

Anti-Bribery and Corruption Policy

- This Anti-Bribery and Corruption Policy details the risk and management framework in preventing, detecting and reacting to instances of illegal, unethical, fraudulent or improper activity.
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SUMMARY

Overview

The TPC Consolidated Limited's Anti-Bribery and Corruption Policy enforces zero tolerance to conduct that is contrary to the highest standards of integrity, fairness and ethics. It identifies prohibited activities and payments, the responsibilities of the Company's personnel, and information on how to address such unacceptable behaviours.

The Policy is available to all of the Company's directors and employees. It is aligned to both the Company's values and the Company's director and employee codes of conduct, reinforcing the behaviours required to ensure that the Company maintains its reputation for honesty and integrity.

All staff and Key Management Personnel are required to understand their responsibilities and comply with the spirit and the letter of the Policy at all times. It is important to remember that these internal controls are intended to prevent, deter and remedy any violation of applicable laws and regulations. The Company and our staff are committed to providing services in a manner that is safe, honest and that complies with legal obligations.

SCOPE OF THE POLICY

The TPC Consolidated Limited's Anti-Bribery and Corruption Policy covers:

- Key Management Personnel which includes Directors, permanent employees (both part-time and full-time), contractors and consultants and their associates.

The Company may request copies of a business partner's anti-bribery and corruption policy and related materials. Where the Company identifies an inadequacy or absence of evidence in managing such risks, the Company expects the business partner to comply with this Policy.

PRINCIPLES

- To successfully reinforce a strong commitment to, and in compliance with, relevant legal and ethical obligations; and
- To promote transparency in management approach in order to avoid exposure to potential conflicts of interest.

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Bribery and Corruption

The Company's personnel; Key Management Personnel, permanent employees, contractors, consultants or their associates are prohibited from being involved in bribery and corruption in any form at any time and place.

This means the Company's personnel must not:

- (a) give, offer, promise, request, accept or authorise, directly or indirectly, any improper payment;
- (b) undertake in fraudulent business practices for the benefit of the Company, themselves or another party;
- (c) conduct facilitation payments or secret commissions; and
- (d) engage in money laundering.

Where possible, meetings with public officials, including foreign public officials, should be attended with two or more of the Company's personnel.

No individual will be penalised or discriminated for refusing to partake in conduct that would breach this Policy, even if the consequence of refusal affects the Company's business.

Where a payment is made to protect against immediate danger, actual or perceived, to personal safety or liberty, it must be reported at the first opportunity to Key Management Personnel and the Company Secretary.

Third Party Relationships

The Company must implement reasonable internal controls to ensure that the contracted third parties; business partners, meet the requirements of this Policy. This includes but is not limited to:

- (a) formally communicating the Company's policies;
- (b) undertaking due diligence on the background, association and reputation;
- (c) making clear distinctions between the interests of the Company and third parties to avoid exposure to possible conflicts of interest; and
- (d) incorporating appropriate clauses in contracts and oversight on third party activities.

The Company's procurement processes ensure any third party is deemed as complying with the Company's policies and is engaged with appropriate monitoring. Payments and fees to third parties are commensurate, appropriate and at commercial arm's length.

Gifts and Hospitality

The Company's personnel; Key Management Personnel, permanent employees, contractors, consultants or their associates are prohibited from giving or receiving gifts or hospitality in circumstances that may be regarded in contrary to this Policy.

This means circumstances where it may:

- (a) give rise to obligations; undue or improper influence on relationships or decisions relating to the Company;
- (b) compromise the personal judgement or judgement of others;
- (c) exceed common courtesy, value, in business practice, be illegal or immoral; and
- (d) conflict with the Company's values, relationships and reputation.

Gifts and hospitality with a value of AUD \$400 per person must not be offered, given or accepted by the Company's personnel without the prior reporting to the Key Management Personnel and approval of a Director.

Political and Charitable Donations and Sponsorships

The Company does not make political donations to political parties or to any individual in, or seeking to obtain, political office.

The Company's personnel are allowed to attend functions or events organised by a political party that require financial contribution or payment only if the event is relevant to the Company's activities and that the amount payable is not disproportionate to the value of the event. Attendance at such events requires approval from Key Management Personnel.

The Company's personnel must not make or offer charitable contribution, donation or sponsorship on behalf of the Company without approval from the CEO or a Director. Such approval can only be given if the donation is legal and ethical under relevant laws and regulations.

Record Keeping

The Company must keep accurate and complete accounts of all expenses incurred by the Company's personnel, including all gifts and hospitality, which are maintained in accordance with generally accepted accounting principles. No accounts may be treated in a way that distorts or disguises the true nature of records as to hide potential breaches of this Policy or other Company policies.

How to Raise a Concern

The Company's personnel have the responsibility of being alert to activities that may breach this Policy. If an individual suspects or knows of a breach, they are required to report the matter in accordance with TPC Consolidated Limited's Whistleblower Policy.

Compliance

Breach of this Policy by any of the Company's personnel will be regarded as serious misconduct. Disciplinary action may include termination of employment. Breaching this Policy may also breach applicable anti-corruption laws and expose the individual to civil or criminal legal liabilities that could result in substantial fines and imprisonment.