

Anti-bribery and Corruption Policy

1. Introduction and Purpose

BTC Health Limited (ACN 091 979 172) (**BTC**) recognises the importance of transparency and accountability in its operations to promote best practice in corporate governance. It is committed to the highest standards of conduct and ethical behaviour in all business activities.

The purpose of this policy is to establish controls to ensure alignment with BTC's values, Code of Conduct and other policies. The Company is committed to complying with all applicable laws and regulations and acting in a manner that is consistent with the principles of honesty, integrity, fairness and respect. This policy forms part of, and is of integral importance to, the Company's risk management strategy and corporate governance framework. This policy is a practical tool for helping the Company to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing such conduct.

The objective of the Anti-Bribery and Corruption Policy (the "**Policy**") is to ensure that the employees and officers of the Company or any other person as specified by the Company from time to time:

- a) not give or accept gifts and/or benefits that will compromise or appear to compromise, their integrity and objectivity 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.

2. Scope

This policy applies to all directors, and all employees (whether permanent, fixed-term or temporary, including any secondees, contractor or consultant) of BTC and its subsidiaries (collectively 'employees').

We encourage any persons who are aware of possible wrongdoing with respect to the Company Group to have the confidence to speak up.

3. What is Bribery and Corruption?

Bribery is the offer, attempt, promise or giving any item of value that may influence, or appear to influence, a person's actions or decisions to gain or retain a business benefit. Bribery can take many forms including, the provision or acceptance of cash payments, facilitation payments, kickbacks, political and charitable contributions, social benefits, gifts, travel, hospitality and rebates or reimbursements.

Corruption is the abuse of entrusted power for private gain. 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 or in circumstances that might reasonably be viewed as creating the appearance of impropriety; or

- f) to accept, receive, solicit or authorise an 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.

4. Obligations and responsibilities

Employees must act ethically and with integrity, not give, offer, promise, accept, request, authorise, assist or cover up any form of bribe, whether directly or indirectly. Employees are required to read and confirm their understanding of the Company's Anti-Bribery and Corruption Policy. Employees have an obligation to report any incident which you reasonably believe involves bribery and or corrupt conduct. An Employee must not engage or participate in victimisation, bullying, harassment or any other action against a person who makes a report under this policy or is cleared of an allegation made under this policy.

Employees in supervisory positions have an obligation to create an environment that enables and encourages others to raise concerns on any suspicion malpractice including bribery and corruption activity and to never request or suggest that Employees pursue or achieve business results at the expense of breaching this Policy or any applicable law.

Employees are required to ensure they are familiar with this policy and other related policies, such as the Code of Conduct and Whistleblower Policy. BTC's Whistleblower Policy affords employees certain protections against any detrimental treatment for making a report, even if they turn out to be mistaken.

5. Controls

Gifts, hospitality and entertainment

Gifts and Hospitality made in good faith, including promotional and other business expenditure, which seeks to develop business relationships are an important aspect of the Company's business. This Policy permits reasonable and proportionate Gifts and Hospitality for legitimate business purpose. 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.

The offering or acceptance of gifts, entertainment or hospitality must meet the following conditions:

- a) it is done for genuine purpose and given in the ordinary course of business;
- b) reasonably proportionate and of a casual and occasional nature;
- c) incidental to and for the express purpose of furthering a proper and professional relationship;
- d) not for an Improper Purpose or Improper Performance;
- e) does not place the recipient under any obligation;
- f) 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;
- g) not made secretly without documentation;
- h) where its nature is appropriate to the relationship;
- i) it is on 'arm's length' basis with no special favours and no special arrangements; and
- j) it complies with all applicable laws.

Employees are prohibited from offering, promising, giving or authorising any Gifts and Hospitality to a

Public Official or State-Owned Entity.

Employees involved in a tender process or bid discussion, including when a decision is pending, must not offer, promise, give, accept or receive any gifts to/from any third party that is also involved in the tender/bid (whether the Company is issuing or responding to the tender/bid).

All gifts and hospitality must be recorded accurately when submitting purchase orders or reimbursement requests in accordance with the Company's expense management procedures.

All gifts, entertainment or hospitality valued at \$200 or more must be approved by the Executive Chairman before the gift, entertainment or hospitality is accepted by the Employee. For the avoidance of doubt, Employees must notify the line manager about any gift, entitlement or hospitality (regardless of value) offered to them but can only accept gifts valued at \$200 or more following the Executive Chairman approval, mentioned above.

The Executive Chairman must obtain approval from the Audit & Risk Committee Chair before any gift, entertainment or hospitality at \$200 or more is accepted.

If you are unsure about whether a gift, entertainment or hospitality is acceptable, contact the Company Secretary or Executive Chairman.

Political donations

Political donations shall not be made, whether in cash or kind, in support of any political parties or candidates, or to any political cause or election fund.

Charitable support and donations

Charitable support and donations are acceptable. However, employees must ensure charitable contributions are not to be made for the purposes of gaining commercial advantage or concealing bribery. All charitable donations made must have prior approval of the Executive Chairman.

Payment to Third Parties

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.

Unless specifically authorised by the Executive Chairman, 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.

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.

Employee 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.

6. Reporting suspected issues or breaches

Employees are encouraged to raise concerns about any issue or suspicion of bribery and corruption at the earliest stage.

To report any issues or check whether a particular act might constitute bribery or corruption, contact the

Company Secretary, Executive Chairman or the Chair of the Audit & Risk Committee.

7. Record Keeping

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.

Employees must ensure that all expenses and claims relating to gifts, entitlements 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.

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.

8. Compliance Process

The Company's anti-bribery and corruption processes provides a framework that:

- a) raises awareness of anti-bribery and corruption risks;
- b) ensuring compliance with adequate anti-bribery and corruption training programs and promotes ethical business conduct;
- c) maintains systems and procedures for giving, receiving and registering 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.

This Policy shall act to minimise/ prevent the risk of bribery and corruption in the Company's business dealings.

9. Consequences of Non-Compliance

Non-Compliance with anti-bribery and corruption laws and all applicable laws can lead to serious consequences for the Company, and the individuals involved.

Any breach of this Policy by Employees or third party(ies) representing the Company is construed as a serious matter that will require to be investigated and addressed by the Company. It may result in disciplinary action, including immediate termination of employment or contractual engagement with the Company.

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 if there is a real risk that is proven involvement of certain individuals may also be subject to disciplinary and/or legal proceedings, including imprisonment.

The impacts of non-compliance with any applicable laws or any other bribery or corruption offences extends beyond the civil and criminal penalties and as well as:

- a) impacting the Company's reputation and ability to procure and retain business and/or clients;
- b) impacting 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, under certain applicable laws;

- c) increased regulatory scrutiny and prosecution of the Company; 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.

10. Compliance with local laws, regulations and code of conduct

If any local laws, regulations, codes of conduct or orders where you are doing business impose additional obligations or are more restrictive than this policy, then you must comply with those additional obligations or restrictions in addition to complying with this policy.

11. Training and availability of this policy

All Employees are required to understand and comply with this Policy and follow the reporting requirements set out in this Policy. Training on how to comply with this Policy will be provided to new and existing employees.

A copy of this Policy is available electronically on the BTC company server and is accessible to all employees.

12. Amendments to this policy

This Policy and the procedures and processes underlying the Policy will be reviewed periodically to ensure that they remain effective and meet both best practice standards and the needs of the Company.

13. Contact us

For further information and advice on this policy, contact the Company Secretary via getintouch@btchealth.com.au.