# ANTI BRIBERY AND ANTI-CORRUPTION POLICY

## 1. OVERVIEW

Orion Equities Limited ABN 77 000 742 843 (ASX:OEQ) (the **Company**) is a public company admitted to the official list of the Australian Securities Exchange (**ASX**).

The Board of Directors (**Board**) of the Company has developed this Anti-Bribery and Anti-Corruption Policy (**Policy**) to ensure compliance with its statutory and regulatory compliance.

The Board acknowledges the serious criminal and civil penalties that may be incurred by the Company or individuals who are found to have engaged in bribery or corruption which can result in the reputational damage of the Company or any individuals involved.

## 2. PURPOSE AND VALUES

### 2.1 Purpose

The purpose of this Policy is to provide the Board, Senior Management and all employees of the Company with a clear set of guidelines to ensure that the Company conducts its activities in an ethical and appropriate manner as well as complying with the laws and regulations of Australia and its Statement of Values.

### 2.2 Statement of Values

In implementing this Policy, the Company will have regard to its Statement of Values. These values are contained within a separate Statement of Values Policy which is made available to all Directors and staff of the Company, and published on the Company website at: http://www.orionequities.com.au/corporate-governance

## 3. OBJECTIVES

The specific objectives of this Policy are to ensure that the Company:

(a) does not engage in corrupt business practices;

(b) will implement procedures to prevent bribery and corruption involving any director, officer, employee, contractor or other party representing the Company; and

(c) will, at a minimum, comply with all applicable laws, regulations and standards, including applicable anti-bribery laws in Australia and where internal policies require a higher standard, will comply with such higher standard.

## 4. PRINCIPLES

The Company prohibits activities involving bribery, corruption, payment of secret commissions, facilitation payments or the exercise of improper influence in all jurisdictions in which the Company operates. This Policy applies to dealings with both government officials and any other third parties.

Gifts and entertainment, political contributions, charitable contributions, offers of employment and sponsored travel have the potential to be misused as a disguise for bribes for the purpose of influencing decisions or obtaining an advantage. In some circumstances it may be difficult to determine the true nature of these types of payments.

Adopted by the Board on 15 October 2021

Accordingly, the Company has adopted this Policy to ensure openness and transparency in dealings with these payments. Any questions or issues regarding this Policy, should be directed to the Company Secretary in the first instance.

## 5. APPLICATION

This Policy applies to all Executive and Non-Executive Directors, Officers, employees, contractors, consultants, volunteers (**Personnel**) of the Company from time to time.

## 6. WHAT IS BRIBERY AND CORRUPTION

Bribery is the giving, offering, promising soliciting, requesting, agreeing to receive, or receipt or acceptance of any advantage, which need not be financial, including any payment, gift, loan, fee, or reward, to or from any person for an inducement for action which is illegal, unethical, or a breach of trust.

Corruption is the misuse or abuse of a power for personal gain. This includes but is not limited to, money laundering, embezzlement or corruption of justice.

## 7. CORRUPT PAYMENTS PROHIBITED

All Company Personnel are prohibited from making or accepting any corrupt payments. Without limitation, the Company specifically prohibits:

(a) The promise, offering, payment, solicitation or acceptance of bribes in any form including the offer or promise of employment or sponsorship;

(b) Engagement in any form of corrupt business practices, whether for the benefit of the Company, yourself or another party; and

(c) Facilitation payments, unless they are permitted under Australian law.

Requests from government officials or other third parties to make or accept any form of corrupt payment must be immediately reported to the Company Secretary or otherwise in accordance with the Company's Whistleblower Policy.

## 8. GIFTS AND ENTERTAINMENT

The offer, promise, giving or receiving of any gift or entertainment to or from government officials or other third parties has the potential to be construed, or used by others to allege, that the Company is trying to obtain or receive favourable business treatment by providing individuals with personal benefits.

However, the giving or receiving of gifts or hospitality is not always prohibited by applicable anti-bribery laws or this Policy. The gift or hospitality may be appropriate if it is for a genuine purpose, reasonable and provided as a common courtesy associated with the ordinary course of business, and not made with any intentions to influence or reward a third party for obtaining or retaining business or an exchange of favours.

The Company has adopted the following general guidelines for determining the appropriateness of gifts and entertainment to or from government officials and other third parties:

- There must be no expectation that the gift or entertainment is given in exchange for any return favour, commitment or advantage.
- The gift must not be made in cash or cash equivalents and must otherwise comply with the Code of Conduct and applicable laws.
- The gift or entertainment must be infrequent, reasonable and proportionate in value considering the local custom and law, position of the recipient and circumstances.

- The timing of the gifting or entertainment must have been considered objectively in respect of past, pending or future business activities to ensure it could not be perceived as a bribe.
- The gift must be given openly and in the name of a commercial entity, not in someone's personal name.

All giving or receiving of gifts or entertainment to government officials and other third parties must comply with the above guidelines and require the prior approval of the Company Secretary.

Prior approval from the Company Secretary is not required if the gift or entertainment is **not** to or from government officials and one of the following apply:

(a) the gift or entertainment to or from third parties has a value less than A$200; or

(b) the gift or entertainment to or from third parties is a business meal with third parties for the purpose of discussing the Company related business and is not outside common courtesy, having due regard for the seniority of attendees and the jurisdiction in which the meal occurs.

Personally paying for a gift, entertainment or other provision of value in order to avoid compliance with the requirements of this Policy is prohibited.

## 9. DEALING WITH GOVERNMENT OFFICIALS

### 9.1 Dealing with Government Officials

For the purpose of this Policy, a government official is defined as any of the following:

(a) Official or employee of any government, or any agency, ministry or department of a government (at any level).

(b) Any person acting in an official capacity for a government regardless of rank or position.

(c) Official or employee of a company wholly or partially controlled by a government (for example, a state owned oil company), but excluding employees seconded to such companies.

(d) A political party or any official of a political party.

(e) Candidate for political office.

(f) Officer or employee of a public international organisation, such as the United Nations or the World Bank.

(g) Immediate family member (meaning a spouse, dependent child, parent or household member) of any of the above.

The Company requires the exercise of a high degree of caution when dealing with government officials. The provision of anything of value, no matter how small, has the potential to create the perception that the Company has sought to improperly influence the government official to obtain an advantage. For this reason, the Company has implemented specific procedures when dealing with government officials.

### 9.2 Gifts and Entertainment

Before offering or accepting any gift, regardless of value or nature of the gift, approval from the Company Secretary is required. Additionally, any gifts given to or received from a government official must be recorded in the government official's register of gifts and entertainment.

All meals or entertainment provided in excess of A$200 per person require the prior approval of the Company Secretary.

### 9.3 Donations

The Company does not make donations to any political party, politician or candidate for public office in any jurisdiction, unless the donation has been approved by the Board. Caution should be exercised when donating to private charities favoured by government officials, as such donation could be a conceived as a bribe.

### 9.4 Sponsored Travel

Generally, the payment of travel and travel related expenses for government officials is prohibited. In certain circumstances the Company Secretary retains the discretion to approve the payment of travel and travel related expenses of government officials where:

(a) the payment is for reasonable, customary and bona fide expenditure incurred strictly in relation to travel and travel related activities;

(b) the payment is made directly to the vendor(s) of the travel services or, only to the extent such direct payment is not possible, reimbursed to the public official only upon submission of valid receipts; and

(c) the travel is directly related to the promotion, demonstration or explanation of the Company's business activities or facilities.

### 9.5 Offers of Employment or Sponsorship

Before any offer of employment or sponsorship is made to or on behalf of a government official, approval from the Board is required.

## 10. REPORTING REQUIREMENTS

Each individual to whom this Policy applies must fully disclose all details regarding any and all such gifts, entertainment and payments they have made or approved or have received directly to the Company Secretary and provide all relevant documentary support including a valid tax invoice for such items.

## 11. PROTECTION

The Company will take all reasonable steps to protect the confidentiality of Personnel who, in good faith, raise concerns or report about potential bribery or corruption by another employee of the Company. This protection is applicable even if the concern turns out to be a mistake.

## 12. CONTRAVENTION AND PENALTIES

Any breach of this Policy is to be reported to the Company Secretary or in the case of breach by the Company Secretary, to the Board.

Most countries have specific laws prohibiting bribery of government officials and other corrupt practices. Any breach of this Policy or local law could result in potentially serious consequences, including but not limited to termination of employment or contract by the Company, and fines and/or imprisonment under applicable laws.

## 13. PUBLICATION OF POLICY

This Policy is made available to all personnel and published on the Company website at: http://orionequities.com.au/corporate-governance