

Anti-Bribery and Corruption

Policy

June 2025

PLS-POL-BM-010

1 INTRODUCTION AND PURPOSE

PLS Group Limited (**Company**) and its subsidiaries (**PLS, the Group**) are committed to conducting business in line with the Group's values, conducting itself with integrity, honesty and fairness in all business practices. It is the Group's policy to conduct its business observing the rule and spirit of the legal and regulatory environment in which the Group operates, including in relation to bribery and corruption.

The Group takes a zero-tolerance approach to bribery and corruption.

The purpose of this Anti-Bribery and Corruption Policy (**Policy**) is to:

- a) set out the responsibilities of Group Personnel, including their dealings with and through Associates;
- b) provide information and guidance to Group Personnel on how to comply with their obligations under bribery and corruption laws; and
- c) set out policies, procedures and guidelines for Group Personnel in relation to gifts, hospitality and charitable donations.

2 WHO DOES THIS ANTI-BRIBERY AND CORRUPTION POLICY APPLY TO?

This Policy applies globally to:

- a) all directors, officers and employees of the Group (**Workers**); and
- b) agents, suppliers, contractors, business partners and any other party acting for, performing services on behalf of, or representing any of the Group (**Associates**),

(collectively, **Group Personnel**).

3 WHAT IS EXPECTED OF ME?

All Group Personnel must:

- a) perform and work with honesty and integrity and comply with all applicable Anti-Bribery and Corruption Laws at all times;
- b) read, understand and comply with this Policy at all times and attend all required training;
- c) if you are a Worker, make Associates you directly liaise with aware of this Policy and the requirement that they must comply with it before entering into a contract with them; and
- d) notify your supervisor and the Group Manager – Risk and Compliance, immediately if you believe, or suspect, that a breach of this Policy has occurred, or may occur in the future. The Group Manager – Risk and Compliance will determine appropriate next steps, which may include notifying the General Counsel, the Managing Director and CEO, or the Board.

4 WHAT IS CONSIDERED BRIBERY OR CORRUPTION?

Anti-Bribery and Corruption Laws include:

- a) the Criminal Code Act 1995 (Cth) in relation to Australian members of the Group and Group Personnel and any conduct committed inside Australia;
- b) any other applicable anti-corruption or bribery laws of the Commonwealth of Australia or any State or Territory of Australia (including any applicable common law, law or equity, any written law, statute, regulation or other instrument made under statute or by any government agency) in relation to Australian members of the Group and Group Personnel and any conduct committed inside Australia; and
- c) any anti-corruption or bribery laws of a country other than Australia which applies to any member of the Group or Group Personnel operating on its behalf.

Bribe means the act of directly or indirectly offering, promising, authorising, giving, asking for or accepting a benefit with the intention of influencing a person in order to obtain or retain business, a business advantage

or personal advantage. A Bribe includes inducements and rewards for actions or inactions which are illegal, unethical or a breach of trust.

The benefit, inducement or reward can be anything of value and is not limited to cash or money. It could be:

- a) the offer or receipt of travel, gifts or hospitality;
- b) the offer or receipt of any kickback, loan, fee or other advantage; or
- c) the giving of aid, donations or voting, designed to exert improper influence.

It is irrelevant whether a Bribe is accepted or ultimately paid. It is also irrelevant whether a business or personal advantage is in fact obtained.

A Bribe may be designed to influence private individuals, or government individuals or candidates for public office to act dishonestly in the performance or discharge of their duties. For the purposes of this Policy, whether a Bribe occurs in the public or private sector is irrelevant.

Corruption is the misuse of office or power or influence for personal gain. Related forms of corruption include extortion and fraud.

Facilitation Payments are typically minor payments to public officials, either directly or indirectly, to expedite or secure the performance of routine government action (e.g. to facilitate the expedition of applications for visas or licences).

5 PROHIBITIONS

Group Personnel must not:

- a) Bribe;
- b) engage in any form of Corruption;
- c) make Facilitation Payments;
- d) threaten or retaliate against another person who has refused to Bribe, engage in Corruption or make Facilitation Payments or who has raised concerns under this Policy; or
- e) engage in any activity that might lead to a breach of this Policy.

6 CAN I MAKE DONATIONS?

Group Personnel must not make, on any member of the Group's behalf, any direct or indirect contribution to any political party, organisation or individual engaged in politics as a way of obtaining an improper business or personal advantage.

The Group may make charitable donations that are legal and ethical under local laws and practices. A charitable donation may only be offered or made on behalf of any member of the Group with the prior approval of the Managing Director and CEO.

7 GIFTS AND HOSPITALITY

Strict compliance with this Policy is expected from all Group Personnel. The giving or receipt of gifts is not prohibited, if the following requirements are met:

- a) it is not made with the intention of influencing a person in order to obtain or retain business, a business advantage or personal advantage, or to reward the provision or retention of business, a business advantage, or personal advantage, or in explicit or implicit exchange for favours or benefits;
- b) it complies with local law;
- c) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- d) it is appropriate in the circumstances; for example, in Australia small gifts are often given at Christmas time;

- e) taking into account the reason for the gift, it is of an appropriate type (cash, drugs or other controlled substances should not be given) and monetary value (excessive or expensive gifts should not be given) and given at an appropriate time (gifts should not be given during contract negotiations or the making of important business decisions);
- f) it is given openly, not secretly; and
- g) the gift is not offered to, or accepted from, foreign public officials or local government officials or representatives, or politicians or political parties, or candidates for public office, or a person who holds or performs the duties of an appointment created by custom or convention, or who otherwise act in an official capacity (including, some First Nations leaders who are authorised and empowered to act on behalf of the relevant group).

The Company will retain a Gifts and Hospitality register, and all Workers are expected to declare all gifts and hospitality taken or given that is over AUD\$100 of commensurate value. Declarations should be made in advance, or as soon as reasonably practical by submitting a Gift and Hospitality Declaration Form.

Hospitality refers to the provision of meals, beverages, entertainment, accommodation, travel, or other forms of social engagement offered to a director or employee of the Company in connection with their official role. Typical examples may include, but not be limited to:

- invitations to business lunches or dinners
- attendance at corporate events, conferences, or sporting events
- travel or accommodation paid by a third party
- entertainment such as concerts, theatre, or recreational activities

The Gifts and Hospitality register will be reviewed on a regular basis and reported on accordingly.

8 TRAINING

Induction training on this Policy will be provided to all new Workers and all Workers will receive training or reminders on this Policy on at least an annual basis.

Group Personnel who are unclear about the operation of this Policy or its application to a particular situation should contact the Group Manager – Risk and Compliance, or in their absence, the Company Secretary or the General Counsel.

9 CONSEQUENCES OF BREACH

Any breach of this Policy will be regarded as a serious matter and may result in, for Workers, disciplinary action, including termination, or for Associates, action in accordance with the terms of the engagement or appointment.

Non-compliance with this Policy and relevant Anti-Bribery and Corruption Laws could also result in reputational damage and/or serious criminal and civil consequences and penalties for both the individual involved and the Group.

10 REPORTING BREACHES

Any suspected breaches of this Policy and any other suspicious or corrupt interactions involving Group Personnel must be reported without any undue delay:

- a) by Workers, to their supervisor or the Group Manager – Risk and Compliance.

If the Worker is aware or has reason to suspect a potential conflict of interest reporting the suspected breach to their supervisor or the Group Manager – Risk and Compliance, the Workers should report to the Managing Director and CEO or the General Counsel; and

- b) by Associates, to the Managing Director and CEO, the General Counsel, or the Board of Directors.

11 WHISTLEBLOWING

Any reporting of a breach or other suspicious or corrupt interactions reported via the Group's whistleblower reporting channels and considered Protected Disclosure (as defined in the Whistleblower Policy), will be dealt with in accordance with the Group's Whistleblower Policy.

In accordance with the Whistleblower Policy, the person reporting the breach or inappropriate conduct will be protected from victimisation or harassment, discrimination, demotion, dismissal or current or future bias as a result of making the report.

A person making a report of a breach or other inappropriate conduct may choose to remain anonymous or request that their name be kept confidential.

12 RECORD KEEPING

All accounts, invoices, memoranda and other documents and records relating to business dealings must be prepared and maintained with strict accuracy and completeness.

It is the Group's policy that:

- a) all books and records are kept so that they fully and fairly reflect all receipts and expenditures;
- b) no accounts must be kept "off-book" or secret to facilitate or conceal improper payments;
- c) no false entries should be made in the Group's books and records for any reason; and
- d) no transactions should be effected, and no payment should be approved or made, on behalf of the Group, with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment.

13 MONITORING AND REVIEW OF THE ANTI-BRIBERY AND CORRUPTION POLICY

The Company's Audit and Risk Committee will monitor compliance with this Policy on an ongoing basis. Compliance monitoring encompasses the Group's risk-based due diligence processes, which are applied to Associates, new jurisdictions, investments and counterparties.

14 REVIEW OF POLICY

This policy will be reviewed by the Company's Audit and Risk Committee at least every two years, or otherwise earlier based on requirements, and requires Board approval.

15 PORTUGUESE TRANSLATION

A Portuguese version of this Policy will be made available on PLS' website for convenience purposes only. In the event of any conflict, the English version of this Policy will prevail.

POLICY HISTORY

ESTABLISHED:	December 2019
LAST REVIEWED:	June 2025
FREQUENCY	Every two years