



Anti-Bribery and Anti-Corruption Policy

Freedom Foods Group Limited
ACN 002 814 235

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1 OVERVIEW

- (a) Freedom Foods Group Limited ACN 002 814 235 (**Company**) is a public company admitted to the official list of the Australian Securities Exchange (**ASX**).
- (b) The board of directors (**Board**) of the Company has developed this anti-bribery and anti-corruption policy (**Policy**) to ensure compliance with its statutory and regulatory obligations and the standards of conduct required of the Company.
- (c) The Board acknowledges the serious criminal and civil penalties that may be incurred by the Company or individuals who are found to have engaged in bribery or corruption which can result in the reputational damage of the Company or any individuals involved.
- (d) The Board requires that all of the Company's activities are conducted in an ethical and lawful manner.

2 PURPOSE AND VALUES

2.1 Purpose

The purpose of this Policy is to provide the Board, senior management and all employees of the Company with a clear set of guidelines to ensure that the Company conducts its activities in an ethical and appropriate manner as well as complying with the laws and regulations of Australia and each jurisdiction in which it operates and its Statement of Values.

2.2 Statement of Values

2.3 In implementing this Policy, the Company and all persons to whom this Policy applies, must have regard to its Statement of Values. The Company's values are:

- (a) **People First** – We genuinely care about our people, our stakeholders, our communities and our environment. We have a positive impact on each other. Safety and quality underpin our success.
- (b) **Customer Centric** – We are passionate about creating high quality products that our customers love and trust. Together we build mutual value for our customers and all our partners and stakeholders.
- (c) **Integrity and Respect** – We do the right thing. We are authentic, honest and disciplined. We build a climate of mutual trust, respect and confidence in each other and with our stakeholders. Integrity and honesty are at the heart of our business. We expect high ethical standards
- (d) **Courage and Accountability** – We have unswerving courage to speak up for what is right. We act like owners and are accountable for outcomes. We share mutual responsibility, accountability and success.
- (e) **Collaboration** – We work collectively to build a great culture and deliver great results. Through collaboration we are nimble and empower each other to drive creativity, innovation and positive outcomes. We value teamwork in everything we do.

3 OBJECTIVES

The specific objectives of this Policy are to ensure that the Company:

- (a) does not engage in corrupt business practices;

- (b) will implement procedures to prevent bribery and corruption involving any director, officer, employee, contractor or other party representing the Company;
- (c) will, at a minimum, comply with all applicable laws, regulations and standards, including applicable anti-bribery laws in Australia and each jurisdiction in which it operates, and where internal policies require a higher standard, will comply with such higher standard.

4 PRINCIPLES

- (a) The Company prohibits activities involving bribery, corruption, payment of secret commissions, facilitation payments or the exercise of improper influence in all jurisdictions in which the Company operates. This Policy applies to dealings with both government officials and any other third parties.
- (b) Gifts and entertainment, political contributions, charitable contributions, social investment, offers of employment and sponsored travel and other similar payments and benefits have the potential to be misused as a disguise for bribes for the purpose of influencing decisions or obtaining an advantage. In some circumstances it may be difficult to determine the true nature of these types of payments.
- (c) Accordingly, the Company has adopted this Policy to ensure openness and transparency in dealings with these payments. Any questions or issues regarding this Policy, should be directed to the Chief Financial Officer in the first instance.

5 APPLICATION

This Policy applies to all executive and non-executive directors, officers, employees, contractors, consultants and volunteers of the Company from time to time.

6 WHAT IS BRIBERY AND CORRUPTION

- (a) Bribery is the giving, offering, promising, soliciting, requesting, agreeing to receive, or receipt or acceptance of any advantage, which need not be financial, including any payment, gift, loan, fee, or reward, to or from any person for an inducement for action which is illegal, unethical, or a breach of trust.
- (b) Corruption is the misuse or abuse of a power for personal gain. This includes but is not limited to, money laundering, embezzlement or corruption of justice.

7 CORRUPT PAYMENTS PROHIBITED

The Company prohibits the making or accepting of any corrupt payments. Without limitation, the Company specifically prohibits:

- (a) the promise, offer, payment, solicitation or acceptance of bribes in any form, including;
- (b) engagement in any form of corrupt business practices, whether for the benefit of the Company or another party; and
- (c) facilitation payments, even if they may appear to be permitted under Australian law.

Requests from Government Officials or other third parties to make or accept any form of corrupt payment must be immediately reported to the Chief Financial Officer or otherwise in accordance with the Company's Whistleblower Policy.

8 GIFTS AND ENTERTAINMENT

The offer, promise, giving or receiving of any gift or entertainment to or from third parties has the potential to be construed, or used by others to allege, that the Company is trying to obtain or receive favourable business treatment by providing individuals with personal benefits.

However, the giving or receiving of gifts or hospitality is not always prohibited by applicable anti-bribery laws or this Policy. The gift or hospitality may be appropriate if it is for a genuine purpose, reasonable and provided as a common courtesy associated with the ordinary course of business, and not made with any intention to influence or reward a third party for obtaining or retaining business or an exchange of favours.

The Company has adopted the following general guidelines for determining the appropriateness of gifts and entertainment to or from Government Officials and other third parties:

- (a) there must be no expectation that the gift or entertainment is given in exchange for any return favour, commitment or advantage;
- (b) the gift must not be made in cash or cash equivalents and must otherwise comply with the Code of Conduct and applicable laws;
- (c) the gift or entertainment must be infrequent, reasonable and proportionate in value considering the local custom and law, position of the recipient and circumstances;
- (d) the timing of the gift or entertainment must have been considered objectively in respect of past, pending or future business activities to ensure it could not be perceived as a bribe;
- (e) the gift must be given openly and in the name of a commercial entity, not in someone's personal name.

The giving of a gift or entertainment to a third party will require the approval of the Chief Financial Officer unless:

- (a) the gift or entertainment is **not** to or from Government Officials; and
- (b) one of the following apply:
 - (i) the gift or entertainment to or from third parties has a value less than AU\$100; or
 - (ii) the gift or entertainment to or from third parties is a business meal with third parties for the purpose of discussing Company related business and is not outside common courtesy, having due regard for the seniority of attendees and the jurisdiction in which the meal occurs.

Personally paying for a gift, entertainment or other provision of value in order to avoid compliance with the requirements of this Policy is prohibited.

9 DEALINGS WITH GOVERNMENT OFFICIALS

For the purpose of this Policy, a Government Official is defined as any of the following:

- (a) an official or employee of any government, or any agency, ministry or department of a government (at any level);
- (b) any person acting in an official capacity for a government regardless of rank or position;

- (c) an official or employee of a company wholly or partially controlled by a government (for example, a state owned company), but excluding employees seconded to such companies;
- (d) a political party or any official of a political party;
- (e) a candidate for political office;
- (f) an officer or employee of a public international organisation, such as the United Nations or the World Bank; and
- (g) immediate family member (meaning a spouse, dependent child, parent or household member) of any of the above.

The Company requires the exercise of a high degree of caution when dealing with Government Officials. The provision of anything of value, no matter how small, has the potential to create the perception that the Company has sought to improperly influence the Government Official to obtain an advantage. For this reason the Company has implemented specific procedures when dealing with Government officials:

9.2 Gifts and entertainment

The giving or receiving of gifts or entertainment to or from Government Officials require the prior approval of the Chief Executive Officer and the Chief Financial Officer.

9.3 Donations

The Company does not make donations to any political party, politician or candidate for public office in any jurisdiction, unless the donation has been approved by the Board. Caution should be exercised when donating to private charities favoured by Government Officials, as such donation could be a conceived as a bribe.

9.4 Sponsored travel

Generally the payment of travel and travel related expenses for Government Officials is prohibited. In certain circumstances the Chief Financial Officer retains the discretion to approve the payment of travel and travel related expenses of Government Officials where:

- (a) the payment is for reasonable, customary and bona fide expenditure incurred strictly in relation to travel and travel related activities;
- (b) the payment is made directly to the vendor(s) of the travel services or, only to the extent such direct payment is not possible, reimbursed to the public official only upon submission of valid receipts; and
- (c) the travel is directly related to the promotion, demonstration or explanation of the Company's business activities or facilities.

9.5 Offers of employment or sponsorship

Before any offer of employment or sponsorship is made to or on behalf of a Government Official, approval from the Board is required.

10 RECORD KEEPING AND REPORTING REQUIREMENTS

- (a) The Company and its subsidiaries must keep financial records and have appropriate internal controls in place which evidence the business reasons for making a payment or contribution to a third party.

- (b) All gifts, entertainment and payments to and from Government Officials and other third parties that require approval by the Chief Financial Officer must be recorded and maintained in an accurate and auditable register. The Chief Financial Officer has responsibility for this register. Records that distort or disguise the true nature of any transaction are prohibited.
- (c) Each individual to whom this Policy applies must fully disclose all details regarding any and all such gifts, entertainment and payments they have made or approved or have received directly to the Chief Financial Officer and provide all relevant documentary support including a valid tax invoice for such items.

11 PROTECTION

The Company will take all reasonable steps to protect the confidentiality of employees who, in good faith, raise concerns or report about potential bribery or corruption by another employee of the Company.

This protection is applicable even if the concern turns out to be a mistake.

12 CONTRAVENTION AND PENALTIES

- (a) Any breach of Policy is to be reported to the Chief Financial Officer or in the case of the Chief Financial Officer, the Board.
- (b) Most countries have specific laws prohibiting bribery of Government Officials and other corrupt practices. Any breach of this Policy or local law could result in potentially serious consequences, including but not limited to termination of employment or contract by the Company, and fines and/or imprisonment under applicable laws.

13 TRAINING

The Company will provide periodic training to the Board, senior management and all employees to ensure that they are made aware and understand their rights and obligations under this Policy.

14 COMMUNICATION

This Policy will be communicated and promoted at all levels of the Company's business and disclosed on the Company's website for reference by external stakeholders.

15 REVIEW OF POLICY

The Risk and Compliance Committee will review this Policy at least annually to ensure it is operating effectively.

Approved by the Board

Date: November 2020