

CURVEBEAM AI LIMITED

GLOBAL ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1 Introduction

This document is the Global Anti-Bribery and Anti-Corruption Policy of CurveBeam AI Limited and its subsidiaries (together, **CurveBeam AI** or the **Group**).

The Group has a zero tolerance policy to bribery and corrupt practices. Bribery and corrupt practices are illegal under laws of the United States, Australia, the United Kingdom as well as under the laws of many other countries in which the Group operates.¹ Engaging in such activity exposes those involved (directly and indirectly) to the risk of prosecution and liability to substantial fines and imprisonment and could endanger CurveBeam AI's valuable reputation. Furthermore, such practices are contrary to the Group's commitment to conduct its business ethically and for the benefit of the communities we serve.

2 Purpose

The purpose of this policy is to:

- set out the responsibilities of those working for and on behalf of CurveBeam AI to observe and uphold our position on bribery and corruption; and
- provide information and guidance to those working for and on the Group's behalf on how to recognise and deal with bribery and corruption issues.

Compliance with this policy is mandatory for those people to whom it applies. A breach of this policy is a serious matter that may have significant ramifications for anyone involved.

This policy has been adopted by the board of directors of CurveBeam AI. If any Group entity has more specific policies or procedures in relation to the subject matter which apply, the more stringent standard will prevail to the extent of any inconsistency.

3 Application

3.1 *Individuals to whom this policy applies*

This policy applies to:

- all of the Group's directors, officers, agents and employees; and
- each contractor, consultant, agency worker, seconded worker, volunteer, intern, business partner, sponsor and any other person undertaking activities for or on behalf of the Group,

(each an **CurveBeam Personnel**), in each case wherever they are located.

This policy does not form part of the contract of employment of any employee of the Group.

¹ Foreign Corrupt Practice Act 1977 (US), Bribery Act 2010 (UK), *Criminal Code Act 1995* (Cth) (Australia)

3.2 Activities this policy applies to

This policy extends to all business dealings and transactions in all countries which are linked to CurveBeam AI. It governs:

- bribery and corruption (which are strictly prohibited);
- gifts, entertainment and hospitality (which must only be provided in accordance with this policy);
- facilitation payments and political donations (which are strictly prohibited); and
- charitable and other contributions (which must only be provided in accordance with this policy).

3.3 Notifications and approvals – Authorised Persons

In this policy various matters must be reported to, or approved by, Authorised Persons.

Who is an **Authorised Person** for the purposes of this policy will depend on your status as a reader. If you are an employee it means your manager. If you are not an employee, it means your direct point of contact within CurveBeam AI. If you are unsure about who your Authorised Person is please seek clarity before confirming that you have read and understood this policy.

4 Bribery and corruption

4.1 Prohibition

CurveBeam Personnel must not give, offer, promise, accept, request or authorise a bribe or engage in corruption anywhere in the world, whether directly or indirectly.

4.2 Key concepts – what constitutes bribery and corruption

Bribery is the offering, promising, giving, accepting or soliciting of an inducement or reward, or any type of benefit, whether directly or indirectly (including via another person) to a person which:

- is not legitimately due or payable to the person; and
- is intended to influence the person (whether or not that person is exercising or purporting to exercise any official government or other duty) to provide a commercial, contractual, regulatory or personal advantage.

Bribes can take the form of gifts, hospitality, fees, rewards or any other benefits irrespective of their monetary value.

Corruption is the dishonest or fraudulent misuse of a position of power, influence or the terms of a person's employment, in order to gain, directly or indirectly, a benefit by:

- acting or not acting in a certain manner; or
- the misuse of information or knowledge held by the person for a reward,

including creating or using falsified documentation or concealing or destroying documentation.

Bribery and any other form of misconduct can be examples of corruption. A person does not have to be dishonest to offer or receive a bribe or to otherwise seek to influence another person. If you turn a blind eye to conduct that is illegal, or you are wilfully ignorant of warning signs, that may be enough for you to be found criminally liable.

5 Gifts and hospitality

5.1 Prohibitions

All CurveBeam Personnel are prohibited from giving or receiving a gift, entertainment, hospitality or other benefit (including sponsored travel or similar benefits) where doing so might amount, or create the impression of a benefit amounting, to:

- bribery or corruption; or
- an unlawful inducement to purchase, lease, order, or arrange for or recommend the purchasing, leasing, or ordering of any good, facility service, or item supplied by the Group.

The practice of providing gifts and hospitality varies between countries, regions and industries. What may be acceptable and appropriate in one place or industry may not be in another. However, CurveBeam Personnel must comply with this policy wherever they are doing business.

CurveBeam Personnel **must not**, directly or indirectly, **offer or give** any gift, entertainment, hospitality or other benefit:

- which could be regarded as illegal or improper², or which violates the recipient's policies; or
- to any public official(s);³
- to physicians, hospitals or other health care providers (unless approved in writing by the relevant Authorised Person); or
- its value⁴ exceeds A\$300 in Australia, US\$200 in the US, €200 within the European Union or, in any other place, such lesser amount (in any currency) as might reasonably be regarded as excessive in that place, unless approved in writing by the relevant Authorised Person.

CurveBeam Personnel **must not accept or retain**, and must not permit their immediate family to accept or retain, any gift, entertainment, hospitality or other benefit from any third party in connection with the Group if:

- unless approved in writing by the relevant Authorised Person, its value³ might reasonably be regarded as excessive in the place in which it is given or received such that there is a risk that it may be suggested or implied that the giver, or some other person, had an expectation of some benefit or advantage in return, whether directly or indirectly;
- it is in cash (which is strictly prohibited); or

² In the United States, the provision of benefits by a manufacturer of health care equipment or the provider of health care related services (such as the Company) to healthcare providers (such as physicians, hospitals etc) is heavily regulated. See for example: [section 6002 of the Patient Protection and Affordable Care Act](#) 2010 (**Physician Payments Sunshine Act**); Physician Self-Referral Statute (**Stark Law**) [42 USC § 1395nn]; The Federal Anti-Kickback Statute (**AKS**) [42 USC § 1320a-7b(b)]; The False Claims Act (**FCA**) [31 U.S.C. §§ 3729-3733].

³ This term should be interpreted very broadly and includes (but is not limited to) any elected or appointed official, employee or representative of a government (which includes the executive, legislative, administrative, military, or judicial branches of a government; a political party; or a government-owned, government-controlled, or government-funded corporation, institution or charity) at any level or a person or entity purporting to act for or on behalf of a government or any government entity.

⁴ If the value of a gift is not known, please consider what value a reasonable person would place on the gift.

- there is any suggestion that a direct or indirect return favour will be expected or implied or the benefit does not meet the acceptability requirements described below,

and, without limiting the foregoing, all gifts with a value that exceeds A\$300 in Australia, US\$200 in the US, €200 within the European Union or, in any other place, such lesser amount (in any currency) as might reasonably be regarded as excessive in that place, must be reported in writing to the Authorised Person together with all relevant details that may be relevant to an assessment of the appropriateness of the gift, entertainment, hospitality or other benefit.

Even where approved in accordance with this policy, you must exercise caution when offering or accepting a gift, entertainment or hospitality to ensure it does not, and is not perceived to, improperly influence a business outcome. You should always consider the acceptability requirements in section 5.3 below, even for gifts, entertainment, hospitality or other benefits within the financial limits above, or if approved in accordance with section 5.2 below.

5.2 Approval process for gifts and benefits

CurveBeam Personnel seeking approval must consult with their Authorised Person to determine from whom approval must be sought.

Requests for approval must be submitted promptly and with copies of all relevant supporting documents and written approval obtained prior to offering or receiving the benefit. If the offering, receipt or retention of the benefit is not approved (in whole or in part), CurveBeam Personnel must follow any directions from CurveBeam AI in relation to the benefit. Where a benefit has already been received, these directions may include directions to return, account for or otherwise relinquish, the benefit to the extent practicable.

5.3 Acceptable gifts and entertainment

Acceptable gifts, entertainment, hospitality or other benefits should meet the following requirements in order that they are reasonably proportionate to the business relationship or circumstances as between the giver and the recipient:

- **made for the right reason** – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice;
- **no obligation** – it does not place the recipient under any obligation;
- **no expectation** – expectations are not created by the giver or an associate of the giver nor should it have a higher importance attached to it by the giver than the recipient would place on such a transaction;
- **made openly** – if made secretly and undocumented then the purpose will be open to question;
- **reasonable value** – its size is small and in accordance with this policy and general business practice;
- **legal** – it complies with relevant laws; and
- **documented** – the expense or gift is properly documented.

These circumstances are **never** acceptable:

- personal gifts in the form of cash and / or cash equivalent vouchers; or

- making incomplete, false or inaccurate entries in the Group's books and records (e.g. concealing the type of payment made, falsifying the amount).

6 Other payments and contributions

6.1 Facilitation payments prohibited

All CurveBeam Personnel are prohibited from making facilitation payments, regardless of whether they are legal or customary in any country.

Facilitation payments are unofficial payments (often small) made either directly or indirectly to public officials to speed up or secure the performance of a government decision or action that is routine or minor in nature and that would have been made or occurred in the ordinary course.

An example of a facilitation payment is paying an officer of a government agency to speed up the processing of an application for a licence application, work permit, inspection, and connection of utility services or the release of bonded goods. If you are asked to make such a payment, or are suspicious about a payment of this kind, you must speak with the relevant Authorised Person immediately.

If you are asked to pay this type of payment and you fear for the safety or wellbeing of yourself or another if the payment is not made, you must report to the relevant Authorised Person immediately and ideally, before the payment is made. If however, you must make a payment and you are in immediate fear for your safety or wellbeing or that of another, once a payment has been made, you must immediately report the conduct, with full details, to the relevant Authorised Person. This will allow CurveBeam AI to respond to the circumstances.

6.2 Political contributions prohibited

All political donations on behalf of CurveBeam AI, whether in cash or kind, in support of any political parties or candidates are prohibited under this policy, as this can be perceived as an attempt to gain an improper business advantage. This policy does not prohibit personal donations provided that such donations are clearly not affiliated with the Company and there is not a reasonable prospect of such an affiliation being drawn having regard to the circumstances, including the identity of the recipient, the quantum and the means by which the donation was provided.

6.3 Charitable contributions

CurveBeam AI supports the communities in which it operates and will, where appropriate, provide targeted support to various charitable causes either in the form of in-kind services or direct financial contributions. To ensure that the Group's charitable contributions are suitably targeted and appropriate, all donations or other forms of charitable require the prior approval of any two of the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer.

CurveBeam Personnel must be careful to ensure that charitable donations are not used as a scheme to conceal direct or indirect bribery or corruption. If you are asked to consider making or receiving such a donation, you should report the matter to the relevant Authorised Person.

7 Dealings with contractors and other third parties

CurveBeam Personnel should be alert to indications of the existence of, or potential for, bribery and corruption during the engagement of, and ongoing relationships, with contractors and third parties⁵

⁵ Third party means any individual or organisation you come into contact with during the course of your work, and includes actual and potential customers, merchants, suppliers, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

(including customers, suppliers, merchants and advisors). The risk of bribes being paid or received by agents and other third parties is inherently higher, and CurveBeam Personnel should take all reasonable steps to minimise the risk that the actions of a contractor or other third party will adversely affect CurveBeam AI, and report any suspicious behaviour to the relevant Authorised Person.

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Some common red flags you should watch out for when working with contractors and other third parties include:

- vaguely described services and deliverables;
- lack of experience in your sector, or you are in a different line of business;
- transacting with or through a shell company;
- part of the transaction is at the request of a public official;
- large commissions (that may be used as 'slush funds' to bribe public officials);
- high expenses;
- unreasonably high upfront fees;
- urgent payments;
- payments in multiple smaller amounts;
- payments to personal accounts or different accounts without explanation; and/or
- payments to accounts in places other than the location of the third party.

8 Your responsibilities

You must ensure that you read, understand and comply with this policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for or with CurveBeam AI or associated with us. All CurveBeam Personnel are expected to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify the relevant Authorised Person or at least one of (and preferably to each of) the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer as soon as possible if you believe or suspect that a conflict with, or breach of, this policy has occurred, or may occur in the future (see section 10 below). Any CurveBeam Personnel who breach this policy will face disciplinary action, up to and including termination of their employment or engagement.

Remember, the giving or receiving of a bribe does not actually have to take place for an offence to occur – just promising to give a bribe or agreeing to receive a bribe is a criminal offence in many countries.

9 Record-keeping

It is important that the Group keeps financial records and has appropriate internal controls in place to ensure that the business reason for making payments or giving other benefits to third parties can be demonstrated.

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

You must ensure that you report all gifts and hospitality, or attempts to give gifts or hospitality, the receipt of which is prohibited, or which are reportable or require approval, under section 5 of this policy.

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 and must not, under any circumstances, be amended, adjusted, altered, concealed or destroyed in order to hide the true nature or reason for a payment.

10 Reporting and how to raise a concern

CurveBeam AI is committed to ensuring that all CurveBeam Personnel have a safe, reliable and confidential way of reporting any suspicious activity and that those that report such conduct are treated fairly, with respect and are not subjected to any form of harassment, discrimination or victimisation.

All material breaches of this policy should, subject to the qualifications below, be reported to at least one of (and preferably to each of) the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer who must notify the Audit and Risk Committee or the Board.

Similarly, if you have any suspicions of malpractice, or if you are unsure whether a particular matter constitutes bribery or corruption or is otherwise prohibited by this policy, or if you have any other queries or concerns, you should report them to at least one of (and preferably to each of) the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer or the relevant Authorised Person at the earliest possible stage.

If you are not comfortable, for any reason, with speaking directly to the relevant Authorised Person or any of Chief Executive Officer, Chief Financial Officer or Chief Operating Officer or would like to remain anonymous, please refer to CurveBeam's Whistleblower Policy which affords certain protections against discrimination, harassment or other detrimental treatment for making the report. A copy of the Group's Whistleblower Policy is available on CurveBeam AI's website.

11 Training and communication

Training on this policy forms part of the induction process for all new employees. All existing employees will receive periodic training, or at least yearly training, on how to implement and adhere to this policy.

If you are not an employee you will be asked to confirm that you have read and understood this policy, and you agree to follow it, before CurveBeam AI engages with you. If you are already associated with CurveBeam AI you will periodically be asked to renew your commitment to adhere to this policy.

12 Compliance with local laws

Compliance with this policy is mandatory for those to whom it applies.

If any local laws, regulations, codes of conduct or orders where you are doing business impose additional obligations or are more restrictive than this policy, then you must comply with those additional obligations or restrictions in addition to complying with this policy.

13 Responsibility for this policy

The Board of Directors has overall responsibility for ensuring this policy complies with the Group's legal and ethical obligations, and that all those under our control comply with it.

The Chief Executive Officer has primary and day-to-day responsibility for implementing this policy and dealing with any queries on its interpretation, and the Chief Executive Officer, together with the Chief Financial Officer and Chief Operating Officer, are each severally responsible for monitoring its use and effectiveness.

Management at all levels are responsible for ensuring those reporting to them (including contractors and other parties) are made aware of and understand this policy and are given adequate training on it where appropriate.

14 Amendments to this policy

This policy may be amended by resolution of the Board of Directors, from time to time, to ensure that it is operating effectively.

Approved by the Board of Directors of CurveBeam AI Limited.