

ANTI-BRIBERY AND CORRUPTION POLICY

**EDU Holdings Limited
ACN 108 962 152**

Adopted on 25 February 2022

ANTI-BRIBERY AND CORRUPTION POLICY

1 INTRODUCTION AND PURPOSE

1.1 Introduction

EDU Holdings Limited ACN 108 962 152 (the **Company**) and its subsidiaries (collectively, **Group**) has zero tolerance for bribery and corruption in any form and acknowledges that, in addition to being unethical and harmful to the reputation of the Company, there are severe criminal and civil penalties applying to those involved in bribery and corruption. It is the policy of the Company to conduct its business with complete integrity, and in a manner that applies the highest ethical standards and is in compliance with the letter and the spirit of all relevant laws, including all relevant anti-bribery and corruption laws.

1.2 Purpose

The purpose of this Policy is to:

- (a) set out the responsibilities of the Company and its personnel in observing and upholding the Company's position on bribery, corruption and related improper conduct;
- (b) provide information and guidance on how to recognise, deal with and report instances of bribery and corruption;
- (c) establish a process for the reporting of any instances of bribery, corruption or material breaches of this Policy and ensure that any such reports are dealt with appropriately; and
- (d) ensure compliance with applicable anti-bribery and corruption legislation and regulations, and with the ASX Corporate Governance Principles and Recommendations.

1.3 Relevant documents

This Policy should be read together with the Company's other policies, including the Code of Conduct and the Whistleblower Policy.

2 DEFINITIONS

In this Policy, unless the context otherwise requires:

Agent means contractors, sub-contractors, suppliers, consultants, agents, intermediaries, finders, brokers, advisors and any other third parties performing services for, or on behalf of, the Company.

Benefit includes any advantage and is not limited to property. It can include (but is not limited to) cash, vouchers, Gifts to family members, loans, personal or other favours, entertainment, meals and travel, political and charitable contributions, sponsorships, job opportunities, medical care, services, loans and loan guarantees, transportation, the payment or reimbursement of debts, preferential treatment in the provision of, or preferential access to, business opportunities, goods or services.

Bribe or Bribery means to provide, promise, offer or cause a Benefit to be provided to another person, either directly or indirectly, with the intention of influencing that person to obtain or retain a Benefit or business advantage that is not legitimately due. For the purpose of determining if a Benefit or business advantage is legitimately due, these circumstances should be disregarded: the fact that the

Benefit or business advantage may be (or be perceived to be) customary, the value of the Benefit or business advantage and official tolerance of the Benefit or business advantage.

Company means EDU Holdings Limited ACN 108 962 152 and any direct and indirect subsidiaries, affiliates and joint ventures.

Facilitation Payment means unofficial payments of small sums to induce a Public Official to facilitate the performance of their government functions, such as issuing licences or permits to obtain routine services.

Gift(s) means free or heavily discounted items, money or other intangible Benefits offered in relation to work activities. Examples include, but are not limited to, a gift basket, wine, tickets to a sporting event or concert, or any other item of value.

Government Body means: (i) a national (domestic or foreign) government, political subdivision thereof or local jurisdiction therein; (ii) an instrumentality, board, commission, court or agency, whether civilian or military, of any of the above, however constituted; (iii) a government-owned/government-controlled association, organization, business or enterprise (for example a state-owned bank); (iv) or a political party.

Personnel means all employees, officer, Directors and any Agents providing services or acting for, or representing, the Company, in all their dealings in connection with the Company including (but not limited to) interactions with customers, retailers, local authorities, Government Bodies, Public Officials, subcontractors or service providers.

Hospitality means any form of entertainment including meals, drinks, sporting events, movie or theatre visits and hotel accommodation and includes any travel associated with that hospitality.

Policy means this Anti-Bribery and Corruption Policy.

Public Official means employees or officers of a Government Body including individuals who perform work under contract for a Government Body or hold or perform the duties of an appointment, office or position of a Government Body. This includes employees or officers of government owned or controlled enterprises such as public institutions and state-owned enterprises. Examples of Public Officials include, without limitation, members of judiciary and politicians at any level of government, employees of financial regulators, employees of state-owned banks.

Secret Commission(s) means a situation where an Agent, or someone acting in a fiduciary capacity, accepts a commission or other unauthorised payment or Benefit from a third party, without the consent or knowledge of their principal, for services rendered or other benefits provided, which are connected with the relationship between the Agent/fiduciary and their principal.

3 WHO DOES THIS POLICY APPLY TO?

This Policy must be strictly complied with by all Personnel. All individuals, regardless of their position, are responsible for their own behaviour and the consequences of their actions and decisions. Personnel engaging in prohibited conduct may be liable for disciplinary or administrative action, and in some cases, legal proceedings and investigations by the relevant government authorities.

4 SUMMARY OF PROHIBITED CONDUCT

Personnel must not, either directly or indirectly:

- (a) offer, promise, give, solicit or accept any Bribe or Facilitation Payments (section 5);
- (b) offer or provide Gifts, Hospitality or any other Benefit to Public Officials without prior written approval of the Company's senior management, or provide/receive any Gifts or Hospitality which do not comply with the Gifts and Hospitality guidelines (section 6) and the Company's Travel and Expenses Policy;
- (c) make any political or charitable donations on behalf of the Company which are or could be perceived to be a Bribe or contrary to this Policy (section 7);
- (d) engage with or deal with Agents acting for or representing the Company in a manner contrary to this Policy (section 8). This includes the prohibition of offering or giving Secret Commissions to those acting in an agency or fiduciary capacity;
- (e) falsify any books, records or accounts relating to the Company (section 10); or
- (f) cause, authorise or wilfully ignore any conduct that is believed or suspected to be contrary to this Policy or any anti-corruption laws, or to aid or abet such conduct. Any notice of such conduct or suspected conduct must be immediately reported (section 11).

There are serious criminal and penalties that may be incurred, and significant reputational damage that may be done, if the Company or any of its Personnel are involved in Bribery or corruption.

If there is any doubt about whether a particular conduct may violate this Policy, or if there are any questions about the application of the Policy, you should contact your manager for clarification.

5 BRIBES AND FACILITATION PAYMENTS

It is prohibited to promise, offer, provide (or cause to be provided) any Bribe or Facilitation Payment, whether directly or indirectly, with the intention of securing business or a commercial advantage for the Company.

This prohibition applies to dealings with private and public businesses and individuals, as well as Public Officials.

Laws in relation to Bribery of Public Officials are especially strict. Consequently, dealings with Public Officials are particularly high risk, and extra care must be taken when dealing with Public Officials. Any Benefits (including Hospitality or Gifts) offered or provided to a Public Official must be in compliance with this Policy, and can only be made with prior written approval from the Company's senior management (for further details see section 6.3 below).

There will be no penalty or adverse consequences for refusing to pay a Bribe or Facilitation Payment, even if it may result in the Company losing business.

6 GIFTS AND HOSPITALITY

6.1 Guidelines for accepting gifts and hospitality

Gifts and Hospitality offered by Directors, officers or employees for the purpose of establishing and strengthening business relationships are acceptable from a commercial perspective. This Policy does not prohibit Gifts and Hospitality being offered, given or accepted in good faith provided that:

- (a) it is not made/received in explicit or implicit exchange for favours or Benefits;
- (b) it complies with all relevant local laws;
- (c) it is given in the Company's name, not in the names of the Director/employee;
- (d) it does not include cash or a cash equivalent (e.g., cash cards, shopping gift cards, jewellery, etc.);
- (e) it is given or received openly, not secretly, and does not give rise to a perceived, potential or actual conflict of interest;
- (f) it could not be perceived as bringing the Company into disrepute;
- (g) a Director, officer or employee must be present for any Hospitality provided;
- (h) it is not given within three months prior to, or after, the completion of a competitive bid, tender exercise, contract negotiation or the like with the recipient;
- (i) it is not received by or given to the same person more than four (4) times a year. Approval from the Company's senior management is required to exceed this limit; and
- (j) it is not given to a family member or extended family member of the person giving the Gift or Hospitality (e.g., a spouse, partner, child, grandparent, parent, sibling, uncle, aunt, nephew, niece, grandchildren, first cousin; the spouse of any of the foregoing people; or, any other individuals who share the same household as you), unless approved by the Company's senior management in writing.

However, it becomes a criminal offence when such Gifts and Hospitality are offered in order to influence the other party to obtain a Benefit. Agents are prohibited from offering any Gifts or Hospitality in connection with their services for, or on behalf of, the Company.

6.2 Gifts and Hospitality to Non-Public Officials

The financial thresholds and approval guidelines for giving and receiving Gifts and Hospitality to and from Non-Public Officials are as follows:

- (a) Gifts valued at AUD\$250 or less may be received or given provided that the guidelines at section 6.1 are met;
- (b) Gifts valued at AUD\$250 or more may only be received or given with the written approval of the Company's senior management, provided that the guidelines at section 6.1 are met;

- (c) Hospitality valued at AUD\$500 or less may be received or given provided that the guidelines at section 6.1 are met;
- (d) Hospitality valued at AUD\$500 or more may be received or given with the written approval of the Company's senior management, provided that the guidelines at section 6.1 are met; and
- (e) Gifts and/or Hospitality with a combined total value of more than AUD \$1,000 per year from or to the same person or entity is not permitted, unless prior written approval from the Company's senior management is obtained to exceed this limit.

A request for written approval must be made in writing by completing and submitting the Gifts Hospitality & Donations Approval Form in Appendix B.

6.3 Gifts and Hospitality to Public Officials

Gifts and Hospitality provided to Public Officials attract additional risks for the Company. Written approval from Company's senior management must be obtained before giving Gifts or Hospitality of any value to a Public Official. Prior approval should be requested by completing the Gifts, Hospitality & Donations Approval Form provided in Appendix B. Pre-approvals must take into account any relevant local prohibitions or governmental policies against the receipt of Gifts or Hospitality by Public Officials.

All offers and acceptances of Gifts and Hospitality (to both Public Official and non-Public Officials) should be recorded in the Gifts and Hospitality Register and each entry must indicate whether the Gift or Hospitality was accepted or declined. Promotional items of a nominal value such as pens, drink bottles etc are exempt.

7 CHARITABLE AND POLITICAL DONATIONS

7.1 Charitable Donations

Charitable donations can be used as a form of Bribe. Therefore, charitable donations must not be made, offered or promised on behalf of the Company, without prior written approval from the Company's senior management by completing and submitting the Gifts, Hospitality & Donations Approval Form at Appendix B, and anti-bribery and corruption due diligence must be conducted on the recipient of the donation.

All charitable donations must:

- (a) be made only to not-for-profit organisations;
- (b) be accurately recorded in the Company's records;
- (c) be tax-deductible; and
- (d) not be made in cash or to private accounts.

All approvals in relation to charitable donations, along with the relevant details of the donations, must be recorded in the donations register.

Personnel are permitted to make charitable donations in their personal capacity so long as they are not made in order to obtain or retain any business or business advantage.

7.2 Political Donations

Any financial or other support or assistance to, including a Gift made to or for the benefit of, political parties, political campaigns, individual politicians, government departments or administrative bodies on behalf of the Company can only be made with the prior written approval from the Company's senior management by completing the Gifts, Hospitality & Donations Form at Appendix B, and if the necessary limits on amounts and disclosure requirements are complied with.

A political donation includes payments such as memberships, entry fees and tables purchased at political fundraising events.

8 ENGAGING AGENTS

The Company could potentially become criminally liable and suffer damage to its reputation as a result of an act of Bribery by its Agents, regardless of whether or not the Company approved, or even had knowledge of, the Bribery. All Agents engaged by the Company must act with complete integrity and undertake their business without Bribery when providing services for or on behalf of the Company.

Any employee, Director or officer that deals with Agents is responsible for taking reasonable precautions to ensure that those Agents are ethical in their conduct of business and compliant with this Policy.

It is important for the Company to ensure that there is a clear business rationale for engaging an Agent and that a fulsome anti-bribery and corruption due diligence review of each Agent is undertaken prior to any engagement.

Payments to Agents may only be made upon the presentation of a valid invoice or statement that evidences the services were provided. Any commissions or service fees made to Agents should be comparable to the prevailing market rates for similar services and must be made by bank transfer into an account in the name of the Agent. All contracts with Agents must include anti-bribery clauses requiring the Agent to comply with all relevant anti-bribery legislation, to disclose any connections to Public Officials and Government Bodies, and to provide audit rights.

The offering or giving of Secret Commissions is prohibited. Likewise, the receipt of any Secret Commissions is also prohibited.

If there are any concerns or red flags about the conduct of Agents in their business dealings which may be contrary to this Policy, such concerns must be reported to the Company's senior management prior to proceeding or continuing with the engagement to ensure compliance with the applicable anti-bribery and corruption laws.

Some examples of red flags could include:

- (a) unusual or excessive payment requests, including upfront payments, suspicious commissions or payments into separate accounts in a country foreign to the nationality or business of that third party;
- (b) reluctance or refusal by that Agent to disclose the company's beneficial owners, partners or principals, or respond to anti-bribery due diligence questions;

- (c) the Agent has little experience in the industry but "*knows the right people*"; or
- (d) the Agent is, or is affiliated to, a Government Body or Public Official.

Upon receiving a report, the Company shall conduct relevant investigations and may suspend further payments to the Agent pending the outcome of that investigation.

9 PERSONAL SAFETY EXCEPTION

A person will not be in breach of this Policy if a payment or Benefit is provided to a Public Official or another party, due to an imminent risk of serious physical harm.

Where a payment or Benefit is provided under such circumstances, that person must promptly report the payment or Benefit made to the Company's senior management and set out the full circumstances of that payment (including the value of the payment, the recipient and the nature of the threat).

10 COMPLIANCE AND REPORTING

10.1 Compliance and disclosure

Personnel must read, understand and comply with this Policy and they will be required to ensure they avoid any actions that may lead to or suggest a violation of this Policy.

Personnel must complete and sign the Policy Acknowledgment and Commitment Statement when they first receive this Policy (provided in Appendix A), which confirms their commitment to comply with this Policy.

Given the stringent anti-bribery and corruption laws in respect of dealing with Public Officials, employees, Directors and officers must disclose in writing to the Company's senior management whether they, or any of their family members up to a second degree (which includes a spouse or companion, children or step-children, grandchildren, parents, grandparents, siblings and half siblings, uncles, aunts, nephews, and nieces) are current or former Public Officials.

10.2 Training

The Company will also offer periodic compliance training to ensure that all Personnel are up-to-date on their obligations under the Policy and the relevant anti-corruption laws. All Personnel must participate in such training whenever they are requested to attend. Such training will include, but is not limited to, the following:

- (a) the obligations of employees, Directors and officers under this Policy;
- (b) how to recognise Bribery and corruption; and
- (c) how to effectively deal with and report Bribery, corruption or other breaches of this Policy.

11 REPORTING

Personnel that become aware of or suspect that the Policy has been breached by any person acting for or representing the Company, must report the known or suspected breach to the Company's senior management and include the basis for their suspicion and/or knowledge. Reports may be

made confidentially and on an anonymous basis. Please refer to the Company's Whistleblower Policy for more details.

Personnel in breach of this Policy or who fail to report known or suspected breaches of the Policy will face disciplinary action, which may result in dismissal for misconduct. Personnel in breach of this Policy may also face legal proceedings and be subject to investigations by the relevant government authorities.

The Board will be informed of any material breaches under this Policy.

12 REVIEW OF POLICY

This policy will be reviewed periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

13 MATERIAL REVISIONS

VERSION	APPROVAL DATE	EFFECTIVE DATE	DETAILS
1.0	23 February 2022	25 February 2022	Policy approved by the Board.

APPENDIX A

POLICY ACKNOWLEDGEMENT AND COMMITMENT STATEMENT FOR ALL EMPLOYEES, DIRECTORS AND OFFICERS

I acknowledge that I have received my personal copy of the Anti-Bribery and Corruption Policy (the "**Policy**"). I understand that I am responsible for knowing, understanding and adhering to the standards and requirements of the Policy and that a violation would constitute a disciplinary offence that could result in a penalty, which may include termination of my contract of employment.

In particular, I acknowledge and affirm that in all of my work for and activities on behalf of the Company:

- (a) I will comply with all anti-bribery and corruption laws, the Policy, and the Gifts and Hospitality guidelines;
- (b) I will maintain accurate books and records in relation to the Company's business;
- (c) I will be vigilant in identifying any violations of the Policy. When I have a concern about a possible violation of the Policy, I will report the concern to the Company's senior management according to the procedures described in section 11 of the Policy and will participate in any investigation in relation to such report or any other aspect of the Policy or related laws; and
- (d) I understand my obligation to disclose any connections to current/former Public Officials/Government Bodies set forth in section 11 of the Policy, and I confirm that I do not have any such connections to Public Officials/Government Bodies other than those disclosed below.

Disclosure of Connections to Public Officials/Government Bodies:

Signature _____
Print Name _____
Position / Company _____
Date _____

APPENDIX B

GIFTS, HOSPITALITY AND DONATIONS APPROVAL FORM

(A) Background		
Name of Applicant:		Position/Department:
Reporting Item (please select as appropriate):		
Gift <input type="checkbox"/>	Hospitality <input type="checkbox"/>	Political Donation <input type="checkbox"/>
Charitable Donations <input type="checkbox"/>	Sponsorship/Community Project(s) <input type="checkbox"/>	
Given or Received		
Given <input type="checkbox"/>	Received <input type="checkbox"/>	
(B) Details of the reporting item		
Details of giver or recipient:		
Name of individual:		
Position:		
Name of Organization:		
(Proposed) Date offered:		
Business purpose / justification:		
Value (Recommended Retail Price):		
Nature and value of other Gifts, Hospitality, donations and sponsorship to/from the same individual and / or organization during the current financial year (as known):		
Are you aware of any current, proposed or anticipated business between the Company and the giver/recipient?	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
Details:		
(C) Public Officials		
Is the giver/recipient a Public Official?	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
Details:		
<i>(only complete this question if the reporting item concerns a Public Official)</i>	No <input type="checkbox"/>	Yes <input type="checkbox"/> <i>(please provide details below)</i>
Does the Public Official have authority to award contracts to, approve licenses and / or examine or regulate the Company?		
Details:		
(D) Supporting Documents		
Invoice(s) / Receipt(s) / <input type="checkbox"/> Proof of Payment	Other: _____ <input type="checkbox"/>	
(E) Declaration		
<input type="checkbox"/> I confirm that, to the best of my knowledge, the above details are complete and correct and that I shall notify my Supervisor of any additions and/or changes in the information provided at such times that these may arise immediately.		
Name and signature of Applicant: _____		
Name, capacity and signature of Approver/s: _____		
If not approved , please provide reasons: _____		