

**PALLA PHARMA LIMITED**  
**ACN 107 872 453**



PALLA PHARMA

**ANTI-BRIBERY POLICY**



# ANTI-BRIBERY POLICY

## 1. INTRODUCTION

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The Directors, senior management and employees of Palla Pharma Limited (the “Company”) are committed to complying with the laws and regulations that apply to it, including those relating to bribery and corruption.

The Company values integrity, fairness, honesty and ethical behavior. The act of giving, receiving or offering a bribe is a serious criminal offence and can cause serious damage to the reputation and standing of the Company. The Company is committed to ensuring that directors, management and employees comply with this policy.

The purpose of this anti-bribery, fraud and corruption policy is to:

- (a) supplement the Company’s Code of Conduct to outline the responsibilities expected by the Company to minimise the risk of bribery; and
- (b) provide information and guidance on how to deal with acts of bribery.

## 2. PROHIBITION AGAINST BRIBERY AND CORRUPTION

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Bribery, fraud and corruption in any form is prohibited. Directors and employees must:

- (a) comply with this policy;
- (b) not engage in bribery;
- (c) not offer, solicit or accept a secret commission;
- (d) not engage in money laundering;
- (e) not offer or receive gifts, entertainment and hospitality and must comply with reporting and procedural processes;
- (f) only make donations in accordance with this policy; and
- (g) report any breaches related to this policy.

## 3. BRIBERY

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Directors and employees of the Company are prohibited from engaging in bribery. Bribery involves the offering, promising, authorising, providing, giving, soliciting or accepting of a benefit (monetary or otherwise) to any person with the intention of improperly influencing the person to obtain, or retain, business, or a direct or indirect business, or personal, advantage. The laws apply to bribery of a public official as well as in the private sector. It is irrelevant whether the bribe was accepted, merely offering the bribe is sufficient for an offence to be committed.

A benefit includes any advantage and can be financial or non-financial. For example, it can include a gift, a charitable donation, hospitality or employment opportunities.

When operating in a foreign jurisdiction, directors and employees must ensure that



they comply to this policy and the local laws in relation to bribery.

#### **4. GIFTS AND ENTERTAINMENT**

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The Company does not permit the exchange or acceptance of gifts or hospitality that could be considered to give rise to undue influence. A gift or involvement in hospitality may include meals, entertainment, invitations to events, transport or accommodation.

The Company permits the offer or acceptance of gifts or hospitality where:

- (a) it is for the purpose of developing business relationships;
- (b) it reflects custom and not as an act of bribery;
- (c) it complies with local laws of the jurisdiction in which the gift or hospitality is offered;
- (d) it does not involve cash or loans;
- (e) it is given in an open and transparent manner; and
- (f) the value of the gift or hospitality is less than A\$300.

If a gift or an offer of hospitality does not reflect customary business practice, then directors and employees must obtain approval from their direct supervisor (or in the case of directors from the Chair) before accepting the gift or hospitality. Directors and employees should exercise their judgment and are encouraged to obtain approval if they are in doubt as to whether approval is required. If approval is granted, the declaration must be accurately recorded in the gifts, entertainment, and hospitality register. The gifts, entertainment and hospitality register is maintained by the Chief Financial Officer.

#### **5. DONATIONS**

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##### **5.1 Political donations**

Directors and employees of the Company may only make a political donation in their personal capacity. Directors and employees must ensure that the donation is legal and ethical and is not perceived or intended to be made on behalf of the Company. Attendance at political events must also be in the director's or employee's personal capacity and not on behalf of the Company.

##### **5.2 Charitable donations and social programs**

The Company may make charitable donations to further social causes. The charitable donation must be approved by the Chief Financial Officer before making any such donation.

#### **6. FACILITATION PAYMENTS, SECRET COMMISSIONS AND MONEY LAUNDERING**

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Directors and employees of the Company must not engage in facilitation payments, secret commissions or money laundering as they are prohibited under this policy.



A facilitation payment involves a payment to secure a routine government action by a government official.

A secret commission involves a person offering or giving a commission to another person where the payment is undisclosed and is made to induce or influence the persons conduct or business.

Money laundering involves concealing the existence or origin of money that has been illegally obtained and disguising the funds so that it appears that they have been obtained legitimately.

## **7. CONSEQUENCES OF NON-COMPLIANCE**

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Giving, receiving or offering a bribe is a serious offence which can result in both criminal and civil liability. Any breach of this policy is a serious matter that will be investigated by the Company. A failure to adhere to this policy may result in termination of employment with the Company.

## **8. REPORTING NON-COMPLIANCE**

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Employees and directors who have genuine suspicions that a breach of this policy has or may be committed must speak up. The Company's Whistleblower Policy sets out this policy in more detail.

## **9. TRAINING**

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Anti-bribery training is provided to directors and employees who may be exposed to bribery so that they can recognise bribery and know how to deal with it.

## **10. MAINTENANCE OF POLICY**

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The Company's Board of Directors approved this Charter on 4 June 2020.

The Board will review this Policy as often as the Board determines appropriate and make any changes it determines necessary or desirable.