
Platinum7™

Anti-Bribery and Anti-Corruption Policy

1 BACKGROUND

The policies in this document (collectively the **Policy**) apply to all directors, officers, employees, contractors, and agents (collectively **workers**) of Platinum7 Investments Pty Ltd (ACN 660 505 108) ATF Merrett Family Trust (ABN 48 779 405 240) TA Platinum7, along with its associated entities, if any (**Platinum7**).

Platinum7 is committed to a culture of corporate compliance and high ethical behaviour. This includes accountability and transparency in relation to gifts, expenses, business and accounting practices.

Workers must not act in a manner contrary to the interests of Platinum7. Where there is a conflict between a worker's personal interests or the interests of Platinum7, Platinum7's interests must prevail.

This Policy ensures compliance with the laws and regulations applicable to Platinum7 and its directors, officers, employees, contractors, and agents and to deal with concerns and ethical questions that are likely to arise in the global working environment. This Policy applies globally wherever workers are working on behalf of Platinum7.

Where a conflict exists between the Policy and the applicable laws and regulations, the standard which sets the more restrictive and risk averse standard, must be applied.

2 STANDARD OF CONDUCT

2.1 Purpose

These guidelines help to guide workers on how to act, and clarify how Platinum7 expects workers to perform while carrying out work for or on behalf of Platinum7.

2.2 Work ethic

Workers are expected to perform their duties to the maximum of their ability and in the best interests of Platinum7.

2.3 Safety

Workers have obligations to ensure to take reasonable care for their own health and safety and for the health and safety of others. Workers must follow health and safety guidelines and procedures and report any potential hazards which they become aware of.

2.4 Confidentiality

Workers must:

- (a) refrain from directly or indirectly disclosing to a third party confidential information (except in the proper course of employment);
- (b) not use confidential information for any other purpose other than for Platinum7's benefit;
- (c) keep confidential, maintain proper and secure custody of confidential information;
- (d) not (and not attempt to) use, disclose, publish or reproduce any confidential information except as authorised by Platinum7.

2.5 Personal conduct

Workers are expected to act in a courteous, respectful manner at all times when dealing with fellow employees, worker, suppliers, customers and the general public.

2.6 Fair business and fraud

Workers are expected to behave honestly, openly and with integrity in their dealings with Platinum7. Workers must not mislead or defraud fellow employees, workers, customers, suppliers, or Platinum7 in general.

Fraud involves deception to obtain an unfair or illegal advantage in a situation. Fraud doesn't necessarily have to relate to a direct financial benefit, nor is it necessary for a benefit to have actually been obtained or retained, and could include but is not limited to:

- (a) misuse of benefits or entitlements such as leave or travel allowances;
- (b) false expenses, or invoices;
- (c) false reports, or complaints;
- (d) receiving undue commissions or kick-backs;
- (e) profiting or making use of knowledge gained confidentiality through working at Platinum7;
- (f) mishandling funds, accounts, agreements and/or assets of Platinum7; and
- (g) causing or contributing to Platinum7 losing a benefit or gaining a benefit that would otherwise be due to Platinum7.

2.7 Use of Platinum7's assets

Workers must not deliberately misuse or damage Platinum7's property in their possession, care or custody. Workers must not use Platinum7's assets, intellectual property or the services of other workers for private use or gain.

2.8 Financial controls

All incoming and outgoing expenditure must be properly recorded. All employees must comply with accounting and reporting obligations as notified to them from time to time.

2.9 Working environment

All workers have a legal obligation not to discriminate, bully or harass any other workers, suppliers, customers or visitors.

2.10 Gifts, conflict of interest and ethical conduct

Other than in the course of routine business, employees must not accept cash, gifts or gratuities from any supplier, agent, customer or contractor for any reason. Employees must not put themselves in a position where their interests conflict with those of Platinum7. This is discussed in greater detail further in the Policy.

2.11 Obligation to disclose relevant information

Workers are obliged to inform Platinum7 of any change in their circumstances that may affect their ability to perform their normal duties.

3 CONFLICT OF INTEREST AND ANTI-CORRUPTION POLICY

3.1 Purpose

This policy provides guidance on the management of conflicts of interest in relation to workers of Platinum7 and applies to all workers.

3.2 What is a conflict of interest?

A conflict of interest arises where the interests of workers are different to, and conflict with, the interests of Platinum7. A conflict of interest exists when it is likely that a worker could be influenced, or could be perceived to be influenced, by a personal interest in carrying out his or duties as a worker of Platinum7.

For the purposes of this policy, a reference to a "conflict of interest" includes:

- (a) actual conflicts of interest;
- (b) potential conflicts of interest; and

(c) situations that may give rise to an appearance of conflicts of interest.

Conflicts may not necessarily be personal to workers. Conflicts of interest may arise where the interests of family, friends or close personal or business associates or business partners of workers conflict with those of Platinum7.

3.3 What are some examples of situations where a conflict of interest may exist?

Because a conflict of interest can arise in a wide variety of circumstances, it is not possible to detail every situation that may lead to a conflict of interest. However, some examples of actual or potential conflict situations are set out below.

3.3.1 Personal interest in third parties

A conflict may arise where a worker has a personal interest in a third party which has a business relationship with Platinum7. For example, an organisation that:

- (a) conducts business with, or seeks business from, Platinum7;
- (b) Platinum7 seeks business from; or
- (c) competes with Platinum7.

A worker will have a personal interest in a third party if they, their family or friends or business partner/associate, is a director or shareholder of the third party.

Third parties must not be used to circumvent or be used to undertake a breach of the Policy or relevant anti-bribery and anti-corruption legislation.

Any third parties that are working with Platinum7 must be properly engaged and monitored through appropriate means including written legal contracts and continual quality control measures.

Workers must make third parties that work with Platinum7 aware of the Policy, and they must agree to comply with the Policy to the extent relevant.

3.3.2 Positions outside of Platinum7

In some cases, a conflict will arise where a worker has another paid or unpaid position outside of Platinum7. This does not necessarily mean that such outside positions are prohibited, however workers must notify Platinum7 of any such position before it is accepted, so that an assessment can be made of whether a conflict exists and, if so, how to manage it. Workers' contracts of employment or engagement may set out further terms in relation to taking positions outside of Platinum7.

3.3.3 Employee and contractor referrals

An employee or contractor who introduces an associate to Platinum7 as a potential employee or contractor must not be involved in the selection process. Platinum7 should be informed of the situation, so that an assessment can be made of whether a conflict exists and, if so, how to manage it.

3.3.4 Procurement and business dealings

A worker who uses their position at Platinum7 to do business with a third party with which the worker, their family, friends or business partner/associate, has an interest, may create a conflict. All workers have an obligation to notify Platinum7 immediately, so that an assessment can be made of whether a conflict exists and, if so, how to manage it.

3.3.5 Corruption

A more extreme example of a conflict of interest is corruption by workers. Corruption includes where a worker acts against the interests of Platinum7 and also abuses their position of power or trust in order to achieve some personal gain or advantage for themselves or for another individual or entity. This includes bribes set out in the Anti-Bribery and Gifts Policy and conflicts of interest set out in this Policy.

3.4 Roles and responsibilities

3.4.1 Considering and avoiding conflicts of interest

Each worker is responsible for ensuring that, in all of their activities, they consider whether an actual or potential conflict of interest arises. Workers must take all reasonable measures to avoid a conflict of interest.

3.4.2 Reporting conflicts of interest

In some circumstances, it may not be possible to avoid a situation where a conflict of interest arises. There may also be circumstances in which there is a possibility that a conflict of interest situation may arise, or in which there is the appearance of a conflict of interest. In each of these circumstances, a worker must immediately disclose the conflict to Platinum7 by:

- (a) emailing the details of the conflict to Doug Merrett at doug@platinum7.com.au; and
- (b) copying their manager, contact person, or the Board, as applicable.

3.4.3 Reporting changes in conflicts of interest

Where a conflict of interest situation changes, a worker must immediately disclose the change by way of:

- (a) emailing the details of the conflict to Doug Merrett at doug@platinum7.com.au; and
- (b) copying their manager, contact person, or the Board, as applicable.

Where there is any doubt as to whether a conflict may exist, workers should seek guidance from their managers or relevant contact and, if necessary, approval from Platinum7, before engaging in the activity that may constitute a conflict of interest.

3.5 How will conflict of interest situations be handled?

Conflict of interest situations will be dealt with by Platinum7 on a case by case basis.

Doug Merrett will maintain a confidential register of potential conflicts of interest that have been disclosed to Platinum7.

In many cases, Platinum7 may not require anything to be done after the interest is disclosed. However, in some cases Platinum7 may find it necessary to direct the worker to take actions. Actions may include undertaking alternative duties, disposing of the interest, or both.

4 ANTI-BRIBERY AND GIFTS POLICY

4.1 Purpose

In Australia, Platinum7 and its workers, including employees, officers, contractors and agents, are subject to anti-bribery and anti-corruption laws in Australia, including the *Criminal Code Act 1995* (Cth) and state or territory legislation such as the *Crimes Act 1900 No 40* (NSW).

If in breach, Platinum7's possible liability is significant under the federal legislation with a maximum penalty of \$21 million, 10 percent of annual turnover of Platinum7, or three times the benefit gained – whichever is greatest. Platinum7's officers may also be liable where they aid, abet, counsel or procure bribery, if they intentionally participate in the offence by, for example, requiring or encouraging bribery or providing funds to allow employees or agents to commit offences.

Anti-bribery and anti-corruption laws of other jurisdictions sometimes apply even when a worker is not working in such a jurisdiction. Bribery particularly in relation to government officials is a criminal offence in most jurisdictions with severe penalties attached.

The risk of breaching anti-bribery and anti-corruption legislation as well as this Policy are heightened in circumstances where Platinum7 and its personnel work with government. Platinum7's personnel should give particular and heightened consideration of their obligations when working with government.

Platinum7 may also enter into engagements where the client contractually requires Platinum7 and its workers to comply with additional laws including anti-bribery and anti-corruption laws. If so, Platinum7 will notify the workers of any additional requirements.

4.2 What is bribery?

Workers of Platinum7 must not directly or indirectly give a bribe, attempt, authorise, direct, or promise to bribe, any government official or any company group or individual, or accept or request a bribe in order to receive an improper advantage (financial or otherwise) when conducting business or business development for Platinum7.

The definition of bribery will differ from jurisdiction to jurisdiction but generally speaking bribery involves the provision (or promise to provide) a benefit in exchange for a particular outcome or to gain an advantage. The particular outcome could also lead to the disadvantage of a competitor, for example. It is not necessary that an actual or particular outcome be achieved, or that an actual bribe be provided, for bribing to occur.

Examples of bribes include but are not limited to:

- Kick-backs or referral fees that are not legal or disclosed;
- Direct cash or financial payments in order to win a contract or obtain preferential treatment;
- Indirect payments such as via a third party, charitable organisation, or otherwise related entity, that will lead to a benefit for the other party;
- Favours for parties connected with the party that will receive the benefit;
- Complimentary use of goods and services that Platinum7 may provide;
- Gifts, travel, entertainment, events or other hospitality; and
- Any of the above undertaken through a third party or agent.

4.3 Accepting gifts and benefits

A worker who receives more than a token gift or benefit (including meals, hospitality and accommodation or travel) from a third party in connection with the worker's duties for Platinum7 may have a conflict. Platinum7 should be informed, so that an assessment can be made as to whether a conflict exists and, if so, how to manage it.

For the purpose of this policy, a gift or benefit will be regarded as being more than token if its value is more than \$200 AUD. Any gifts or benefits above \$200 AUD must be reported to Doug Merrett within 7 days of receiving the gift and/or benefit and will be recorded.

Gifts or benefits must never be solicited. Where the offer, provision or acceptance of gifts or benefits is permitted under this Policy, utmost care must still be taken to ensure that there can be no reasonable perception that the gift or benefit is intended to influence the business relationship between Platinum7 and the recipient of the gift or benefit (or vice versa) in any improper way. If any worker has any doubt or concerns about any situation, they must consult with Doug Merrett.

Workers must comply with both the relevant laws and regulations of whichever country in which they are receiving such gifts and the cultural implications of accepting gifts and benefits.

4.4 Giving gifts and benefits to public officials

Workers must not give any gift or benefit, including a token gift (including meals, hospitality, accommodation or travel, among other things) to any government, public, judicial or administrative official, or those working on behalf of such an official or organisation or body, in any jurisdiction irrespective of whether such prohibitions apply in that jurisdiction.

When working with such officials only the most basic of hospitality can be provided such as tea or coffee at meetings or similar. Any additional hospitality or entertainment will require the prior written approval of Platinum7.

The term "public official" is to be interpreted broadly for the purpose of this Policy. "Public official" may include any government employee or official, member of the executive, judiciary or legislature, an official of a public international organisation, an employee of any entitled owned (wholly or in part) or controlled by a government organisation or official, union official, an agent representing any of these individuals or any individual who suggests that they are authorised to act (in whatever capacity) on behalf of the government.

As well as the more obvious, overt forms of bribery, other examples of the sort of conduct which would be prohibited include:

- Paying for dinners or drinks with a public official;
- Paying for accommodation or travel for a public official;
- Gifts in the form of cash and / or cash equivalent vouchers or gift certificates;
- Offers of charitable donations which are not approved.

4.5 Facilitation payments

A facilitation payment is a payment made to any government, public, judicial or administrative agency/entity or an official, that acts as an incentive for the party to complete or speed up a process of an approval for a licence, authority, visa or similar. Facilitation payments are prohibited by Platinum7 in any jurisdiction irrespective of whether such prohibitions apply in that jurisdiction. Facilitation payments differ to bribes in that they aim to speed up the outcome rather than ensure a particular outcome.

4.6 Gifts and entertainment for business associates

All expenses in relation to gifts and entertainment including hospitality for third parties must be in accordance with the below hospitality limits or pre-approved by the workers' relevant manager or accounting team.

Hospitality including food and beverage only	AUD per person
Breakfast	\$40
Lunch	\$55
Dinner	\$100

Such expenses must be paid for on a credit card or another traceable form of payment, cash should only be used when no other alternative is available. Any payments made by workers should be accompanied by a receipt and should be provided to the worker's relevant accounting team as soon as possible.

Workers must also comply with all the relevant laws and regulations of whichever country they are providing such gifts and consider the cultural implications of providing gifts and benefits.

4.7 Political and other donations

No donations or other benefits should be provided to a political party in any jurisdiction on behalf of Platinum7 without prior written consent.

Any attendance by workers at an event involving a political party or cause in the course of doing business should be approved by Platinum7. Any comments in relation to policies or legislative changes should be pre-approved by Platinum7.

Legitimate charitable donations, sponsorships of charities and community organisations should only be made on Platinum7's behalf when pre-approved by Platinum7.

4.8 Potential consequences of bribery

Any member of Platinum7 or an individual who is found guilty of bribery may be subject to very serious civil and criminal penalties, including significant financial penalty and/or the risk of imprisonment. As well as the potential consequences for Platinum7, breaches of anti-bribery laws can have extremely serious consequences for workers both in Australia and overseas. There have been several examples in the last few years of senior company executives receiving jail time of up to 10 years for breaches of anti-bribery legislation in overseas jurisdictions.

Other possible consequences may include:

- adverse impact on reputation and ability to attain and retain business;
- adverse impact on the ability to do business with governments or public organisations;
- breach of contract;
- regulatory scrutiny and prosecution.

5 BREACH OF THE POLICY

A breach of the Policy will be taken very seriously and appropriately investigated.

Failure to comply with the Policy by an employee may lead to disciplinary action being taken by Platinum7 up to and including termination of employment.

In respect of any other workers (including contractors and agents), their failure to comply with the Policy may result in termination of engagement or breach of contract, or both.

Platinum7 may also report, if it considers necessary in the circumstances, any statutory or regulatory breaches to the relevant governing body and/or law enforcement agency.

6 ACKNOWLEDGEMENT OF POLICY

I have read and understood this Policy.

Name

Signature

Date