

Anti-Bribery and Corruption Policy

Aerometrex Ltd

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Document

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Anti-Bribery and Corruption Policy

Aerometrex and its subsidiaries (“AMX” or “the Company”) is committed to the highest level of ethical behaviour and have zero tolerance for bribery and corruption in any form.

The Anti-Bribery and Corruption Policy (the **Policy**) supports the Code of Conduct and Ethics that sets the standards for the way the Company operates. The Policy sets out the requirements, responsibilities and approach for the governance, prevention, deterrence, detection, investigation and reporting of instances of bribery and corruption involving employees, consultants and/or any other third parties in a business relationship with AMX, including but not limited to members, investors, customers and vendors.

Compliance with the Policy is mandatory, and no exceptions are allowed.

1. Scope

This policy applies to all of AMX’s business and transactions in all countries within which AMX operates, and covers:

- AMX and all subsidiary and affiliate entities over which it exercises control; and
- All directors, officers and employees of AMX and its subsidiaries (whether permanent, fixed-term, casual, contracting, consulting or temporary) (collectively referred to as “Employees” in this policy).

Individual and corporate entities associated with AMX, which act for or on behalf of AMX, or who perform functions in relation to or on behalf of AMX, are expected to have and comply with policies managing bribery and corruption risk. This includes, but is not limited to, contractors, consultants, third party agents, persons acting in a fiduciary capacity and service providers in any of AMX’s operations (collectively referred to as “Business Partners”).

2. Policy statement

AMX does not tolerate any form of bribery and corruption, and will treat potential instances of bribery or corrupt behaviour as a threat to AMX’s reputation and integrity as a business. In accordance with these commitments and to support a culture of compliance, AMX has developed this Policy.

2.1. Bribery and corruption

Bribery includes the offering, promising, giving, accepting or soliciting of any fee, gift, reward or other advantage as an inducement to do something in connection with AMX’s business that is illegal, unethical or a breach of trust. It includes the giving or receiving (either indirectly or directly) of anything of value that seeks to influence a person’s actions or decisions, or to gain or retain a business advantage

Bribery can:

- involve a benefit that is monetary or non-monetary and can include non-cash gifts, cash or cash equivalents (e.g. gift vouchers), political or charitable donations, loans, reciprocal favours, business or employment opportunities, promotional expenditure and corporate hospitality and travel;
- occur even if that the benefit is given or offered indirectly to the person sought to be influenced, for instance to a business associate or family member;
- occur irrespective of whether the bribe is accepted or ultimately paid. Offering a bribe will be a contravention of this Policy and will usually be enough for an offence to be committed.

Corrupt behaviour refers to any conduct that lacks virtue or integrity, including usage or attempts to use one's position for personal advantage. An employee of AMX under no circumstances, is permitted to engage in corruption, whether directly or indirectly.

2.2. Policy requirements

The Policy:

- Prohibits the promising, offering, giving, solicitation or receiving of bribes and anything of value, directly or indirectly through third parties, including public officials, if improperly intended to influence a course of action or obtain an advantage;
- Confirms that facilitation payments, kickbacks and secret commissions are not acceptable business practices. 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;
- Prohibits providing, promising or accepting benefits including gifts, entertainment, meals, travel/accommodation, training or other things of value which are contrary to the Policy;
- Prohibits engaging or making 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;
- Reinforces that AMX will terminate a contractual relationship with a third party if they are found to have been involved in bribery and corruption activities;
- Restricts all donations to political parties and campaigns, directly and indirectly, and requires approval for attendance at selected events; and
- Prohibits falsifying or concealing any records or accounts that relate to the business or that of its customers, suppliers and other business partners.

AMX employees must not do any of the above in their 'personal capacity' in an attempt to evade the requirements of this Policy.

AMX's procurement processes ensure that AMX exercises an appropriate level of due diligence regarding any third party before it enters into a relationship with that third party, engages in appropriate monitoring of third parties, and requires all material supplier partners to comply with this Policy.

No AMX employee 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.

2.3. Gifts and entertainment

AMX does not permit the exchange of gifts or involvement in hospitality activities that is beyond general commercial practice or that occurs in circumstances that could be considered to give rise to undue influence.

Gifts, entertainment and hospitality are only permitted if they meet all the following conditions:

- solely given for the purpose of building a general relationship and understanding with the other party;
- not intended, and not reasonably able to be construed as, an attempt to influence the performance of the recipient's role or function or obtain business or a business advantage;
- given or received in an open and transparent manner;
- compliant with any relevant law, regulation, rule or code in the jurisdiction where it is made (including this Policy);
- not cash, loans or cash equivalents (such as gift certificates or vouchers);

- Employees are not to directly or indirectly demand or receive any gift or benefit in respect of work performed or services delivered by them in connection with their employment at the Company, or from anyone with, or seeking a business relationship with the Company;
- If refusal of a gift would cause embarrassment, then non-monetary gifts of a nominal value (e.g. flowers, chocolates, fruit) may be accepted by the employee, and the gift should be reported to their manager who will determine how the gift is to be used
- reasonable and appropriate for the persons involved; and
- not given or received while the relevant parties are involved in negotiations or a tender process.

Gifts, entertainment or hospitality frequently given to or received from the same person or entity or which create an ongoing expectation, do not comply with this policy. If any employee is in any doubt, they should seek advice from their manager.

2.4. Charitable and political donations

AMX may make charitable donations and contribute to social programs (e.g. community education and health programs) as permitted by local laws and practices. Charitable support and donations are acceptable. However, Employees must ensure that charitable contributions are not used as a scheme to conceal bribery. No charitable donation may be offered or made on behalf of AMX without the prior approval of the COO.

AMX does not make payments in cash or in kind, directly or indirectly, to any individual in, or seeking to obtain, political office. Any breach of this Policy could contravene applicable legislation and result in sanctions against AMX, its subsidiaries and their respective directors. A political donation includes gifts or payments made to a political party, candidate, or elected parliamentarians at federal, state or local government.

3. Maintaining accurate books and records

COO must keep a record of all requests and written approvals for receiving and offering gifts or benefits. This register will be reviewed at least annually by the Board.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties should be prepared and maintained with strict accuracy and completeness. AMX and its Employees must keep accurate and complete accounts, invoices, and other documents and records relating to dealings with any external or third party, which will evidence the business reason for these dealings. No accounts must be kept "off-book" to facilitate or conceal any improper payments.

4. Reporting

If any AMX employee 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 Chief Operating Officer (COO) as the reporting officer. Material breaches of this policy must be escalated immediately to the Board. Reports may be made anonymously under AMX's Whistleblower Policy.

Employees are also encouraged to contact the COO if they have any questions or concerns regarding this Policy or subject matter to which this Policy relates. Any enquiries will be treated with the utmost confidentiality.

5. Consequences for breach of this policy

Bribery and other types of corrupt conduct set out in this Policy are serious criminal and civil offences which could have serious consequences for AMX and the individuals involved, including substantial fines and liabilities, imprisonment and reputational damage. A breach of any of the provisions of this Policy may lead to disciplinary action, which may include termination of employment or termination of contractual arrangements.

AMX employee 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.

6. Training

AMX will provide training sessions to assist employees' understanding and management of bribery and corruption issues, as appropriate. The Company will ensure that Employees (including new Employees) and applicable Business Partners are informed about and understand this Policy. Each Employee will have access to this Policy and be provided with training on bribery and corruption awareness. This training will occur on the induction of relevant new AMX employee and then on a regular basis. A copy of this Policy will also be publicly available on AMX's website.

7. Governance

The Company will review the policy at least every two years to ensure reports or breaches are appropriately recorded, investigated and responded to, is in line with changes in law, that they continue to operate effectively and to confirm whether any changes are required to the Policy. The Policy will be approved and endorsed by our Board of Directors and Executive Leadership team.