are required to the policy.

14.2. This policy cannot be amended without approval from the Board of Directors.