

# AGUIA

## Australian Anti-Bribery and Corruption Policy

### 1. Scope and Purpose of Policy

The purpose of this Policy is to establish controls to ensure compliance by the Company and its subsidiaries (the ‘**Group**’) with all applicable anti-bribery and corruption laws and to ensure that the Group conducts its business within the scope of the Group’s core values and commitments with honesty and integrity and in a socially responsible manner.

The Group has a zero-tolerance approach to acts of bribery and corruption by any of our officers, employees, contractors, and consultants. As well as being morally wrong and harmful to the reputations of the Group, bribery and corruption are criminal offences that expose the Group and individuals to the risk of prosecution, fines, and imprisonment.

This policy sets out the requirements of the Group regarding the management of gifts and benefits. Officers, employees, contractors, and consultants of the Group must not give or accept gifts or benefits that will compromise, or appear to compromise, their integrity and objectivity in performing their duties, or cause, or appear to cause a conflict of interest.

Compliance with this Policy is mandatory for all officers, employees, contractors, and consultants of the Group. Any suspicions of the occurrence or the possibility of violations of the Policy must be reported as provided by the Policy.

In no event or under any argument, the allegation of ignorance of the rules set forth herein will be admitted. To ensure knowledge, the Group will adopt training practices for all officers, employees, contractors, and consultants of the Group and make the Code of Conduct and its Policies available for consultation.

This Policy applies globally. Officers, employees, contractors and consultants of the Company and the Group Members are advised that the Australian Criminal Code, the US Foreign Corrupt Practices Act and the UK Bribery Act have extra-territorial reach. As such, for example, an Australian citizen may be prosecuted under the Australian *Criminal Code Act 1995 (Cth)* (‘**Code**’) for a violation of the Code that occurs outside of Australia.

Any breach of this Policy may result in disciplinary action, including termination of employment or contract. If the matter involves a breach of law or other regulation, the matter may also be referred to an appropriate law enforcement authority.

This Policy should be read together with the Group’s Code of Conduct and Whistleblower Policy.

### 2. Definitions

General terms and abbreviations used in this Policy have the meanings set out below:

**Board** means the board of directors of the Company.

**Code of Conduct** means the Company's code of conduct.

**Company** means Agua Resources Limited (ABN: 94 128 256 888).

**Group** has the meaning set out in section 1.

**Managing Director** means the Company's Managing Director.

**Policy** means this anti-bribery and corruption policy.

**Secretary** means the secretary of the Company.

**Whistleblower Policy** means the Company's whistleblower policy.

### **3. What is Bribery and Corruption**

#### **3.1 Bribery**

Bribery is the offering, promising, giving, accepting, or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised, or provided in order to gain any commercial, contractual, regulatory, or personal advantage, and can take the form of gifts, donations, loans, fees, rewards, or other advantages.

#### **3.2 Corruption**

Corruption is the abuse of entrusted power for private gain.

### **4. Policy**

#### **4.1 Bribery and Corruption**

Officers, employees, contractors, and consultants of the Group are not permitted to give, offer, promise, accept, request, or authorise by way of a bribe or engage in any form of corruption, whether directly or indirectly. By way of example, an employee will be in breach of this Policy if their family member or business associate accepts a benefit that is offered with the intention of influencing the employee.

#### **4.2 Secret Commissions**

Secret commissions or payments occur where a commission from a third party (acting in a fiduciary capacity) is taken or solicited without disclosing that commission to that third party's principal. The secret commission is given as an inducement to that third person to use their position to influence the conduct of their principal's business. Secret commissions are a form of bribery and are prohibited under this Policy.

### 4.3 Facilitation Payments

Facilitation payments are small payments made to public officials to expedite or secure the performance of a routine task (for example issuing permits or licences) or to refuse to accomplish it. Facilitation payments are a form of bribery and are prohibited under this policy.

### 4.4 Gifts, Hospitality and Entertainment

Gifts, genuine hospitality, and entertainment expenditure that is reasonable and proportionate is allowable provided it does not place the recipient under any obligation or create any expectation that the giver will receive any special benefit or favour.

Officers, employees, contractors, and consultants of the Group must declare and report gifts and/or benefits, either offered or accepted and valued at A\$200 or more, in the Gift and Entertainment Register within 5 working days of receiving or being offered the gift or benefit to safeguard and make transparent their relationships and dealings with individuals, organisations and client groups. Gifts should not be accepted on a recurring basis or broken down into parts of less than \$200.

If it is known in advance, the receipt of the gift or benefit should be discussed with the Managing Director or the Secretary prior to acceptance.

The Managing Director or the Secretary (as applicable) must within 5 business days of being notified of an offer or receipt of a gift or benefit in accordance with this Policy provide the recipient of the offer, gift, or benefit with notice of any action that should be taken by that person in relation to the gift or benefit. Such actions may include declining, donating or returning the gift or benefit.

Guidelines for gifts and entertainment:

- a) Nominal gifts and entertainment, such as items with logos, pens, calendars, shirts, caps, and mugs are acceptable.
- b) Reasonable invitations to work related meetings, conventions, conferences, or product training seminars may be accepted.
- c) Invitations to social, cultural, or sporting events may be accepted if the cost is reasonable and the attendance serves a customary business purpose, such as a network (e.g., meals, holidays and tickets).
- d) Invitations to other events and trips that are normal and customary in the individual's position within the organisation and sector and promote good working relationships can be accepted.

#### **4.5 Dealings with Politicians and Government Officials**

All dealings with politicians and government officials which relate to the Group and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

You must not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the Secretary.

#### **4.6 Political Contributions**

The Group prohibit their respective officers, employees, contractors, and consultants from making political contributions on behalf of the Group, other than with the prior written approval of the Managing Director.

#### **4.7 Charitable Contributions**

The Group is committed to the communities in it does business and encourage and support officers, employees, contractors, and consultants participating in local community development initiatives, making donations, and undertaking volunteer work.

This Policy does not seek to curtail an individual's freedom to make donations or undertake volunteer work in their personal capacity.

#### **4.8 Compliance with Local Laws**

If an officer, employee, contractor, or consultant of the Group travels outside of Australia, that person must comply with local laws, codes of conduct, or other regulations in that jurisdiction relevant to bribery and corruption, even if those local laws are more restrictive than this Policy.

### **5. Your Responsibilities**

All officers, employees, contractors, and consultants of the Group must:

- a) Ensure that they read, understand, and comply with this Policy.
- b) Avoid any activity that might lead to or suggest a breach of this Policy.
- c) Notify the Managing Director or Secretary as soon as possible of they believe or suspect that a conflict with, or breach of, this Policy has occurred, or may occur in the future. Notifications may also be made pursuant to the Group's Whistleblower Policy.

## **6. Responsibility for Policy Compliance, Training and Review**

The Secretary is responsible for the overall administration of this Policy and must periodically monitor the implementation of this Policy and review on an ongoing basis the Policy's suitability and effectiveness. Internal control systems and procedures are to be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy.

The Secretary must notify the Board of any breach of this Policy.

All officers, employees, contractors, and consultants of the Group are required to understand and comply with this Policy and to follow the reporting requirements set out in this Policy. To this end, training on how to comply with this Policy will be provided by the Group.

The prevention, detection and reporting of bribery and other improper conduct addressed by this Policy are the responsibility of all those working for or engaged by the Group. All officers, employees, contractors, and consultants of the Group should be vigilant and immediately report any breaches or suspicious activity in accordance with this Policy.

## **7. Review and publication of this Policy**

The Board will review this Policy annually to confirm that it is operating effectively and whether any changes are required to this Policy. This Policy may be amended by resolution of the Board.

This Policy is available on the Group's website.

**Adopted by the Board on 17 June 2022.**