

Anti-Bribery and Corruption Policy

Policy Owner: Group Finance

Version: 2

March 2021

1. Overview

Lynch Group Holdings Limited (ABN 35 608 543 219) (**Company**) and its controlled entities (together, **the Lynch Group**) are committed to conducting the business of the Lynch Group with integrity. This Anti-bribery and Corruption policy (**Policy**) outlines those standards that govern the activities of the Lynch Group.

2. Who does this Policy apply to?

This Policy applies to anyone who is employed by or works at the Lynch Group, including employees (whether permanent, fixed-term or temporary), contractors, consultants, secondees and directors wherever located (collectively referred to as **Employees**).

3. Objectives

- 3.1. The Lynch Group is committed to conducting its business and activities with integrity. To achieve this objective, the Lynch Group:
1. will not engage in corrupt business practices;
 2. will implement measures to prevent bribery and corruption by any director, employee, contractor or other party representing the Lynch Group; and
 3. will comply with all applicable laws, regulations and standards.
- 3.2. Employees must:
1. not offer, pay, solicit or accept bribes in any form;
 2. not engage in any form of corrupt business practice, whether for the benefit of the Lynch Group, themselves or for any other party;
- (a) comply with the laws and regulations which apply to the Lynch Group and its business;
 - (b) comply with this Policy and all procedures of the Lynch Group; and
 - (c) report any concern or suspected or potential breach of the Policy immediately to the Reporting Officer.

4. What behaviour is prohibited by the Policy?

Bribery, kickbacks and secret commissions

Classification: Public

Anti-Bribery and Corruption Policy, Document Number: CG-008, Issue Number: 2, Issue Date: 1 March 2021

4.1. Employees are not permitted to:

1. give, offer, promise, accept, request or authorise (whether directly or indirectly):
 1. a bribe;
 2. kick-back; or
 3. secret commission,

as an inducement or reward for doing or not doing something, or showing or not showing favour or disfavour to any person in relation to business matters;

2. act as an intermediary for the solicitation, acceptance, payment or offer of a bribe, kick-back or secret commission; or
3. use any other improper or illegal means (including favours, threats, inducements or other rewards) to influence the actions or decisions of others.

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

Facilitation payments

4.3. Facilitation payments are payments made with the purpose of expediting or facilitating the performance by public official of a routine governmental action. Facilitation payments are typically demanded to obtain services which, under normal conditions should be provided in any event.

4.4. Employees must not make facilitation payments.

Genuine offers

4.5. Employees must not give, seek or accept in connection with the Lynch Group's business any gifts and benefits which goes beyond common courtesies associated with the ordinary and proper course of business as it may be construed as a bribe or improper inducement.

4.6. Under this Policy, Employees can accept gifts or benefits worth \$100 or more only if the amount relates to:

1. work related conferences;

2. invitations to speak at a professional association (including flights and accommodation); or
3. other business-related benefits,

and prior approval is obtained from the Group Chief Financial Officer, or the Board if it relates to a benefit to the Group Chief Financial Officer.

Donations

- 4.7. Charitable, community or political donations and sponsorships can sometimes be used as a disguise for bribery, for example where a donation is provided to a 'charity' which is controlled by a person who is in a position to make decisions affecting the Lynch Group.
- 4.8. Employees must take care to ensure thorough due diligence and transparency that charitable, community or political donations and sponsorships made on behalf of the Lynch Group do not constitute bribery.
- 4.9. The Lynch Group can only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status within the Australian Tax Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.
- 4.10. No donation to any political party, politician or candidate for public office in any country must be made on behalf of the Lynch Group unless the donation has been approved in advance by the Board and complies with the local law and government policies of the jurisdiction where the donation is made.
- 4.11. Subject to clause 4.10, no donation (including charitable donations) must be offered or made on behalf of the Lynch Group, without the prior approval of a senior manager of the Company or the Reporting Officer.

Improper dealing of accounting records

- 4.12. The Lynch Group strictly prohibits the intentional or reckless act of making, altering, destroying, concealing or doing something with an accounting document with the intention of concealing or disguising the receiving or giving of a bribe.

5. Procedures in implementing and monitoring compliance

- 5.1. The Lynch Group will ensure that all Employees (including new Employees) are informed about and understand this Policy. Each Employee (including new Employees) will receive a copy of this Policy and be provided with training.

- 5.2. Every senior manager must communicate this Policy and ensure that all Employees reporting to them, within their area of responsibility, understand the prohibitions in this Policy

6. Responsibilities of all parties

- 6.1. Employees are expected to:

1. read, understand and comply with the terms of this Policy;
2. undertake all requisite education and training provided in relation to the laws and regulations relating to bribery and corruption and the Policy; and
3. immediately report any concern, suspected or potential breaches of this Policy to either:
 1. the Group Chief Executive Officer;
 2. the Group Chief Financial Officer;
 3. their immediate senior manager;
 4. Reporting Officer; or
 5. a Whistleblower Officer in accordance with our Whistleblower Policy, which is available in www.lynchgroup.com.au.

- 6.2. All material breaches of the Policy must be reported immediately to the Board.

- 6.3. The Lynch Group has a Whistleblower Policy, protecting Employees (and other eligible persons) against certain reprisals, harassment or demotion for making a report.

7. Reporting Officer

- 7.1. The Lynch Group's Reporting Officer is the Company Secretary of the Company and can be contacted via swood@lynchgroup.com.au by requesting the representative for the Lynch Group.

8. Consequences for breaching the Policy

- 8.1. Any suspected breach of this Policy will be thoroughly investigated and reported to the Board.
- 8.2. Failure to comply with this Policy will be regarded as serious misconduct and may lead to disciplinary action, up to and including legal action, dismissal or termination.
Conduct in violation of this Policy may also breach applicable anti-corruption laws and result in criminal or civil penalties, including fines and imprisonment.
- 8.3. Employees must cooperate fully and openly with any investigation by the Lynch Group into alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information will be regarded as serious misconduct and may lead to disciplinary action, up to and including dismissal or termination.

9. Other matters

- 9.1. The Board, in conjunction with the Audit and Risk Management Committee, will review this Policy periodically.
- 9.2. This Policy can only be amended with the approval of the Board. The Company Secretary will communicate any amendments as appropriate.