



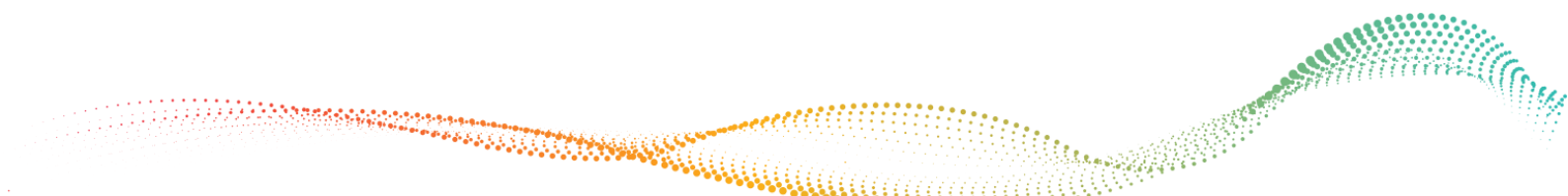
# Anti-Bribery and Corruption Policy

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4DMedical Limited

ACN 161 684 831

Version: 3.0  
24 March 2023



## Document History

Version	Summary of Amendments	Approved by	Approval date
1.0	Initial Anti-Bribery and Corruption Policy	Board of Directors	12 June 2020
2.0	Annual Review- routine	Board of Directors	23 November 2022
3.0	Amendment to the Section 10 and removal of physical employee acknowledgement form	Board of Directors	24 March 2023

## Other Policy Details

Key Information	Details
Approval Body	4DMedical Limited Board of Directors
Key Stakeholders	4DMedical Limited Board of Directors Audit and Risk Committee Executive Leadership Team
Responsibility for Implementation	Chief Financial Officer Company Secretary
Policy Custodian	Company Secretary
Next Review Date	24 March 2025
Reference Policies	Statement of Values Code of Conduct Whistleblower Policy Gifts and Hospitality Procedure

## Legislative and Regulatory Framework

Authority	Law, Resolution or Regulation
Australian Government	Corporations Act 2001 (Cth) (" <b>Corporations Act</b> ")
	Australian Criminal Code Act 1995
Australian Securities Exchange	ASX Listing Rules 3.4
ASX Corporate Governance Council	ASX Corporate Governance Principles and Recommendation (2019) (" <b>ASX Principles</b> ")

Authority	Law, Resolution or Regulation
Other	Any anti-bribery and corruption laws in the United States of America, Singapore, China and any other jurisdiction in which the Company operates.

## Acronyms/ Defined Terms

Acronym	Defined term
<b>Advantage</b>	can take the form of gifts, loans, fees, rewards or other advantages. It may include but is not limited to, for example: artwork, business, employment or investment opportunities (including jobs or internships for relatives), cash and cash equivalents in any amount (such as gift cards or shopping vouchers), commissions, kickbacks, rebates, loans or other compensation, contractual rights or interest, discounts or credit, electronics, equipment, ex gratia payments and gratuities, hampers and alcohol, home/property improvements, in-kind services, jewellery, meals, entertainment, travel, accommodation and other hospitality (including the use of vacation facilities or hotels), payment of other expenses, political donations or charitable contributions, prizes or tickets to events, stocks, securities or participation in stock offerings, training and vehicles (or use of).
<b>Gifts and Hospitality</b>	Advantage offered, promised, given, accepted or received to/from a Third Party that is: <ul style="list-style-type: none"> <li>(a) for a genuine purpose and given in the ordinary course of business;</li> <li>(b) reasonably proportionate and of a casual and occasional nature;</li> <li>(c) incidental to and for the express purpose of further a proper and professional business relationship; and</li> <li>(d) not for an Improper Purpose of Improver Performance</li> </ul>
<b>Improper Performance</b>	<ul style="list-style-type: none"> <li>(a) taking or failing to take any action; or</li> <li>(b) making a decision, which in either case is illegal or in breach of an expectation or duty of good faith, impartially and/or trust</li> </ul>
<b>Improper Purpose</b>	<ul style="list-style-type: none"> <li>(a) influencing or causing a person to act, perform or fail to act or perform in breach of a legal duty; or</li> <li>(b) influencing or causing a person to abuse or misuse their position; or</li> <li>(c) securing an improver advantage, contract or concession</li> </ul>

Acronym	Defined term
<b>Public Official</b>	<p>(d) an elected or non-elected official, officer, employee or contractor of any government (whether state, regional or local) or public international organisation (for example, the United Nations, World bank) or any agency, department or instrumentality thereof (including officers and employees of a State-Owned Entity), controlled or operated by the government; or</p> <p>(e) an official of a political party; or</p> <p>(f) a candidate for political office; or</p> <p>(g) a member of the police, customs, immigration, judiciary or other government agency; or</p> <p>(h) a person acting on behalf of any of the above</p>
<b>State Owned Entity</b>	<p>any entity that undertakes activities on behalf of an owner government (having at least 35% ownership in the entity), which includes government-owned corporations, state owned companies and enterprises, publicly owned corporations, public/private partnerships, government business enterprises, commercial government agencies and public sector undertakings</p>
<b>Third Party</b>	<p>means any individual or entity not employed or engaged by the Company (i.e. not Company Personnel), and includes any joint venture partner, Agent and Representative, advisor, affiliate, contractor, consultant, intermediary, actual or potential customer, broker, dealer, distributor, supplier, service provider, vendor, shipping company or agent, customs agent, exported, shipper, consignee, receiver, Public Official or State-Owned Entity.</p>

## 1. Purpose

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- 1.1 4DMedical Limited ("**Company**") prohibits all forms of bribery and corruption and is committed to conducting its business legitimately, ethically and in compliance with all laws that apply to the Company, including anti-bribery and corruption laws.
- 1.2 The objective of the Anti-Bribery and Corruption Policy ("**Policy**") is to ensure Company Personnel:
- (a) not give or accept gifts and/or benefits that will compromise or appear to compromise, their integrity and objectively in performing their duties;
  - (b) not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest;
  - (c) not give or receive payment of a secret commission to a person in a fiduciary position;
  - (d) be educated on what gifts and benefits are acceptable and unacceptable; and
  - (e) promote investor confidence in the integrity of the Company and its securities.
- 1.3 This policy also sets out the process to follow if there are concerns that any employee of the Company is not complying with or has not complied with this Policy.
- 1.4 Any and all material or suspected breaches of this Policy must be immediately reported to the Company's Board of Directors (**Board**) or a Committee of the Board upon identification.

## 2. Application

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- 2.1 This Policy applies to, but not be limited to:
- (a) all Company employees, officers, directors, associates, contractors, and consultants ("**Company Personnel**");
  - (b) any individual or entity, including any personnel working for such individual or entity, engaged to act on behalf of the Company (with authority to bind the Company into contractual relationships with other parties);
  - (c) any individual or entity representing the Company (having the authority to describe itself as the Company representative in dealing with other parties) ("**Agents and Representatives**");
  - (d) any person directly involved in the Company's joint venture operations, where the Company exercises control in relation to the joint venture's policy and procedures.
- 2.2 This Policy applies in all countries and in all circumstances.
- 2.3 The Policy will be made available to all employees and officers upon commencement with the Company during the induction process.
- 2.4 Copies of the Policy will be available on an ongoing basis on the Company's website and staff intranet or made available upon request to the Chief Financial Officer ("CFO").

### 3. Consequences of Non-Compliance

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- 3.1 Non-Compliance with any applicable laws can have serious consequences for the Company, and the individuals involved.
- 3.2 Any breach of this Policy by Company Personnel or third parties acting on the Company's behalf is a serious matter that will be investigated and addressed by the Company. It may result in disciplinary action, including immediate termination of employment or engagement with the Company.
- 3.3 If the Company is found to be liable for a contravention of any applicable laws it could face significant fines or penalties, be excluded from tendering for public contracts, and there is a real risk that individuals involved may also be subject to disciplinary and/or legal proceedings, including imprisonment.
- 3.4 The impacts of non-compliance with applicable laws or any other bribery or corruption offences extends beyond the civil and criminal penalties to include:
  - (a) impacting on the Company's reputation and the Company's ability to procure and retain business and/or clients;
  - (b) impacting on the Company's ability to do business with government or public international organisations which may require a declaration that the Company has complied, and will comply, with certain laws;
  - (c) increased regulatory scrutiny and prosecution of the Company and/or its subsidiaries; and
  - (d) potential breach of certain established contractual provisions relating to compliance with applicable anti-bribery and anti-corruption laws, which may trigger termination rights, penalties and/or litigation.

### 4. Key principles of bribery and corruption

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- 4.1 Bribery and corruption in any form are prohibited.
- 4.2 Bribery refers to the act of offering, promising, giving, accepting, receiving or soliciting an Advantage as an inducement for an Improper Purpose of Improper Performance, that is not legitimately due and not based on merits or performance.
- 4.3 The Company's employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.
- 4.4 Employees should be aware that:
  - (a) bribery is not limited to the public sector; it can also occur in the private sector;
  - (b) bribery includes bribes made directly or indirectly (including through an intermediary);
  - (c) a bribe offered does not have to be accepted for an offence to be committed.
  - (d) a bribe may be monetary or non-monetary in value;
  - (e) to offer, promise, give or authorise an Advantage to a Third Party, either directly or indirectly, for an Improper Purpose, Improper Performance of in circumstances that might reasonably be viewed as creating the appearance of impropriety; or
  - (f) to accept, receive, solicit or authorise and Advantage from a Third Party, either directly or indirectly, for an Improper Purpose, Improper Performance or in circumstances that might reasonably be viewed as creating the appearance of impropriety;
  - (g) this prohibition is not subject to any local customs or business practices.

## 5. Compliance Process

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- 5.1 The Company's anti-bribery and corruption processes will be administered by the CFO and provides a framework that:
- (a) raises awareness of anti-bribery and corruption risks;
  - (b) delivers compliance training and promotes ethical business conduct;
  - (c) maintains systems and procedures for giving, receiving and recording Gifts and Hospitality;
  - (d) maintains systems and procedures for conducting due diligence on Third Parties; and
  - (e) investigates any reported suspicions of bribery or corruption involving the Company.
- (collectively, “**Anti-Bribery and Corruption Compliance Program**”)
- 5.2 Compliance Function acts as an independent function to administer the Anti-Bribery and Corruption Compliance Program to minimise/ prevent the risk of bribery and corruption in the Company's business dealings.

## 6. Gifts and Hospitality

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- 6.1 Gifts and Hospitality made in good faith, including promotional and other business expenditure, which seeks to develop business relationships are important to the Company's business.
- 6.2 This Policy permits reasonable and proportionate Gifts and Hospitality for legitimate business purpose.
- 6.3 However, the offer and acceptance of Gifts and Hospitality that is beyond general commercial practice that may or appear to compromise, the exercise of objective business judgement is prohibited.

Employees must be cautious when giving or receiving Gifts and Hospitality, and must only do so in circumstances where it is:

- (a) for a genuine purpose and given in the ordinary course of business;
- (b) incidental to and for the express purpose of furthering a proper and professional relationship;
- (c) not for an Improper Purpose or Improper Performance;
- (d) does not place the recipient under any obligation;
- (e) expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such transaction;
- (f) not made secretly without documentation;
- (g) where it's nature is appropriate to the relationship;
- (h) on 'arm's length' basis with no special favours and no special arrangements; and
- (i) complies with all applicable laws.



- 6.4 You must not offer, promise, give or authorise any Gifts and Hospitality to a Public Official or State-Owned Entity unless approved in accordance with the **Gifts and Hospitality Procedure**.
- 6.5 If Company Personnel is involved in a tender process or bid discussion, including when a decision is pending, he/she must not offer, promise, give, accept or receive any Gifts and Hospitality to/from any Third Party also involved in the tender/bid (whether the Company is issuing or responding to the tender/bid).
- 6.6 Company Personnel must obtain approval from their direct supervisor (or in the case of directors or officers, from the CEO) before accepting or offering any Gift or Hospitality where it is reasonably foreseeable that the Gift or Hospitality will exceed **AU\$200** in value ("**Threshold Value**").
- 6.7 All Gifts and Hospitality must be recorded accurately when submitting purchase orders or reimbursement requests in accordance with the Company's expense management procedures.
- 6.8 A declaration must be made in the **Gifts and Hospitality Register** for all offer or acceptance of Gifts and Hospitality. The entry must:
- a) include the value (or approximate value) of the gift or hospitality and whether the gift or invitation to participate in hospitality was accepted or declined; and
  - b) must be accurate and must not distort or disguise the true nature of the entry.
- 6.9 The Gifts and Hospitality Register will be reviewed by the CFO every quarter.

## **7. Travel and accommodation**

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- 7.1 Company Personnel are responsible for ensuring that all business travel is legitimate and travel arrangements are carried out in accordance with all applicable travel procedures issued by the Company from time to time.
- 7.2 All travel and accommodation expenses must be reasonable, bona fide and directly related to the demonstration, promotion or explanation of the Company's business.
- 7.3 Acceptance of any travel and accommodation-related Gifts and Hospitality from Third Parties must be pre-approved in accordance with the Gifts and Hospitality Procedure. Reimbursements of any Third Party's travel and accommodating costs (including 'per diem' payments) must be pre-approved in accordance with the Gifts and Hospitality Procedure prior to incurring them.

## **8. Payments to Third Parties**

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- 8.1 Except for genuine and reasonable Gifts and Hospitality, an Advantage offered, promised or given to Third Parties should be an appropriate and justifiable payment for legitimate services or products properly rendered.
- 8.2 Unless specifically authorised by the Managing Director, Chief Executive Officer or CFO, no payment to/ through any Third Party may be offered, promised or made:
- (a) in cash (other than documented petty cash disbursements);
  - (b) in cash equivalents such as a corporate credit card, gift card or shopping voucher; or
  - (c) with corporate cheques payable to "cash", "bearer" or third-party designees of the party entitled to payment.



- 8.3 The fees payable to the Third Parties must be reasonable and at market rates for the services being rendered and not provide an incentive to act improperly
- 8.4 Company Personnel must ensure that financial records (including invoices and receipts) clearly and accurately specify the recipient of the payment, the country of residence or operation of the recipient, and the purpose of the payment.
- 8.5 The Company must ensure sufficient due diligence is performed to ensure that it is appropriate for the Third Party to represent the Company. This includes completion of an appropriate due diligence report. In many instances it will be appropriate to conduct reference checks
- 8.6 Before engaging any Third Party, the Managing Director's approval must be obtained.
- 8.7 The employee is responsible for reporting to the Managing Director any information that may increase the risk posed by an existing or proposed relationship between the Company and a Third Party.
- 8.8 The Compliance Function will perform periodic due diligence reviews on Third Parties and all findings are reported to the CEO and the Board.
- 8.9 The appointment of a Third Party is documented in a written agreement which:
- (a) contains anti-bribery provisions that satisfy the requirements of this Policy; and
  - (b) expressly reserves the Company's right to conduct performance monitoring and regular audits; and
  - (c) properly approved in accordance with the Company's Delegation of Authority Policy.

## **9. Facilitation Payments**

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- 9.1 A facilitation payment is a customary, unofficial minor payment to either directly or indirectly secure, expedite or facilitate a routine government action (for example, to facilitate the expedition of applications for visas or licences).
- 9.2 The Company prohibits the giving and receiving of facilitation payments at all times.
- 9.3 The giving or receiving of secret commissions is prohibited.
- 9.4 Secret commissions typically arise where a person or entity (such as a Company Personnel) offers or gives a commission to an agent or representative of another person (such as a contractor of the Company) which 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.

## **10. Donations**

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### **Charitable donations and social programs**

- 10.1 Whilst personal donations are at the discretion of the individual, any donations to any cause or charity on behalf of the Company must be approved by the CFO.
- 10.2 Charitable donations on behalf of the Company must be for approved causes, to registered bodies and must not give rise to adverse reputational risks.

## Political donations

- 10.3 The Company may make donations to political parties from time to time, subject to Board approval. Care must be exercised when providing donations and sponsorship.
- 10.4 Company Personnel must not provide any donation or financial contribution to any political party, politician or candidate for public office in any country, in their capacity as representatives of the Company in light of the potential for such a donation or gift to be associated with the Company.
- 10.5 Attendance at political gatherings, meetings and functions in a professional capacity is permitted where there is a legitimate business purpose. Records of attendance (and the cost of attendance) must be declared in the Gifts and Hospitality Register

## 11. Conflicts of Interest

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- 11.1 The Company's position on conflicts of interest is set out in the Company's Code of Conduct available on the Company's website and staff intranet.

## 12. Solicitation, extortion, and personal safety payments

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- 12.1 If a Public Official (or someone claiming to act on their behalf) attempts to solicit or extort Anything of Value from a Company Personnel, we must refuse and inform them that the Company does not improperly provide Anything of Value to Public Officials. You should then inform the CFO or Company Secretary immediately.
- 12.2 As a narrow exception to the above prohibition on solicitation and extortion, the Company does allow personal safety payments to be made in exceptional circumstances where you reasonably believe that harm to an individual's health or safety appears imminent, or you or others may be in imminent danger if payment is not made.
- 12.3 If you make a personal safety payment, you must report the payment and circumstances to the CFO or Company Secretary immediately to ultimately be reported to the Company's legal counsel and the Board as soon as possible after the danger has passed. All personal safety payments must be recorded appropriately in the Company's financial records.

## 13. Good faith reporting

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- 13.1 The Company encourages raising concerns in good faith and expects you to report all activity which does or may breach this Policy or any of the Applicable Laws.
- 13.2 To report suspicious activity, please contact the CFO or the Company Secretary, or alternatively refer to the Company's Whistleblower Policy, available on the Company's website or made available on request to the Company Secretary.
- 13.3 There will be no retribution of any kind for reports made in good faith.

## 14. Responsibilities

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- 14.1 Company Personnel are required to:
- (a) read, understand and comply with this Policy in all of the Company's dealings;
  - (b) act ethically and with integrity, avoiding even the appearance of impropriety;
  - (c) attend and participate in training sessions relating to the Company's Anti-Bribery and Corruption Compliance Program;
  - (d) maintain timely, accurate and complete records of all expenditures and payments; and
  - (e) immediately report any suspicious activities in good faith.

- 14.2 In addition, Company Personnel who exercise managerial supervision over Company Personnel and/or Third Parties must also:
- (a) ensure all persons under his or her supervision understand their obligations under this Policy;
  - (b) never request or suggest that Company Personnel and/or Third Parties pursue or achieve business results at the expense of breaching this Policy or any applicable law;
  - (c) create an environment that enables and encourages others to raise concerns; and
  - (d) respond appropriately to questions and concerns related to this Policy (including referring Company Personnel and/or Third Parties to Compliance, if appropriate).\

## 15. Record Keeping

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- 15.1 The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to Third Parties.
- 15.2 All Gifts and Hospitality given and received will be recorded in the Gift and Hospitality Register.
- 15.3 Company Personnel must ensure that all expenses and claims relating to Gifts and Hospitality, or expenses incurred to Third Parties are submitted in accordance with the Company's expenses procedure and specifically record the reason for the expenditure.
- 15.4 All accounts, invoices, memoranda and other documents and records relating to the dealings with Third Parties should be prepared with and maintained with strict honesty, accuracy and completeness.
- 15.5 No accounts can be kept 'off-book' to facilitate or conceal and Advantage for and Improper Purpose or Improper Performance.

## 16. Training and Awareness

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- 16.1 All Company Personnel will be provided a copy of policy as part of the employee onboarding exercise and as and when there has been a change to this Policy. All Company Personnel will need to acknowledge that they have read and understood the Policy by signing and returning the acknowledgement form as appended in Section 18: Appendix 1.
- 16.2 All Company Personnel will also undergo an annual training on this Policy's requirements, including how to recognise and deal with bribery or corruption.

## 17. Review and Amendments

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- 17.1 This Policy must be reviewed by the Board with the assistance of the Audit and Risk Committee at least every two years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated committee.
- 17.2 The Company Secretary is authorised to make administrative and on-material amendments to this policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.
- 17.3 The Company will ensure any updates to this Policy, its processes and procedures following a review are widely disseminated to, and easily accessible by, individuals covered by this Policy.
- 17.4 The Policy will be available on the Company's website within a reasonable time after any such updates or amendments have been approved.