



Anti-Bribery & Corruption Policy

Version 1.0
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BOWE

1. Introduction

This policy applies to all employees. For the purpose of this policy, an “employee” includes:

- permanent employees (including full time and part time);
- fixed-term employees;
- casual employees; temporary agency staff; and
- contractors,

engaged by the BOWE Project and its subsidiaries. It extends to any Nexsphere staff working on BOWE.

The Policy should be read in conjunction with other policies including: the Code of Conduct, the Conflicts and Interest Policy and the Expenses Policy.

2. Company expectations and policy compliance

This policy provides guidance on the management of Anti-Bribery & Corruption.

BOWE recognises that bribery and corruption have an adverse impact on communities wherever they occur. We have zero tolerance for bribery and corruption.

We are committed to conducting our business ethically and in compliance with all applicable laws and regulations.

BOWE, its Employees, Directors and Third Parties acting for on behalf of BOWE must be aware of and act in accordance with the requirements of this Policy.

All reasonable steps should be taken to comply with this Policy. A breach of this Policy may be regarded as misconduct, which could result in disciplinary action. This could include termination of employment.

2.1 Responsibilities

The Group, its Employees, Directors, and Third Parties are prohibited from:

- a) Engaging in any kind of Bribe, Facilitation Payment, or corrupt Behaviour, regardless of whether or not a benefit is given to or received from another person, including Public Officials, and regardless of the benefit;
- b) Carrying out any dishonest accounting or concealment of complete and accurate financial activity; and
- c) Making political donations in the form of cash/money on behalf of BOWE.

The giving of money for sponsorships, memberships, payments to attend political events and gifts or entertainment be given to political stakeholders or senior government officials requires the approval of the CEO.

3. Our Definition of Bribery

Bribery means the unlawful offering, promising, giving, receiving or solicitation of anything of value to obtain a business advantage or decision which you would not otherwise be entitled to.

Items of value encompass:

- a) Cash or cash equivalents
- b) Gifts, entertainment and travel
- c) Offers of employment or internships
- d) Per diems
- e) Political donations
- f) Sponsorships
- g) Community development programs

4. Gifts and Hospitality

The giving and receiving of gifts or hospitality is common in business, and in most instances is not unlawful. However, the acceptance of gifts or hospitality may create the perception that the recipient's ability to act with integrity, impartiality and transparency is impaired.

BOWE expressly discourages staff from accepting Gifts or Hospitality.

If a gift or hospitality is proposed to be given to or received from a public or government official, you must obtain prior written approval from the CEO.

5. Facilitation Payments

BOWE prohibits staff from making or receiving facilitation payments as part of doing business.

Facilitation payments are generally small, unofficial payments or commissions, requested by, offered or made to a public or government official that serve as an incentive for that official to complete or expedite a routine action or process.

Facilitation payments can be in the form of monetary payments, or other gifts or benefits.

BOWE expects staff to be mindful when making or receiving payments and to always ask for a receipt which details the payment and an itemisation of each cost incurred to BOWE.

6. Secret Commissions

BOWE prohibits the giving or receiving of secret commissions.

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. Such a payment is made as an inducement to influence the conduct of the principal's business.

7. Third Party Due Diligence

We must know who we are doing business with and who is conducting business on our behalf.

For Third Parties, we:

- a) Assess Third Party Anti-Bribery and Corruption Risk using a proportionate, risk-adjusted approach;

- b) Undertake Due Diligence when entering a relationship and maintain records of this Due Diligence;
- c) Undertake ongoing Due Diligence to ensure that any new information or relevant changes which may impact the risk of Anti-Bribery and Corruption are identified and can be considered, and
- d) Ensure that contracts with Third Parties contain Anti-Bribery and Corruption clauses, where appropriate.

Risk Assessments on Third Parties will identify the Bribery Risks the organisation might reasonably anticipate, given:

- a) The size and structure of the counterparty
- b) The nature of goods or services being procured or performed on our behalf
- c) The location of the counterpart
- d) The reputation and qualifications of the counterparts

Areas of heightened risk are to be escalated to the CEO for consideration and sign-off. This includes where a third party may have a history of improper dealings.

8. Transparency & Record Keeping

Employees are expected to conduct activities in a transparent manner, including acting in accordance with:

- a) the Employee Code of Conduct;
- b) the Expenses Policy, and
- c) processes for giving and accepting gifts & entertainment, corporate expenses, political donations and lobbying.

We maintain appropriate financial and non-financial records.

BOWE

