

# Anti-Bribery and Anti-Corruption Policy

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## 1. Purpose and Background

Dubber Corporation Limited (“**DUB**”) and its subsidiary companies (collectively “**Dubber**” or the “**Group**”) are committed to conducting business in compliance with the law, including all applicable anti-bribery and anti-corruption laws in all countries in which the Group operates. Bribery is illegal and exposes both Dubber and its Personnel to fines and other penalties including imprisonment.

To the extent that laws and regulations in any countries are more rigorous or restrictive than this Policy, those laws and regulations should be followed by any subsidiary or Personnel operating in that country. Dubber may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

This Dubber Anti-Bribery and Anti-Corruption Policy, (the “**Policy**”) sets out the Dubber’s requirements in relation to interactions with Officials and Third Parties. This Policy does not prohibit interactions with Officials, rather it forbids corrupt interactions with those individuals.

Dubber strives to maintain high ethical standards and has adopted this Policy to promote full compliance with Anti-Corruption Legislation, as well as any other anti-bribery and anti-corruption laws and regulations that operate in the specific regions where the Group does business.

## 2. Scope and Applicability

Dubber requires all Personnel to comply with this Policy as well as the Anti-Corruption Legislation and any applicable anti-corruption laws and regulations specific to the location in which they operate.

This Policy applies to all Personnel, including directors, temporary staff and contractors, and Business Associates of Dubber. This Policy supplements any other policies applicable to Dubber and any of its subsidiaries.

## 3. Responsibility

DUB’s Board of Directors (“**Board**”) is accountable for upholding this policy across the Group.

The Dubber Compliance Officer (“**Compliance Officer**”) is responsible for the overall administration of this Policy. Dubber’s Compliance Officer will monitor the implementation of this Policy and will review on an ongoing basis the Policy’s suitability and effectiveness.

The Compliance Officer will work with and report to the Group Chief Financial Officer (“**CFO**”) to ensure that internal control systems and procedures in support of this Policy will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy. The CFO is responsible for reporting any adverse findings to the Board.

All Personnel 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 recognise and respond to actual or potential cases of bribery and corruption and, more generally, comply with this Policy will be provided.

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 Dubber. All Personnel should be vigilant and immediately report any breaches or suspicious activity in accordance with this Policy.

This Policy will be periodically reviewed to ensure that it is operating effectively and determine whether any change is required. This Policy may be changed by the Company from time to time by resolution of the Board.

#### **4. Consequences of Breaching this Policy**

Bribery and the related improper conduct addressed by this Policy are very serious offences.

If Dubber is found to have taken part in Bribery or any other related improper conduct addressed by this Policy it could face a fine and suffer reputational harm. An individual may be subject to penalties or lengthy terms of imprisonment.

Breach of this Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action (Refer to Dubber's Employee Conduct Policies set out in the Dubber General Company Policies and Practices booklet, a copy of which has separately been provided to Personnel) which may include termination of employment.

Breach of this Policy by a Business Associate will be regarded as a material breach for the purposes of termination of the agreement with the Business Associate.

The Compliance Officer and CFO must report to the Board (or, where established by the Board, a delegated sub-committee of the Board) of any material breaches of this Policy.

#### **5. Policy**

##### **A. Prohibition against Bribery and Corruption**

Dubber strictly prohibits Personnel engaging in or tolerating Bribery or any other form of corruption.

Dubber's corporate values require that in all aspects of business all Personnel act honestly, adhere to the highest ethical standards, and act in compliance with all relevant legal requirements. In this respect Personnel must not engage in Bribery or any other form of corruption.

The prohibition of Bribery under this Policy includes the provision or conveying of anything of value to any Third Party, Official or family members of Officials, whether directly or indirectly, to secure any improper advantage in its business dealings. This means that Personnel must not:

- offer, promise or give an Item of Value with the intention of influencing an Official or Third Party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide Dubber with an improper advantage in its business dealings; or

- authorise the provision of an Item of Value to any other person, if it is known, or reasonably should have been known, that any portion of that Item of Value will be passed onto an Official or Third Party to secure an improper advantage in its business dealings; or
- engage, or procure, another party to provide an Item of Value to an Official or Third Party, (or to procure another person to make such provision), in order to secure an improper advantage in its business dealings.

The prohibition of Bribery under this Policy also includes the request or acceptance by any Personnel of (or the agreement to accept) anything of value from an Official or Third Party either:

- intending that, in consequence, a function or activity should be performed improperly (whether by the requestor/acceptor or another person); or
- where the request, agreement or acceptance itself constitutes the recipient's improper performance of a function or activity; or
- as a reward for the improper performance of a function or activity (whether by the recipient or another person).

## **B. Interactions with Officials and Third Parties must be Compliant**

All interactions with Officials and Third Parties must comply with this Policy, and Dubber and Personnel must not take any action, whether direct or indirect, which create the appearance of impropriety regardless of whether there is any improper intent behind such action.

The Dubber General Company Policies and Practices include the Conflicts of Interest Policy with guidelines on giving and receiving gifts.

If, after considering the Conflicts of Interest Policy and applicable guidelines, you are still in any doubt as to the appropriateness of any gift or entertainment, you should consult your Compliance Officer before it is given or accepted or otherwise as soon as possible.

The prohibitions under this Policy include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this Policy.

## **C. Documentation and Recordkeeping**

As part of Dubber's commitment to open and honest business practice Dubber requires all of its businesses to maintain accurate books of account and records.

Dubber and its subsidiaries must keep accurate and complete records of all business transactions:

- in accordance with the law and generally accepted accounting principles and practices,
- in accordance with the Dubber's accounting and finance policies, and
- in a manner that reasonably reflects the underlying transactions and events.

It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business, and corrected.

**D. Prohibition on Facilitation Payments**

Dubber does not condone the making of Facilitation Payments and the making of Facilitation Payments by any Personnel is prohibited.

**E. Political Contributions and Charitable Donations**

***Political Contributions***

Dubber prohibits Personnel from making political contributions to candidates for any political office on behalf of Dubber.

This Policy does not seek to curtail an individual's freedom to make political contributions in their personal capacity.

The context of any other political contributions is key in determining their appropriateness. For instance, it is permissible for Dubber to make a payment to attend a political function in circumstances where such payment could not be construed as an attempt to influence the political party.

If you are in any doubt as to the appropriateness of any political contribution, you should consult the Compliance Officer before it is given or accepted or otherwise as soon as possible.

***Charitable Donations***

Dubber is committed to the communities in which it does business and encourages and supports employees 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.

**F. Compliance with Local Laws Required**

If local laws, codes of conduct, or other regulations in a particular country or region are more restrictive than this Policy, then any Personnel, including any Business Associates operating in that country or region must fully comply with the more restrictive requirements.

## **G. Reporting Violations and Suspected Misconduct**

Any Personnel or stakeholder who believes that a violation of this Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Compliance Officer or use the procedure set out in the Whistleblower Policy. A copy of the Whistleblower Policy can be found on the Dubber website.

If anyone is unsure whether a particular act constitutes Bribery or a Facilitation Payment, or has any other queries, they should ask the Compliance Officer.

## **H. Protection**

Dubber prohibits retaliation against anyone reporting such suspicions.

Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. Dubber encourages openness and will support any Personnel who raises genuine concerns in good faith under this Policy and in line with Dubber's Business Ethics and Conduct Policy.

## **6. Genuine gifts and entertainment expenditure permitted**

Nothing in this Policy is intended to prohibit Personnel from giving or receiving gifts to/or from a Third Party that do not amount to a bribe or otherwise involve corrupt activity.

The Company permits genuine gifts and entertainment expenditure that is reasonable and proportionate provided it complies with the following:

- **right reason:** it must be clear that the reason for the gift/expenditure is an act of appreciation or common courtesy associated with common business practice;
- **recipient has no obligation:** the gift/expenditure must not place the recipient under any obligation to do anything directly or indirectly in connection with, or as a consequence of, its receipt;
- **giver has no expectations:** the gift/expenditure must come with no expectation on the part of the giver (or an associate of the giver) of receiving any special treatment or favour in return for the gift/expenditure;
- **appropriate:** the nature of the gift/expenditure must be appropriate to the relationship between the giver and the recipient;
- **made openly:** the gift/expenditure must be made openly and not secretly;
- **reasonable value:** the size of the gift/expenditure must be of a reasonable value in accordance with common business practice; and
- **legal:** the gift/expenditure must comply with all applicable laws.

In advance of receiving or giving a gift or undertaking such expenditure, Personnel should, where possible, discuss the matter with their manager or the Compliance Officer in order to determine the appropriate action.

If the value of the gift/expenditure is over \$500, it must be approved by the Compliance Officer in consultation with the Managing Director, and documented in a Gift Register to be maintained by the Compliance Officer.

## 7. Related Documents

Dubber General Company Policies and Practices:

- Conflicts of Interest Policy
- Business Ethics and Conduct Policy
- Employee Conduct Policies

Whistleblower Policy

## 8. Definitions

In this Policy the following words or phrases mean the following:

**Anti-Corruption Legislation** means the United States Foreign Corrupt Practices Act, the Criminal Code Act 1995 (Commonwealth of Australia) and the Bribery Act 2010 (United Kingdom).

**Bribery and Corruption** means an inducement or reward offered to or for the benefit of any Official or Third Party in order to gain any commercial, contractual, regulatory or personal advantage which is not legitimately due. A bribe can take the form of lavish trips or entertainment, inappropriate gifts, loans, fees, rewards or other advantages. Corruption is a deliberate act of dishonesty, breach of the law or abuse of public trust or power for personal gain or advantage for an entity.

**Business Associates** means the third party companies and individuals (such as joint venture partners, consultants and agents) acting on behalf of Dubber, whether directly or indirectly, by representing the Group's interests in relation to business development or retention of business opportunities.

**Facilitation Payment** means payments of nominal amounts to persons in order to ensure or speed up the performance of a Government Official's routine governmental duties or actions.

**Government Official** means anyone regardless of rank or title who is:

- engaged in public duty in a government agency whether elected or appointed, and at any level of government including national, state or local government entities;
- a member of any legislative, administrative or judicial body;
- an employee of a government agency, regardless of rank including an administrative and/or office worker;
- an officer or employee of a government-owned or government-controlled entity, including state-owned entities that operate in the commercial sector;
- an officer or employee of a public international organisation (such as the United Nations, the World Bank or the International Monetary Fund); or
- acting in an official capacity for a government, government agency, or state-owned enterprise.

**Item of Value** or anything of value includes cash, travel, meals, gifts, and other tangible or intangible benefits.

**Official** means a Government Official, political party, official or officer of a political party or candidate for political office.

**Personnel** means all persons acting on behalf of Dubber at all levels, including officers, directors, employees, temporary staff and contractors of the Group.

**Secure an improper advantage** includes obtaining any improper commercial or financial benefit.

**Third Party** means any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with Dubber.

This Policy is effective as at 30 June 2025.