

Adslot Limited

Anti-Bribery and Corruption Policy

Introduction

This policy provides supplementary guidance to the clear statement in Adslot's Code of Conduct which prohibits acts of Bribery and Corruption.

This policy applies to all employees, officers, directors of, and Contractors to, the Adslot Group ('associated persons') globally.

Adslot takes a zero-tolerance approach to Bribery and Corruption and is committed to acting professionally, fairly, ethically and with integrity in all its business dealings and relationships, wherever it operates. Pivotal to Adslot's success is our reputation for honest, ethical and legally responsible conduct.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and fines apply to both individuals and corporations. If we are found to have taken part in corruption, we could face an unlimited fine, be excluded from tendering for public or other contracts and face damage to our reputation. Adslot takes our legal responsibilities very seriously.

All employees and associated persons are required to familiarise themselves and comply with this policy, including any future updates that may be issued from time to time by the Adslot Group.

This policy should be followed together with all of the Adslot Group's policies and procedures governing the way we conduct business.

If you are unclear on how any provisions in this policy, and other Adslot policies, might apply to you, please speak to the CFO or People & Culture Manager.

Other relevant policies

- Code of Conduct
- Whistleblower

Definitions

ABC Laws means all anti-bribery and corruption laws applying in your jurisdiction and all jurisdictions in which the Adslot Group conducts business, including but not limited to the *Australian Criminal Code Act 1995 (Cth)*, the *United States Foreign Corrupt Practices Act*, the *UK Bribery Act 2010* and, where relevant, industry codes of conduct. Adslot remains bound by laws in Australia in respect of our conduct both at home and abroad.

Adslot means Adslot Limited.

Adslot Group means Adslot and all entities owned or effectively controlled by Adslot.

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal 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.

Contractor means any third party who represents a member of the Adslot Group or acts with discretion on its behalf.

Corruption means to offer, promise, give, accept or solicit a benefit as an inducement or reward for the misuse of a person's power, office or influence for personal gain; and often involves Bribery.

Appropriate Conduct

Bribes and kickbacks are strictly prohibited by law and can carry criminal liability. Employees and associated persons of the Adslot Group must comply with all applicable ABC Laws.

DO:

- read, understand and comply with this policy and all other relevant company policies, including those on the giving and receiving of gifts and entertainment and working with the government;
- ensure all gifts, entertainment, donations, sponsorships and any other transactions are appropriately authorised, transparent and accurately recorded in writing;
- perform appropriate due diligence in respect of any Contractor with whom Adslot intends to do business; and
- promptly report any suspicion or knowledge of Bribery or Corruption or other improper conduct relating to this policy.

Think before you act

If you are asked to make a payment on Adslot's behalf, you should be mindful of what the payment is for and whether the amount is proportionate to the goods or services being provided. Adslot can be held legally responsible for a corrupt payment even when it is made unknowingly through a third party.

In particular, you should be wary of any unusual requests, for example, where a party requests:

- payment before they will sign a contract;
- that a payment be made to a country which is different to where they reside; or
- an unexpected fee to 'facilitate' a service.

If you are uncertain as to whether a particular act constitutes Bribery or Corruption, or if you have any other questions regarding this policy or improper conduct generally, then you should speak with your department head, the CFO or the People & Culture Manager. If you are still uncertain about any particular conduct, then you must report that conduct to the Company Secretary.

Prohibited Conduct

DO NOT

- offer, give or solicit any payment, gift or other benefit to any individual or company on the condition or promise of any business or for any other professional or personal advantage;
- receive, or agree to receive, any payment, gift or other benefit as an inducement to commence or continue any business or 'overlook' any potential legal violations;
- agree to make any contribution to a third party to speed up a government review, application or other administrative or routine process; or
- threaten or retaliate against another employee or Contractor of the Adslot Group, or any other person, who refuses to be part of any act of Bribery or Corruption, or reports in good faith any suspicion or knowledge of such conduct.

Facilitation Payments

A facilitation payment is a small, unofficial payment made to secure or expedite a routine government action by a government official.

While Adslot acknowledges that facilitation payments can be an acceptable business practice in certain jurisdictions in which the Adslot Group conducts business, all employees and associated persons of the Adslot Group are prohibited from making, or arranging, any facilitation payment in connection with the performance and conduct of Adslot's business regardless of the country in which they conduct their business.

Where a government official has requested a payment, employees or associated persons should ask for further details of the purpose and nature of the payment in writing. If the public official refuses to give these, this should be reported immediately to the CFO (cfo@adslot.com) and Company secretary (company.secretary@adslot.com)

Political And Charitable Donations

The Adslot Group **does not** make political contributions. Where local laws and practices permit an organisation to participate in politically related committees or funds, any such involvement by a member of the Adslot Group must be:

- legal;
- approved by the Adslot Board; and
- accurately recorded in the company's annual financial statements.

The Adslot Group makes occasional charitable donations that are legal, transparent and ethical.

Charitable donations made by a member of the Adslot Group must be approved:

- for amounts > \$500, by the Adslot board of directors;
- for amounts <\$500, by an Executive Officer (CEO or CFO); or
- for amounts <\$200, by an Executive Manager (as defined in the Authority Limits),

as appropriate, having regard to your local laws and practices. All such payments must be reflected accurately in the company's annual financial accounts.

Gifts And Entertainment

While appropriate business gifts and corporate hospitality can be an acceptable way in which to build goodwill and develop business relationships, it is important that any such gifts and entertainment do not, and do not appear to, compromise your ability to make an objective business decision or improperly influence another person in the Adslot Group's business dealings with them.

In giving or receiving any gift or entertainment, you must comply with the approval process set out in this policy and the Adslot Group's Code of Conduct.

The Adslot group permits corporate entertainment, gifts, hospitality and promotional expenditure that is undertaken:

- for the purpose of establishing or maintaining good business relationships;
- to improve the image and reputation of the Adslot Group; or
- to present the Adslot Group's products and services effectively.

And, where they are:

- legal;
- common practice;
- appropriate;
- not excessive in value or frequency;
- recorded;
- withing the recipient's policies; and
- ultimately in accordance with the Adslot Group's Global Gifts and Entertainment Policy.

Any gifts, rewards or entertainment received or offered from clients, public officials, suppliers or other business contacts should be reported to your department manager. In certain circumstances, it may not be appropriate to retain such gifts or be provided with the entertainment and employees and associated persons may be asked to return the gifts to the sender or refuse the entertainment, for example where there could be a real or perceived conflict of interest. As a general rule, small tokens of appreciation, such as flowers or a bottle of wine, may be retained by employees.

If an employee or associated person wishes to provide gifts to suppliers, clients or other business contacts, prior written approval from the department manager is required, together with details of the intended recipients, reasons for the gift and business objective.

Employees and associated persons must supply records and receipts, in accordance with the Adslot Group expenses policy.

However, all employees and associated persons of the Adslot Group are prohibited from accepting any cash or cash equivalent gifts, and from giving gifts and entertainment, or receiving them, in contravention of Adslot's or our clients' or suppliers' policies or the rules of any tender or competitive bidding process.

Adslot appreciates that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

Conflicts of Interest

Adslot will not have any personal or family conflicts of interest within our businesses or with our suppliers or other third parties with whom we do business.

Adslot, as a listed entity, is required to report any related party transactions. For example, the use of the Webfirm services by a Director in another entity.

Record Keeping

All members of the Adslot Group must have appropriate internal controls in place, and keep accurate and complete financial records supporting the business reason for making payments to other parties.

Where this policy requires written approval to be given, the CFO shall put in place a process to maintain a register of all such approvals.

All Adslot Group accounts, invoices and other documents and records should be prepared and maintained with strict accuracy and completeness. No accounts must be "off-the-books" for any reason, including to facilitate (or conceal) an improper payment.

Policy Implementation

The Adslot Group will continue to monitor the effectiveness of, and compliance with, its internal systems and procedures for the prevention of Bribery and Corruption in carrying on its business.

Reporting Known or Suspected Breaches

The Adslot Group depends on its employees and associated persons to ensure that the highest standards of ethical conduct are maintained in all its business dealings. Employees and associated persons are requested to assist the Adslot Group and to remain vigilant in preventing, detecting and reporting bribery.

Employees and associated persons are encouraged to report any concerns they may have to the Adslot Group CFO as soon as possible. Issues that should be reported include:

- any suspected or actual attempts at bribery;
- concerns that other employees or associated persons may be being bribed; or
- concerns that other employees or associated persons may be bribing third parties, such as clients or government officials.

if you do not feel comfortable reporting a matter to the CFO, you should report to a Whistleblower officer in accordance with the Adslot Group's Global whistleblower policy.

Adslot will treat any breach of this policy as serious misconduct, which may lead to disciplinary action, including termination of employment.

Adslot will not tolerate any retribution against any person who reports conduct in good faith that they know, or suspect, is in breach of this policy or who otherwise provides assistance in connection with a concern raised.

Action by the Adslot Group

The Adslot Group will fully investigate any instances of alleged or suspected bribery. Employees suspected of bribery may be suspended from their duties while the investigation is being carried out. The Adslot Group will invoke its disciplinary procedures where any employee is suspected of bribery, and proven allegations may result in a finding of gross misconduct and immediate dismissal. The Adslot Group may terminate the contracts of any associated persons, including consultants or other workers who act for, or on behalf of, the Adslot Group who are found to have breached this policy.

The Adslot Group may also report any matter to the relevant authorities, including the police, and assist in further investigations

Policy Responsibility

The board of directors has overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

The CFO has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy.

This policy will be monitored and reviewed by the Audit & Risk Committee. Policy compliance reporting will be to the Audit & Risk Committee.

Latest version: Approved by the Adslot Board on 27 May 2021.