



ANTI-BRIBERY AND CORRUPTION POLICY

1. PURPOSE

Saferoads employees should act fairly, with honesty and integrity to maintain high ethical standards and uphold Saferoads reputation. It is the policy of Saferoads to conduct all its business in an open, honest and ethical manner.

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.

This Policy supplements the Code of Conduct policy.

2. INTRODUCTION

The Company 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.

3. SCOPE

This Policy applies to 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

4. WHAT IS ANTI-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.

5. POLICY STATEMENT

The purpose of this policy is to:

- a) set out the Company's responsibilities, and of those of us who are working for the Company, to comply with the Company's prohibition of bribery and corruption of



ANTI-BRIBERY AND CORRUPTION POLICY

- public officials, secret commissions, facilitation payments and kickbacks, and improper gifts and hospitality; and
- b) provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

We shall uphold all relevant laws (Australian Criminal Code) to prevent and counter bribery and corruption in all the jurisdictions where we operate.

Saferoads prohibits the giving, offering, promising, authorising, accepting or requesting a bribe to or from a public official. Bribery involves improperly giving, offering or promising a benefit (monetary or otherwise) or rewarding the improper exercise of the duties or functions of a public official.

The Australian Criminal Code prohibits the payment of a bribe to a foreign official either directly or through third parties. Violation of these laws can result in significant penalties for both company and individuals involved.

Australian law provides a variety of significant penalties for bribery and corruption, for both individuals involved in unlawful conduct as well as corporate penalties. Individuals can face imprisonment and corporations can face very significant penalties and fines.

6. BRIBERY AND CORRUPTION INVOLVING INTERMEDIARIES

The possibility of bribery and corruption involving intermediaries (including agents, distributors, suppliers, advisors, consultants and joint venture partners) is an area for particular focus and attention. Some examples of intermediary relationships that may cause particular concern are as follows:

- Engaging the family or relative of a public official;
- Intermediaries who do not provide an identifiable service;
- Intermediaries who may provide a combination of legitimate and illegitimate services.

Where intermediaries are retained in geographic locations outside Australia, to advance the business interests of the Company, a risk assessment should generally be undertaken as part of the process of entering any contractual arrangement with that intermediary, including a country risk assessment. The inclusion of appropriate warranties and undertakings should be considered for inclusion in the contractual arrangements with such an intermediary.

7. PROHIBITION OF SECRET COMMISSIONS

Saferoads prohibits the paying or receiving of secret commissions or payments to any person or entity.

Secret commissions or payments occur where a commission from a third party is taken or solicited without disclosing that commission to their principal. The secret commission is given as an inducement to that person to use their position to influence the conduct of their principal's business. This would include, for instance, making a payment to an employee or agent of a customer / supplier of Saferoads, where that employee or agent does not disclose the payment to the customer / supplier, in return for obtaining a commercial advantage to Saferoads from that customer / supplier.



8. FACILITATION PAYMENTS AND KICKBACKS

The Company does not make, and will not accept, facilitation payments or kickbacks of any kind. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action by a government or company official. They are not commonly paid in Australia but do occur in some other countries where the Company may sell its products.

Kickbacks are typically payments made in return for a business favour or advantage. All Company associates must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by the Company.

If you are asked to make a payment on the Company's behalf, you should always be mindful of what the payment is for and whether the amount requested is an appropriate and justifiable payment for legitimate goods or services properly provided at arm's length.

You should always ask for an invoice and a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your manager.

9. PROHIBITION OF IMPROPER GIFTS AND HOSPITALITY

This policy does not prohibit normal and appropriate hospitality given and received to or from third parties (other than to public officials).

The giving or receipt of gifts is not prohibited, if the following requirements are met:

- a) it complies with local law;
- b) it is given in Saferoads name, not in your name;
- c) it is given openly, not secretly;
- d) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- e) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time; for example, it is customary for small gifts to be given at Christmas time; and
- f) gifts of whatever type or value should not be offered to, or accepted from, government officials or representatives, or politicians or political parties.

The Company understands that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable somewhere may not be somewhere else.

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.

In order to ensure proper implementation of this policy, you are required to notify your manager in writing (via email) of all gifts and hospitality given or received, with a value in excess AUD\$100. All managers to whom notification is provided must maintain a record of all such notifications received by them.

10. YOUR RESPONSIBILITIES

You must ensure that you read, understand and comply with this policy.



ANTI-BRIBERY AND CORRUPTION POLICY

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Company or who are under its control. You should be aware that you may incur criminal liability if you breach this policy. All individuals covered by this Policy are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify the Company in accordance with this policy as soon as possible if you believe or suspect that a conflict with or a breach of this policy has occurred or may occur in the future.

This obligation to notify the Company also arises in circumstances where you believe or suspect that an intermediary is engaging in conduct that is in conflict with or breach of this policy if the conduct had been engaged in directly by the Company, its directors, officers or employees.

The obligation in this policy also includes circumstances where you have been advised of possible misconduct by another person even if you did not observe or experience that conduct yourself.

11. WHAT HAPPENS IF YOU DO NOT FOLLOW THIS POLICY

Any employee who breaches this policy will face disciplinary action, which could result in dismissal.

12. RECORD KEEPING

The Company keeps financial records and has appropriate internal controls in place which will evidence the business reason for making any payments to third parties.

You must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's expenses policy and specifically record the reason for the expenditure, the people involved and their position.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts can go unrecorded to facilitate or conceal improper payments.

13. HOW TO RAISE A CONCERN

Please raise concerns about any issue or suspicion of fraud, bribery or corruption at the earliest possible stage with your manager. These concerns will be heard and retained in strictest confidence in accordance with the Company's policies. Any concerns should be raised through one of the routes set out in the Company's Whistleblower Policy.

14. WHAT TO DO IF A BRIBE IS OFFERED OR A CORRUPT APPROACH IS MADE TO YOU

You must use the same channels of communication as set out in paragraph 13 as soon as possible if you are offered a bribe by a third party, are asked to make one or suspect that may happen in the future.



15. PROTECTION

Individuals who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, may sometimes be concerned about possible repercussions. The Company aims to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offense has taken place or may take place in the future. Detrimental treatment covers dismissal, disciplinary action, threats or other unfavorable treatment connected with raising a concern. For further details refer to the Company's Whistleblower Policy.

16. TRAINING

Training on this policy will form part of the induction process for all new employees.

17. MONITORING AND REVIEW

Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

All employees and Company associates are responsible for the success of this policy and must follow the guidance in this policy to disclose any suspected danger or wrongdoing.

This policy will undergo review from time to time to ensure it remains fit for purpose and reflects any changes in legislation or the way in which the law is being interpreted.

18. WHO IS RESPONSIBLE FOR THIS POLICY

The board of directors of the Company has overall responsibility for ensuring this policy is understood and carried out by all employees and Company associates as part of its general duty to ensure the Company complies with its legal and ethical obligations and that all those under the Company's control comply with it.

The Manager - Supply, Safety and Systems has primary day to day responsibility for implementing this policy and for monitoring its use and effectiveness and dealing with any queries on its interpretation, as well as taking action against employees or company associates if their actions do not comply with this policy. Management at all levels are responsible for ensuring that those reporting to them are made aware of and understand this policy and are given adequate and regular training on this policy.