

Anti-Bribery and Corruption Policy

OptiComm Ltd ACN 117 414 776

adopted on 15 July 2019

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1. Introduction

Commitment

- 1.1 OptiComm Ltd ACN 117 414 776 (**Company**) is committed to operating in a manner consistent with the laws and regulations of the jurisdictions in which its businesses operate, including those relating to anti-bribery and corruption.
- 1.2 The Company acknowledges the serious criminal and civil penalties that may be incurred and the reputational damage that may be done if an organisation is involved in bribery or corruption.
- 1.3 The policy is underpinned by the Company's core values expressed in its Code of Conduct, and the Board has adopted this policy to communicate the zero tolerance approach to bribery and corruption and to assist those working with the Company to uphold it.

Application

- 1.4 This policy applies to all directors of the Company (**Directors**), as well as all officers, employees, contractors, consultants, secondees and other persons that act on behalf of or represent the Group (each, including Directors, an **OptiComm Staff Member**).
- 1.5 All OptiComm Staff Members must understand and comply with this policy. The executive team, management and senior staff will assist those reporting to them to be aware of and understand this policy.

2. What is Bribery and Corruption?

Bribery

- 2.1 Bribery includes the giving, offering, promising, accepting or soliciting of an advantage, which need not be financial, including any payment, gift, loan, fee, or reward, to or from any person in order to influence them corruptly or improperly in the exercise of their duty.

Corruption

- 2.2 Corruption is the misuse of office, power or influence for private or personal gain.

3. Policy

Bribes and corruption

- 3.1 OptiComm Staff Members must not:
 - (a) give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person; or
 - (b) engage in any form of corruption.

Gifts and Hospitality

- 3.2 The Company recognises that accepting or offering gifts, entertainment or hospitality of moderate value is customary and in accordance with local business practice. The Company, however, prohibits the offering or acceptance of gifts or hospitality in circumstances which could be considered to give rise to undue influence.

- 3.3 Gifts, entertainment and hospitality must:
- (a) be reasonable and of modest value;
 - (b) be appropriate and consistent with reasonable business practice;
 - (c) be provided for the purpose of general relationship building only;
 - (d) be provided in an open and transparent manner;
 - (e) be permissible under all applicable laws, rules and regulations; and
 - (f) not include cash, loans or cash equivalents (such as gift vouchers).

Political and charitable contributions

- 3.4 Political donations shall not be made.
- 3.5 The Company may make charitable donations that are legal and ethical under local laws and practices.

Facilitation payments, secret commissions and money laundering

- 3.6 The Company prohibits facilitation payments. 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. The payment or other inducement is intended to induce the official's timing.
- 3.7 Secret commissions are also prohibited. Secret commissions typically arise where a person or entity offers or gives a commission to an agent or representative of another person which is not disclosed by that agent or representative to their principal.
- 3.8 Money laundering is also prohibited. 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.

4. Raising concerns

- 4.1 The Company is committed to ensuring that all OptiComm Staff Members have a safe, reliable and confidential way of reporting any suspicious activity.
- 4.2 All OptiComm Staff Members are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage.
- 4.3 Complaints may be made to your immediate supervisor, the Company Secretary, or otherwise in accordance with the Company's Whistleblower Policy, a copy of which is available on the Company's website.
- 4.4 Any such complaint must be handled under the relevant Group policies and procedures.
- 4.5 The Board will be informed of any material breaches of this policy.

5. Approval, reviews and changes

- 5.1 This policy was adopted by the Board on 15 July 2019.

- 5.2 The Board will review this policy and related procedures as often as the Board considers necessary to ensure this policy remains effective and relevant to the current needs of the Company.
- 5.3 The Board may amend this policy from time to time by resolution.