



Anti-Bribery & Anti-Corruption Policy

Version: 2021.1

February 2021

Document Control

Purpose

Wingara AG Limited (Company) is committed to conducting business in accordance with all applicable laws, rules and regulations and to the highest ethical standards wherever it operates.

The purpose of this Policy is to reiterate its commitment to full compliance by the Company, its Directors, Senior Executives and employees with the anti-bribery or anticorruption laws in the jurisdictions that the Company operates.

Policy Information

| | | | |
|-----------------|-------------------|-------------------|-------------------|
| Policy Contact: | Company Secretary | Policy Owner: | Company Secretary |
| Approver: | Board | | |
| Approval date: | 5 February 2021 | Effective Date: | 5 February 2021 |
| Review period: | Annual | Next review date: | 5 February 2022 |

Scope

All Directors, Senior Executives and all personnel of the Company and each of its subsidiaries, and any contractor, consultant or secondees of the Company and each of its subsidiaries (Personnel), wherever they are located.

This Policy should be read in conjunction with the Company's Code of Conduct.

Document History

| Version | Date Approved | Author | Description |
|---------|-----------------|-------------------|--------------------|
| 2020.1 | 26 October 2020 | Company Secretary | Creation of policy |
| 2021.1 | 5 February 2021 | Company Secretary | Update of policy |

Definitions

| Term | Definition |
|-------------------|--|
| Wingara | Wingara AG Limited and its related entities |
| Board | The Board of Directors of Wingara. |
| Company | Wingara AG Limited |
| Constitution | The constitution of Wingara AG Limited. |
| Executive Team | The Chief Executive Officer and all of their direct reports. |
| Material | Where omissions or misstatements could influence the economic decisions of users of the information, be it individually or collectively (i.e.: greater than 10%) both internally and externally. |
| Wingara employee | An employee, Director or contractor of Wingara or associated entities. |
| Wingara Executive | A member of Wingara's executive team. |
| Code of Conduct | Wingara's Code of Conduct approved by the Board. |

Related documents

- Board Charter
- Conflicts of Interest Policy
- Code of Conduct

Policy

Wingara AG Ltd strives to maintain a high standard of integrity, investor confidence and good corporate governance. The Company recognises this can only be achieved and maintained if the market, investors and stakeholders are confident that the Company, by its Directors, Senior Executives and personnel are not influenced by gifts, benefits, extortion and bribery.

The Company is committed to working against corruption in all forms, including extortion and bribery.

The Company respects and obeys the laws, rules and regulations in the countries in which it operates and does business.

What is bribery and corruption?

Bribery for the purpose of this Policy is defined as the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an 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, loans, fees, rewards and other advantages such as donation.

Corruption for the purpose of this Policy is defined as the abuse of entrusted power for private gain. A 'kickback' is a form of corruption, which is a percentage of a payment already made, given to a person in a position of power or influence, as payment for having made the income possible.

Bribes

No Personnel is permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

Facilitation payments

Facilitation payments are a form of bribery made for expediting or facilitating the performance of a public official for a routine government action which they are already bound to perform as part of their official duties. The payment or inducement is not intended to influence the outcome of the official's function, only its timing.

Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

Gifts and Hospitality

(1) The Board acknowledges that from time to time, gifts, genuine hospitality and entertainment expenses can occur as part of general business practice.

(2) Whether the giver or recipient of any gift, hospitality or entertainment expense, Personnel should ask themselves:

- (a) Is the value nominal?
- (b) How frequently does this occur?
- (c) Could this influence the giftee's decision in relation to the Company's business?

(3) Gifts, genuine hospitality and entertainment expenses that are reasonable and proportionate are

permitted provided that:

- (a) it is clearly given as an act of appreciation or common or cultural courtesy as part of standard business practice;
- (b) no obligation is placed on the recipient;
- (c) there is no expectation or higher importance attached to it by the giver (or an associate of the giver) than the recipient would place on the receipt of any gift, hospitality or entertainment;
- (d) it does not involve or result in any obligation to give preferential treatment to a customer or supplier, such as better pricing or improved terms of sale;
- (e) it could not influence a customer, supplier or third party to give preferential treatment or award business to the Company or any of its subsidiaries;
- (f) it is done openly, without any need (where slight or otherwise) for secrecy;
- (g) it is small and consistent with general business practice, such as breakfast, lunch, dinner or tickets for sporting events or arts events; (h) it is appropriate to the relationship;
- (i) it is at “arm’s length”, devoid of any special favours or special arrangements;
- (j) it complies with relevant laws;
- (k) it is never in the form of cash;
- (l) it is never a benefit or advantage offered for something in return; and
- (m) it is never entertainment of a sexual or similarly inappropriate nature;

(4) All Personnel must declare and report gifts and/or benefits, either offered or accepted and valued at AU\$200 or more in the Company’s Gift and Entertainment Register.

(5) The Company’s Gift and Entertainment Register is electronic and will be maintained by the Company Secretary.

(6) The information required to complete the Register is:

| Receiving Gifts and Entertainment | Offering Gifts and Entertainment |
|--|--|
| Date received | Date offered |
| Name, position, and business unit of recipient | Name, position and organisation of offeror |
| Description of gift / entertainment | Date of gift / entertainment |
| Value in currency where gift / entertainment received * | Value in currency where gift / entertainment offered * |
| Reason for acceptance | Reason for offering |
| Decision on what will happen to gift / entertainment | |
| Name and position of Personnel who approved the gift / entertainment | Name and position of Personnel who approved the gift / entertainment |

* where the value is not known, it is the value that the “reasonable person” would place on the gift / entertainment

Political Contributions

The Company's name, goods or services must not be used for any benefit of any political party or their candidates. The Company and/or its subsidiaries do not make any political contributions.

Charitable Contributions

Where the Board decides to engage in community services:

- i. (Prior written approval must be obtained by the Board of the Company) any charitable support, donations, knowledge, in-kind services, or financial contributions;
- ii. the request for charitable donations must be for registered charities at law and the values and ethics of the charity must be aligned with the Code of Conduct; and
- iii. the charitable donations must be recorded in the Company's (or subsidiary's) financial records as such and disclosed as such.

Record keeping

All payments made by the Company or any of its subsidiaries or any Personnel for the Company or subsidiaries must be recorded in the financial records of the relevant Company or subsidiary. No "off-book" accounts are to be kept.

All accounts, invoices, or any document or record (electronic or hard copy) relating to dealings with clients, suppliers, business contacts or any other third party should be prepared, recorded and maintained accurately and without omission.

Each such record by the description on its face, should reveal the actual reason for each payment.

Responsibility of Personnel

Each Personnel must read, understand and comply with this Policy. If further information is required to understand this Policy, the Personnel should contact the Managing Director or the Company Secretary.

All Personnel must avoid any activity that might lead to or suggest a breach of this Policy.

Any Personnel with concerns about any breach of this Policy, by their own conduct or the conduct of another, should notify the Managing Director, the Chair of the Board or the Company Secretary. Refer also to the Company's Code of Conduct and Whistleblower Protection Policy.

Any Personnel who breaches this Policy will face disciplinary action which could result in termination of their engagement with the Company or its subsidiary.

Any Personnel who in the opinion of the Company breaches any law will not receive any corporate support or financial assistance from the Company regarding their prosecution for contravention of the law.

Availability

The Company will make this Policy and procedure publicly available on its website in a clearly marked corporate governance section.

Changes to this Policy

The Company reserves the right, at its absolute discretion, to change this Policy from time to time, as it considers necessary.

Any changes will be communicated via the Company's website.

END OF DOCUMENT