Anti-Bribery and Corruption Policy

Policy Owner: ReFresh OS Pty Ltd **Effective Date:** 22 May 2026

Purpose

ReFresh OS Pty Ltd has a zero-tolerance position on bribery and corruption in any form. This policy describes the conduct that is prohibited, the legal framework that applies, the handling of gifts, hospitality, charitable contributions, political donations, and facilitation payments, and the way in which risks are identified and concerns are reported. This policy, together with the controls referenced under "Third-party due diligence", is intended to constitute "adequate procedures" for the purposes of the corporate offence of failing to prevent foreign bribery under the *Combatting Foreign Bribery Act 2024* (Cth).

Scope

This policy applies to:

- All directors and officers
- All employees, contractors and consultants
- All agents, distributors, business partners and intermediaries acting on ReFresh's behalf
- Any entity in which ReFresh has a controlling interest

It applies in every country in which ReFresh does business.

General requirements

ReFresh shall comply with all applicable anti-bribery and anti-corruption laws and shall maintain proportionate, risk-based controls to identify and prevent bribery and corruption in its operations and across its third-party relationships. Personnel must not, directly or indirectly, offer, give, promise, authorise, solicit, receive or accept anything of value with the intent to induce or reward improper performance, and must not permit a third party to do so on ReFresh's behalf.

What is prohibited

Personnel must not, directly or indirectly:

- Offer, give, promise or authorise any **bribe** — anything of value intended to induce or reward improper performance — to any person, including any **foreign public official**
- Solicit, receive, accept or agree to receive a bribe
- Make a **facilitation payment** (a small payment to a government official to secure or expedite a routine action) — these are illegal under Australian law and prohibited by this policy without exception
- Engage in **kickbacks** — secret payments made in exchange for awards, contracts or favourable treatment
- Engage in **commercial bribery** — improperly inducing a private-sector counterparty
- Engage in any form of fraud, money laundering or false accounting connected to bribery
- Permit or instruct a third party (agent, distributor, consultant, business partner) to do any of the above on ReFresh's behalf

Bribery risk in ReFresh's business

ReFresh sells B2B SaaS, primarily to private-sector enterprises in Australia and to government-adjacent entities including superannuation trustees, professional services firms, listed companies and not-for-profits. ReFresh is generally a low-risk business for bribery, but specific risks include:

- Sales engagements with state superannuation trustees and government agencies where procurement decisions involve public officials
- Hospitality or gifts offered to influence procurement decisions
- Use of channel partners, resellers or referral agents
- Speaker fees, conference sponsorships, advisory engagements with industry figures who also have customer-side influence
- Charitable contributions or sponsorships nominated by counterparties

Each engagement assessed as high-risk must include a documented bribery-risk consideration and mitigation plan, signed off by the CEO.

Gifts, hospitality and entertainment

Gifts and hospitality are governed by the Conflict of Interest Policy. In summary:

Action	Status
Standard business meals at meetings	Permitted
Branded items < AUD 50	Permitted
Cumulative gifts/hospitality > AUD 250/year from one provider	**Must be declared**
Cash, cash equivalents, gift cards, vouchers, cryptocurrency	**Prohibited** to give or receive
Personal travel/accommodation/entertainment paid by counterparty	**Prohibited** to accept
Gifts or hospitality to public officials in any value	**Prohibited** without prior CEO approval and (if applicable) the official's own ethics-approval evidence
Gifts or hospitality offered around a specific transaction or decision	**Prohibited**

When in doubt, decline.

Charitable contributions

Charitable contributions made by or on behalf of ReFresh shall be:

- Made only to registered charities (DGR status in Australia, or equivalent)
- Not made at the suggestion or request of a customer, prospect or public official with whom ReFresh has a pending decision
- Approved in advance by the CEO
- Recorded in the charitable contributions log maintained by Finance

Political donations

ReFresh **does not make political donations** of any kind, in any country. This includes:

- Direct donations to political parties, candidates or campaigns
- Indirect support via in-kind services, secondments, or organisation of fundraising events
- Sponsorship of partisan political conferences or causes

Staff are free to make personal political contributions in their own time with their own funds, provided they are not represented as being from ReFresh and do not use ReFresh resources.

Sponsorship and event support

Sponsorships of industry conferences, customer events, and similar are permitted where:

- The arrangement is documented with a written sponsorship agreement
- The value received is proportionate to the contribution
- The arrangement is not conditional on, or contemporaneous with, a specific procurement decision
- CEO approval is in place for sponsorships above AUD 25,000

Third-party due diligence

Before engaging any third party who will act on ReFresh's behalf in a sales, advocacy, or government-facing capacity, ReFresh shall conduct proportionate due diligence:

- Identity and ownership check
- Sanctions and PEP (Politically Exposed Person) screening
- Adverse-media check
- Confirmation of anti-bribery program and standards
- Written contractual commitment to comply with this policy, with audit rights and termination-for-breach
- Periodic re-review (annually for high-risk relationships)

Books and records

ReFresh's books and records (financial and operational) shall accurately reflect every transaction. No "off the books", undisclosed, or improperly described entries are permitted. Falsification of records to conceal or facilitate prohibited conduct is itself a serious breach.

Acquisition due diligence

Before any acquisition, joint venture or significant new business relationship, ReFresh shall assess bribery and corruption risk and shall include anti-bribery representations and warranties in the transaction documentation.

Training

All staff shall complete Anti-Bribery and Corruption training:

- On induction
- Annually thereafter
- Enhanced training for sales, business development, finance, and leadership annually
- Targeted training for any role with significant exposure to public officials or high-risk jurisdictions

Investigation and remediation

Reports of suspected bribery or corruption shall be investigated promptly by a person independent of those implicated. Where conduct is substantiated:

- Personnel involved face disciplinary action up to and including termination
- Funds or benefits obtained may be recovered

- Self-reporting to relevant authorities is considered where required by law or appropriate as a matter of policy
- Controls are reviewed to prevent recurrence

Retaliation against a person who reports a concern in good faith is itself a breach of this policy and may be a criminal offence under whistleblower protection laws.

Roles and responsibilities

Role	Responsible Team Member	Responsibility
Designated Anti-Bribery and Corruption Officer	CEO	Owns this policy and the anti-bribery program; approves high-risk engagements; receives and acts on reports; reports annually to the Board
Board	Board of Directors	Oversight; receives annual program report
Third-party due diligence	CEO (with Finance support)	Conducts third-party due diligence and re-reviews
Books and records	Head of Operations	Ensures complete and accurate books and records
All staff	All within-scope persons	Comply with this policy; report concerns promptly

Enforcement

The CEO is responsible for the enforcement of this policy. Employees who may have questions should contact the CEO directly, or the Chair of the Board where the CEO is implicated.

Disciplinary action

Failure to comply with this policy may result in disciplinary action, including, but not limited to, termination.

Reporting

Any person within scope who is offered or asked to give a bribe, suspects a bribery or corruption issue at ReFresh or in a counterparty, or observes conduct that may breach this policy must report it promptly to incidents@refresh.tech, to their direct manager, to the CEO, to the Chair of the Board (if the CEO is implicated), or via the Whistleblower Policy channels (anonymous reporting available). Where appropriate, reports may be made directly to law enforcement (AFP, state police) or to ASIC.

Reports made in good faith attract the protections of the Whistleblower Policy and the *Corporations Act 2001* whistleblower provisions.

Applicable laws, regulations and standards

- *Criminal Code Act 1995* (Cth) Division 70 (foreign bribery), Division 141 (domestic bribery)
- *Combatting Foreign Bribery Act 2024* (Cth) — corporate offence of failing to prevent foreign bribery (ReFresh maintains "adequate procedures" as a defence)
- *Corporations Act 2001* (Cth)
- State and territory Crime Acts (Australia)
- *Bribery Act 2010* (UK), including the corporate offence of failing to prevent bribery (s.7), where applicable to operations or persons

- *Foreign Corrupt Practices Act 1977* (US FCPA), where applicable
- OECD Anti-Bribery Convention
- Local anti-bribery and anti-corruption laws in every other jurisdiction in which ReFresh operates
- SOC 2 Common Criteria

Version history

Version	Date	Description	Author	Approver
1.0	22 May 2026	Initial policy	Taylor Laing	Harrison Kennedy