

# Anti-bribery and Corruption Policy

## 1. Policy Statement

Clean TeQ Water Limited (**Company**) is committed to operating with integrity, transparency and accountability across all jurisdictions in which we operate. The Company maintains a zero-tolerance approach to bribery, corruption, and improper influence. Compliance with all relevant anti-bribery and anti-corruption laws is a fundamental expectation of all Personnel.

## 2. Scope

This Policy applies equally to all persons acting on behalf of the Company and its subsidiaries including directors, officers and employees (including such persons representing the Company's foreign subsidiaries and affiliates regardless of citizenship) and to all business partners, including, but not limited to Agents (as defined below), wherever located (**Personnel**). Employees involved in international business must familiarise themselves with this Policy and applicable local laws in order to ensure they do not breach this Policy or violate the law.

## 3. Key Definitions

Definition	Explanation
Bribery	<p>Bribery includes offering, giving, receiving, or soliciting anything of value with the intention of:</p> <ul style="list-style-type: none"> <li>• influencing a decision or action;</li> <li>• securing an improper advantage; or</li> <li>• inducing improper conduct.</li> </ul> <p>A bribe may include cash or anything of value, such as gifts, hospitality, travel, donations, employment opportunities, inflated commissions, or other benefits.</p>
Agents	Agents include all third parties acting for or behalf of Company, including sub-agents, consultants, representatives, contractors, distributors, and business partners involved in business transactions, representation, or business development or retention in a foreign jurisdiction.
Public Official	<p>A (foreign) public official can include but is not limited to;</p> <ul style="list-style-type: none"> <li>• An official or employee of any government, or any agency, ministry, or department of the government (of any level).</li> <li>• Any individual acting in an official capacity for a government regardless of rank or position.</li> <li>• Official or employee of a company wholly or partially state-owned.</li> <li>• A political party or official of a political party.</li> <li>• A candidate for political office.</li> <li>• Officer or employee of any public international organisation, such as the United Nations or the World Bank.</li> <li>• Family member of any of the above.</li> </ul>

## 4. Compliance with the Law

All Personnel must comply with applicable anti-bribery and anti-corruption laws. Australian legislation prohibits bribery of both domestic and foreign public officials regardless of local custom.

## 5. Roles and Responsibilities

**The Board of Directors** – oversight of this Policy

**The Chief Executive Officer (CEO)** - responsible for maintaining appropriate procedures, training and controls

**All personnel** must:

- act ethically, comply with this Policy;
- avoid conduct that could constitute bribery or corruption;
- report actual or suspected breaches promptly

## 6. Prohibited Activity

**6.1** The Company and its Personnel shall not, either directly or indirectly through an Agent or any other third party:

- (a) authorise, offer or pay anything of value to any foreign public official, political party or political candidate for the purpose of influencing or causing another person to influence any act or decision of the foreign official or entity to obtain or retain an advantage in the course of business;
- (b) demand, solicit or accept an improper benefit, which may include monetary or nonmonetary benefits, in exchange for the unscrupulous use of any Personnel's authority for personal gain;
- (c) falsify, improperly destroy, alter or conceal books and records;
- (d) misappropriate funds, securities, supplies, or other assets;
- (e) improperly handle money or report financial transactions;
- (f) improperly disclose to other persons regarding the activities engaged in, or contemplated by, the Company; or;
- (g) make a facilitation payment of any amount, even if the payment is a generally accepted practice in that particular country (except if the payment is made in the rare circumstance of duress, where strict rules apply – see clause 21 below for further details).

## 7. Gifts, Benefits and Entertainment

**7.1** The offer of entertainment, gifts and favours must at all times be in compliance with the policies of the recipient's employer and with the Company's Code of Conduct.

**7.2** The Company and its personnel shall not, either directly or through an intermediary, offer or provide gifts, benefits, hospitality or re-imbursement of travel or other expenses to a public official, except with the prior approval of the CEO.

**7.3** Any gift or benefit over \$AUD 300 (or any other amount determined or announced by the Board) must be approved in advance and recorded in the Gifts Register maintained by the CCFO.

**7.4** Personnel must also ensure that the provision of a gift or entertainment or any other benefit does not violate local laws or policies that apply in the country where the recipient is located. Some countries impose express limits on the value of gifts, entertainment, or other benefits that a recipient can accept. This Policy prohibits gifts of cash or gift certificates or instruments that are easily convertible into cash in all instances.

## **8. Gifts and Entertainment to Public Officials**

**8.1** The Company and its Personnel shall not, either directly or through an intermediary, offer or provide gifts, hospitality or reimbursement of travel or other expenses to a public official, except with written prior approval from the CEO. For the CEO prior approval must be provided by a member of the Company's Executive Committee (**EXCO**).

**8.2** Members of the Company's senior management, and at all times in compliance with Delegated Authorities Schedule, may pay for reasonable hospitality (meals and entertainment) expenses incurred in good faith by or on behalf of a public official related to the promotion, demonstration, or explanation of products or services of the Company or the execution or performance of a contract between the Company and the public official's government or agency thereof.

**8.3** The CEO is responsible for ensuring that any payment, gift, hospitality and/or reimbursement of travel or other expenses ultimately provided to a public official is fully and accurately recorded in the Company's books and records and is compliant with this Policy.

## **9. Political Donations**

**9.1** Political donations refer to contributions of anything of value to support a political goal - including donations made to persons/organisations which are close to political parties or other political institutions. These donations present particularly high risks for bribery and corruption and are illegal in many countries.

**9.2** Consequently, it is prohibited for Personnel to make any political contributions on behalf of the Company, as it would be perceived as inappropriately 'buying influence'. Particular care should be taken in assessing requests for funding from organisations which may themselves provide funding to political parties, including trade unions and 'think tanks'.

## **10. Charitable Donations**

**10.1** Charitable donations may often be made for reasons of a personal interest and used to disguise bribes and corrupt payments.

**10.2** Consequently, such donations on behalf of the Company are not permitted, unless they are to established charities with recognised charitable aims, and formally approved by the CEOEO.

## **11. Sponsorships**

**11.1** Commercial sponsorship occurs when a company enters into a contractual agreement with a third party, under which the company makes payments in return for the opportunity to advertise its products/services through logos, promotional flyers or advertisements. Commercial sponsorship agreements are a relatively high-risk area, particularly where they are agreed in countries which have a poor record of preventing corruption.

**11.2** Consequently, it is prohibited to enter into any such sponsorship agreements, or make any sponsorship payments, on behalf of the Company - unless formally approved by the CEOEO. Any such agreements would be formally documented; subject to appropriate due diligence; and provide specific advertising opportunities and commercial benefits for the Company.

## **12. Facilitation Payments**

**12.1** Facilitation payments are usually small payments made to secure or speed up routine actions - these actions (which are often undertaken by public officials) may include issuing permits, licences, consents or immigration visas, or for releasing goods held in customs.

**12.2** Facilitation payments of any amount (no matter how small) on behalf of the Company are strictly prohibited, even if such payment is a generally accepted practice in a particular country. These types of payment must never be made to influence another person in carrying out their business duties (especially where a public official is not permitted or required, by written law, to be influenced by the payment), or to obtain/retain any business or business advantage. Facilitation payments are only permitted if made in the rare circumstance of duress, that is, where an individual has a genuine fear for their safety (loss of life, limb, or liberty).

## **13. Legal Payments**

Legal payments to Public Officials are permitted only if they are:

- (a) lawful under Australia laws and the written laws of the foreign jurisdiction;
- (b) directly related to promotional activities; or
- (c) associated with executing or performing government contract.

## **14. Conflicts of Interest**

Personnel must avoid situations where personal interests conflict, or could appear to conflict, with the interests of the Company. Any potential conflict must be declared to a manager or the CFO.

## **15. Record Keeping**

In addition to the Company's other obligations with respect to its financial statements and reporting, Anti-Corruption Laws require complete, thorough, and accurate record keeping. All transactions must be accurately recorded. False, misleading, or incomplete entries are prohibited.

The Company will maintain appropriate registers to support compliance with this Policy, including registers relating to gifts and hospitality, agents, and any approved lobbyists or government relations advisors.

## **16. Caution in Dealing with Agents**

To ensure compliance with the applicable laws on foreign corrupt practices, the Company must exercise caution in dealing with Agents. The Company may be liable for the actions of its Agents, and this risk can be substantial in countries where illicit payments are prevalent. The Company should be consistent in its implementation of the due diligence process.

## **17. Third-Party Due Diligence**

**17.1** Prior to the Company retaining an Agent, the person hiring the Agent should make their best efforts to research the reputation, background, and past performance of the prospective Agent by referencing and following our Counterparty Risk Assessment Procedure and Form in the context of the nature and materiality of the proposed contract. The due diligence and information researched will include at a minimum the below;

- (a) Management Information: Identify the directors, officers and other members of management of the proposed Agent, where applicable and determine if any of them are public officials;
- (b) Ownership Information: Identify the stockholders, partners or other principals of the proposed Agent, where applicable and determine if any of them are public officials;
- (c) Affiliations: Identify the business and government affiliations of the proposed Agent, its, his or her family and close associates;
- (d) Reputation: Obtain information concerning the reputation of the Agent particularly with respect to criminal records or a demonstrated tendency to make unlawful payments;
- (e) References: Obtain character and financial reference checks on the proposed Agent;
- (f) Local Law: Confirm that the relationship with the Agent and the performance by the Agent of the services required in the agency contract are consistent with local law;
- (g) Compensation: Confirm that the level of compensation is reasonable, given the experience of the Agent, the country where services are to be performed, the expected results and the amount and difficulty of work to be performed; and
- (h) Employee Certification: The person who is proposing engagement of the Agent should confirm who introduced the Agent to the Company and provide an explanation of why the Agent was selected. That person and his or her supervisor should certify that the Agent has been personally interviewed and that there is no reason to believe that the Agent has violated this Policy or will violate this Policy regarding future activities on behalf of the Company.

## 18. Agents and Intermediaries

After obtaining the approval of the CEO, the Company should seek to retain an Agent using a Written Agreement (**Agreement**) that contains as many of the following provisions as is practicable in the context of the nature and materiality of the proposed contract:

- (a) the Agent shall acknowledge that it, they understand the provisions of this Policy and agrees to comply with its terms and all applicable laws;
- (b) the Agent shall acknowledge that the terms of their engagement may be disclosed by the Company to third parties including government agencies;
- (c) the Agent shall provide representations and warranties that neither it, nor any of its owners, directors, officers, principals or employees are public officials and that it will promptly inform the Company of any changes in that regard;
- (d) the Company expressly states that its choice of Agent was made after considering factors that support a belief that the applicable law and this Policy would not be violated;
- (e) assignment of the entire agreement or any rights, duties or obligations under the agreement by the Agent is prohibited without the Company's prior written consent;
- (f) payment should be by wire transfer to a bank account that is registered in the name of the Agent, and located in the country in which the Agent performed the services unless there is an acceptable explanation for other arrangements;
- (g) travel, entertainment, and other miscellaneous expenses should not be incurred by the Agent without the Company's prior written approval, and all requests for reimbursement should be supported by documentation reasonably acceptable to the Company. Detailed records of all approved expenses should be kept;
- (h) to the extent permitted by law, the agency agreement should provide for automatic termination without compensation in the event an Agent has made, attempted to make, makes, attempts to make, or proposes to make, an unlawful payment; and
- (i) the Company has the right to audit the Agent's compliance with the agreement, including the expenses and invoices of the Agent.

The CFO should be consulted prior to a written Agreement being entered into.

## 19. Lobbyists and Third-Party Government Relations

The Company recognises that the engagement of lobbyists or third parties to interact with government officials, regulators or policy-makers presents heightened bribery, corruption and improper influence risks.

Clean TeQ Water does not currently engage lobbyists or external government relations advisors.

If the Company were to engage any lobbyist or third party for the purpose of government relations, public policy engagement or advocacy, such engagement must be approved in advance by the CEO and CFO and be subject to appropriate due diligence, contractual safeguards and ongoing oversight.

Any approved lobbyist or government relations advisor must be recorded in a register maintained by the Company, including details of the scope of engagement, jurisdiction, term, and approval authority. The register will be reviewed periodically as part of the Company's governance and compliance processes.

## **20. Managing Agents**

The Company should take measures reasonably within its power to ensure that:

- (a) any payment made to any Agent represents no more than the amount outlined in the written agreement with the Agent and is an appropriate remuneration for legitimate services rendered by such Agent;
- (b) no part of any such payment is passed on by the Agent as an unlawful payment or otherwise in contravention of this Policy;
- (c) the activities of the Agent are monitored to ensure that there is no breach of applicable law or this Policy.

## **21. Joint Venture Partners**

Due diligence equivalent to that for Agents must be undertaken before entering a joint venture. Agreements must incorporate anti-bribery obligations where possible.

## **22. Practical Guidance Inappropriate Payment Requests**

The following guidance should assist Personnel to deal with a situation in which they are faced with having to offer an inappropriate payment (or benefit) to facilitate a business activity or transaction.

- (a) the payment/reward should be immediately refused, politely but firmly. You should refer to the Company's relevant policies, including this Policy. It is important that you make it clear to the person making the demand that, if you make such a payment, it may mean that you, the Company, and possibly the official's organization, may be committing an offence under Australian or other local law;
- (b) if the suggestion or demand for payment continues, you should ask for official documentary proof that the payment is payable. If such proof cannot be supplied (as evidence of the validity of the payment), you should again politely refuse, and ask to speak to a more senior official;
- (c) if it appears that the payment genuinely cannot be avoided (for example, if you are under duress and genuinely fear for your safety - loss of life, limb or liberty), you should contact the CEO for immediate guidance;
- (d) if you are unable to contact your CEO, or if it is determined that you have no option but to pay, you should make the payment. However, you must also endeavour to obtain some evidence of the transaction and immediately report it to the CEO. You should also document when, where how and to whom the payment was made, including the names of any other senior officials involved or mentioned;
- (e) if any such situation ever occurs, you must report it to the CEO, as soon as practically possible. A full account of the incident should be provided, including details of the location, and the names of the involved company/official. You must record the amount of the payment; the purpose of the payment and the reasons why the payment was genuinely unavoidable;
- (f) the CEO must ensure that the incident is promptly followed up with the relevant receiving company/authority, to ensure that the payment can be properly investigated and documented/evidenced. The CEO should determine whether any further action needs to be taken, to ensure that a similar incident is not repeated, and ensure that such action is documented on file;
- (g) If the receiving company/authority refuses to take adequate action to investigate the incident, it must be promptly reported to the relevant country manager. A full account of the incident must be provided in writing, and this must be retained on file;
- (h) the CEO will promptly report the incident to the Board so that the need for further action can be determined.

## **23. Incident Reporting and Whistleblowing**

Personnel must report any suspected or actual breaches to the:

- CEO,
- CFO,
- Company Secretary, or
- through the Whistleblower channels.

The Company prohibits retaliation against individuals who report concerns in good faith.

Material breaches will be escalated to the Audit & Risk Committee.

## **24. Fundamental Principle**

**24.1** It is a fundamental principle of this Policy that discretionary decisions relating to payments to foreign officials should not be made “in the field”, but rather, should be referred to the Company’s CEO who will make such decisions with advice from corporate counsel if necessary.

## **25. Additional Guidance**

**25.1** This Policy deals with a complex subject and seeking guidance when required is an integral part of ensuring compliance. All questions, concerns and enquiries should be directed to

- the Chief Executive Officer;
- the CFO; or
- the Company Secretary

## **26. Review of This Policy**

**26.1** This Policy bi-annually or as required.

**26.2** Any amendment to this Policy must be approved by the Board.

## **27. Approved and Adopted**

**27.1** This Policy was approved and adopted by the Board on 12 December 2025.

## **28. Reference and Related Documents**

- (a) Code of Conduct
- (b) Company Values
- (c) Whistleblower Policy
- (d) Counterparty Risk Assessment Procedure and Form