

Mayfield Group Holdings Ltd
(ACN 010 597 672)

Anti-Bribery and Corruption Policy



Table of Contents

1	Introduction	3
2	Who this policy applies to.....	3
3	Key Principles	3
4	Policy Statement	3
5	Exception and Variations from Policy Requirements.....	5
6	Responsibilities.....	5
7	Reporting Suspected or actual breaches of this policy	5
8	Consequences from breach of this Policy	6
9	Approval	6



1 Introduction

The Company is committed to countering bribery and corruption in all forms. The Company does not tolerate any form of bribery and corruption, and will treat potential instances of bribery or corrupt behaviour as a threat to the Company's reputation and integrity as a business.

In accordance with these commitments and to support a culture of compliance, the Company has developed this Policy.

2 Who this policy applies to

Policy applies to:

- the Company, its subsidiaries and all entities under the control of the Company (the Company Entities); and
- all directors, officers and employees (which includes temporary or contract staff) of the Company Entities (the Company Personnel).

The Company expects that any individual or corporate entity associated with the Company which acts for or on behalf of the Company or who performs functions in relation to or on behalf of the Company and who are not a the Company Entity or the Company Personnel, will comply with the law and apply the same or materially similar standards detailed in this Policy. This includes, but is not limited to, contractors, consultants, third party agents, distributors, service providers and joint venture partners in any of the Company's operations globally (collectively, Business Partners).

3 Key Principles

The Company does not tolerate bribery and corruption, is committed to countering it in all forms, and promotes a culture of compliance and genuine engagement with anti-bribery and corruption standards.

Corrupt conduct is absolutely prohibited. It is strictly prohibited for any the Company Personnel to pay or accept bribes to obtain any improper business or other advantage.


The Company recognises that different jurisdictions pose greater bribery and corruption risks, and seeks to identify and manage these risks by way of this Policy. The Company Personnel must comply with anti-bribery and corruption standards established by this Policy.

4 Policy Statement

(a) What is bribery?

Under the law, bribes and bribery have a very wide definition. Bribery involves improperly offering or providing a benefit or something of value to a public official, someone in business, a close relative of such a person or, in certain countries, a corporate entity in order to improperly obtain or retain business or an advantage or to induce or reward improper conduct or an improper decision. While a bribe may involve a monetary payment or offer, it covers anything of value such as:

- cash or cash equivalents (eg gift vouchers or loans);
- some gifts, hospitality, entertainment or travel;
- donations or scholarships;
- offers of employment;

- 
- the provision of favours (eg discounted or 'free' Company product or use of the Company 's services, facilities or property);
 - training; or
 - anything else that is of value to the recipient.

(b) Policy Requirements

All Company Personnel must not:

- pay, offer, promise or accept, directly or indirectly, any bribe, kickback, secret commission or other form of improper payment (however small) in order to obtain any improper business or other advantage for the Company, for themselves, or for others;
- make facilitation payments. Facilitation payments are payments (typically of low value) made to a public official with the purpose of expediting or facilitating the performance of a routine governmental action;
- provide or accept benefits including gifts, entertainment, meals, travel/accommodation, training or other things of value which are contrary to the Policy;
- provide or offer any gifts or benefits in circumstances where it is known or suspected that the recipient cannot accept the gift or benefit pursuant to law or to any duties that they owe others;
- make political, charitable or community donations which are contrary to any the Company policies;
- engage or make a payment to any third party, knowing or suspecting the third party may use or offer all or a portion of the payment directly or indirectly as a bribe, kickback, secret commission or other form of improper payment;
- engage in any fraudulent conduct;
- falsify or mis-describe any book, record or account relating to the Company's business. All receipts and expenditures must be supported by documents that describe them accurately and properly; or
- cause or authorise any of the above conduct or any other conduct which is inconsistent with this Policy.

Company Personnel must not do any of the above in their 'personal capacity' in an attempt to evade the requirements of this Policy. No Company Personnel will be penalised, or be subject to other adverse consequences, for refusing to pay bribes or engage in any other conduct which would be a breach of this Policy, even if that refusal may affect the Company's business. All Company Personnel must keep accurate and complete records showing their compliance with anti-bribery or corruption standards.

(c) Training on this Policy

The Company will ensure that, to the extent it is relevant to their role, Company Personnel (including new employees) are informed about this Policy. Relevant Company Personnel will receive or be provided with access to a copy of this Policy, and will be provided with training on bribery and corruption awareness. This training will occur on the induction of relevant new Company Personnel and then on a regular basis.



5 Exception and Variations from Policy Requirements

Company Personnel will not be penalised for providing a payment or benefit in circumstances where they fear imminent physical injury to themselves or another person if the payment or benefit is not provided. If any payment or benefit is provided in these circumstances, you must:

- immediately report it to the Company Secretary (or their delegate); and
- promptly record it (including the amount of the payment or identification of the benefit provided, the identity of the person to whom it was made and the circumstances in which it was made).

Any other variations from the above policy requirements must be approved in advance by the Company Secretary (or their delegate).

6 Responsibilities

The key responsibilities within the Company for compliance with this Policy are as follows:

(a) All Company Personnel are responsible for ensuring they:

- comply with internal standards and other procedures applicable to their role, including this Policy;
- assist in identifying risk exposures to corrupt activities, including potential weaknesses in internal controls and other procedures applicable to their role; and
- report actual or suspected bribery or corrupt activities in accordance with this Policy;

(b) Executives and managers are responsible for ensuring that they:


- understand the bribery and corruption risks that the Company is exposed to;
- maintain oversight of the Company's bribery and corruption risks and the controls in place to mitigate it;
- monitor internal reports on bribery and corruption risks, policies and control activities, which includes obtaining assurance that the controls are effective;
- promptly report to the Company Secretary (or their delegate) any breaches of compliance with this Policy;
- report to the Audit & Risk Committee of the Board on any material breaches of the Policy, whether the processes are in place to ensure that reports are logged, investigated and appropriate action is taken and the Company's exposure to bribery and corruption to assist the Audit & Risk Committee in its review of the Company's overall risk profile and internal control framework;

(c) Audit & Risk Committee of the Board are responsible for overseeing:

- compliance with this Policy; and
- the Company's exposure to bribery and corruption as part of reviewing the Company's overall risk profile and its internal control framework.

7 Reporting Suspected or actual breaches of this policy

If any Company Personnel becomes aware of any actual or suspected breach of this Policy, or of any request or demand for any improper business or other advantage, this must be promptly



reported to the Company Secretary. The Company has developed a Whistleblower Policy to provide guidance on how to make a report and how that report will be received and investigated. Processes are in place to ensure that reports are logged, investigated and appropriate action is taken. Measures are in place to ensure complaints are treated confidentially to the extent possible, and consistent with legislative protections. The Company will not permit retaliation of any kind against any Company Personnel where they have reasonable grounds to suspect a violation of this Policy. Any actual or attempted retaliation is also a breach of this Policy. Material breaches of the Policy will be reported to the Board or the Audit & Risk Committee of the Board

8 Consequences from breach of this Policy

A breach of any of the provisions of this Policy may lead to disciplinary action and will be dealt with in accordance with the Company's disciplinary procedures. Depending on the gravity of the offence, it may be treated as gross misconduct and could render you liable to summary dismissal. Conduct in violation of this Policy may also breach applicable anti-corruption laws and result in criminal or civil penalties, including fines and imprisonment. Company Personnel must cooperate fully and openly with any investigation by the Company into alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information is a breach of this Policy Entry Policy.

9 Approval

This Policy is subject to annual review by the Audit & Risk Committee of the Board and any material amendments must be approved by the Board.