

Anti-Bribery and Corruption policy

Approved by Board: 3rd June 2025

Anti-Bribery and Corruption Policy

- **INTRODUCTION & PURPOSE**

Ai-Media Technologies Limited ACN 122 058 708 and each of its subsidiaries and consolidated entities (**Ai-Media** or the **Company**) have a strong commitment to conducting business activities in an ethical, lawful and socially responsible manner and in accordance with the laws and regulations of the countries in which we operate. Ai-Media takes a zero-tolerance approach to bribery and corruption, which is inconsistent with this commitment and constitutes a serious offence with criminal and civil penalties. It also exposes the Company to significant reputational damage.

- (a) The purpose of this Anti-Bribery and Corruption Policy (**Policy**) is to provide the Board, senior management, employees, consultants, contractors and other people representing Ai-Media with a clear set of guidelines to ensure that the Company: conducts its business activities in an ethical, lawful and socially responsible manner;
- (b) does not engage in corrupt business practices; and
- (c) implements procedures to prevent bribery and corruption.

The Policy also supports Ai-Media's Code of Conduct, in particular the Company's commitment that its people conduct themselves with honesty and integrity.

- **SCOPE**

This Policy applies to all of Ai-Media's business and transactions in all countries within which the Company operates and covers:

- (d) the Company and all subsidiary and affiliate entities over which it exercises control;
 - (e) all directors, officers and employees of the Company and all subsidiary and affiliate entities (whether permanent, fixed term, casual, contracting, consulting or temporary) (**Employees**); and
 - (f) any individual or entity (including associated personnel) which acts for or on behalf of Ai-Media, or who performs functions in relation to or on behalf of Ai-Media (**Third Parties**).
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- **BRIBERY AND CORRUPTION IS PROHIBITED**

The Company strictly 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.

Employees and Third Parties must:

- (g) not engage in bribery or corrupt conduct, nor conceal such conduct;
- (h) comply with the laws and regulations which apply to Ai-Media and its operations;
- (i) comply with this Policy and all of the procedures adopted by Ai-Media; and
- (j) report any concern or suspected or potential breach of this Policy immediately.

- **WHAT IS BRIBERY AND CORRUPTION?**

1.2 What is bribery?

Bribery means the giving, offering, promising, authorising, soliciting, requesting, agreeing to receive, or receipt or acceptance of anything of value or any advantage (which need not be financial) to or from any person in order to influence them corruptly or improperly in the exercise of their duty..

1.3 What is corruption?

Corruption is an act or omission for an improper or unlawful purpose which involves the abuse of power, position or trust for personal or private gain.

1.4 Practical examples

Bribery and corruption include, but are not limited to, the following scenarios:

- (a) offering, promising or giving a bribe;
 - (b) requesting, agreeing to receive or accepting a bribe;
 - (c) bribing a foreign public official with the intention of influencing the official in the performance of their official functions in order to obtain or retain business or an advantage in the conduct of business;
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- (d) failing to prevent a bribe being made;
- (e) offering or receiving a kick-back; and
- (f) making facilitation payments (being payments to government officials which are designed to assist in carrying out, influencing or speeding up official procedures).

- **GIFTS, HOSPITALITY AND ENTERTAINMENT**

- (g) Offering, making or receiving a gift, business courtesy or hospitality can create an obligation or be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices.
- (h) The Company prohibits the offering or acceptance of gifts, hospitality and entertainment which are contrary to this Policy, including in circumstances in which the gifts, hospitality and entertainment:
 - (i) are provided or accepted with the intention or appearance of improperly influence another party in order to obtain an improper benefit or business advantage for the Company, or for any other corrupt purpose;
 - (ii) create a sense of obligation;
 - (iii) exceed common courtesies or accepted business practices; or
 - (iv) give rise to the appearance of seeking to obtain preferable treatment.
- (i) Employees must declare to their manager all gifts, hospitality or entertainment given or received by an Employee and valued at (or estimated to be valued at) \$250 or more. The declaration must occur in a timely manner.
- (j) Employees should also notify their manager that they have offered or received a gift, hospitality or entertainment which is valued (or is estimated to be valued at) \$250 or more. The notification must occur in a timely manner.
- (k) The Company has adopted the following guidelines for determining the appropriateness of gifts, hospitality and entertainment:

- (i) they must be given or received in a transparent and open manner that does not place the other party under any obligation or give rise to an expectation of any return favour, commitment or advantage;
 - (ii) any gift must not be made in cash or cash equivalents and must comply with all applicable laws and regulations and the Code of Conduct;
 - (iii) the gift, hospitality or entertainment must be infrequent, reasonable and proportionate in value taking into account common courtesies or accepted business practices;
 - (iv) the timing of the gift, hospitality or entertainment must be considered in respect of past, pending or future business activities to ensure it could not be perceived as a bribe.
- (l) Personally paying for a gift, hospitality or entertainment in order to avoid this Policy is prohibited.

- **SECRET COMMISSIONS**

- (m) Secret commissions are benefits that are given, offered, received or solicited by an agent or representative of another person or entity where that benefit is:
 - (i) not disclosed to the principal; and
 - (ii) given, offered, received or solicited as an inducement or reward for providing or having provided a favour, or the receipt of which would tend to influence the provision of a favour.
 - (n) Secret commissions are strictly prohibited under this Policy.

- **POLITICAL CONTRIBUTIONS**

The Company will only make donations or contributions to political parties where permitted by law and strictly in accordance with this Policy. All political contributions (monetary or non-monetary) made by the Company, regardless of the source of the funds, must be approved in advance by the Board. The Company will disclose any contributions as required by applicable law.

- **FACILITATION PAYMENTS**

- (o) A facilitation payment is a small bribe given to secure expedite or facilitate the performance of a routine governmental action.
- (p) Facilitation payments are strictly prohibited under this Policy.

- **CHARITABLE DONATIONS**

- (q) Charitable support and donations are acceptable (and indeed, are encouraged by the Company).
- (r) The Company and its Employees must ensure that charitable donations are not used, at any time, to conceal bribery. Charitable donations and sponsorship arrangements entered into by the Company should be for approved causes, made to registered charities and must not create adverse reputational risks.
- (s) A charitable donation offered or made on behalf of the Company must receive the prior approval of the Chief Executive Officer before it is made.

- **TENDERS AND PROCUREMENT**

- (t) Employees must be committed to upholding high standards of personal, professional and business behaviour, particularly when entering into contractual arrangements with Third Parties and external entities. Contractual arrangements should always be entered into at arm's length for the benefit of the Company.
 - (u) The Company recommends that Employees observe the following recommendations regarding negotiations with external entities, such as suppliers. These recommendations are designed so that you and the Company act ethically, legally and in the Company's best interest:
 - (i) tender and procurement processes must be appropriately documented;
 - (ii) Employees should declare all conflicts of interest or potential conflicts of interest to the Chief Executive Officer in relation to any particular tender or procurement process, before proceeding or continuing with the process;
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- (iii) tenders and procurement processes must be conducted transparently and openly;
- (iv) Employees must not receive any direct or indirect benefit from tender and procurement processes; and
- (v) Employees must not favour or give undue preference to any supplier at the expense of the Company or the Company's ability to serve its current clients.

- **DEALING WITH GOVERNMENT OFFICIALS**

- (v) Employees and Third Parties must not pay or attempt to pay a bribe to a 'Government Official' for their profit or gain in Australia or in any overseas jurisdiction.
- (w) A Government Official may include:
 - (i) an official or employee of any government, government agency or body or any public international organisation;
 - (ii) any person acting in an official capacity;
 - (iii) an official or employee of a company that is part or fully owned by a government;
 - (iv) an official of a political party; or
 - (v) a candidate for political office.
- (x) The Company requires a high degree of caution when dealing with Government Officials.
- (y) 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. Accordingly, nothing of any value may be given or offered to any Government Official in any circumstances without first notifying and obtaining the consent of the Chief Executive Officer. The Chief Executive Officer must refer the matter to the Board if they are in any doubt whatsoever regarding the proposed course of conduct.

- **RECORD KEEPING**

- (z) The Company and its Employees must keep accurate and complete accounts, invoices, and other documents and records relating to dealings with any external entity or third party, which will evidence the business reasons for these dealings. No accounts may be kept “off-book” for any reason or treated/managed in a way so as to facilitate, conceal or disguise potential breaches of this Policy.
- (aa) All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness.

- **AI-MEDIA’S PROCEDURES TO IMPLEMENT AND MONITOR COMPLIANCE**

1.5 Education and training

- (a) The Company will ensure that Employees (including new Employees), applicable business partners and Third Parties are informed about and provided with a copy of this Policy.
- (b) Ai-Media will provide education and training to its Employees in relation to this Policy. The purpose of the education and training will be to assist officers and employees in their understanding of what is prohibited conduct and how to recognise bribery and corruption.
- (c) A copy of this Policy, and the Code of Conduct, is available in the Corporate Governance section of the Company’s website.

1.6 Knowing our partners, agents and intermediaries

Ai-Media will conduct appropriate due diligence prior to engaging or entering into business relationships with Third Parties in order to seek to ensure that the Third Parties the Company deals with will behave in a manner consistent with this Policy.

1.7 Investigations and audits

Any potential breaches of this Policy by any Employee or Third Party will be properly recorded, investigated and dealt with. Periodic risk assessments will also be undertaken.

- **REPORTING ANY CONCERNS**

- (a) All Employees must report breaches or suspected breaches of this Policy directly to their managers (or the Chief Executive Officer or Company Secretary) or in accordance with the Company's Whistleblower Policy. Employees are encouraged to raise concerns about any issue or suspicion of misconduct at the earliest possible stage.
- (b) If an Employee is unsure whether conduct constitutes bribery or corruption, these should be raised with a manager.
- (c) The Company is committed to ensuring that all Employees have a safe, reliable and confidential way of reporting conduct which may constitute a breach of this Policy.
- (d) If an Employee is uncomfortable disclosing a breach or suspected breach to a manager, the Company has Whistleblower Policy which affords certain protections pursuant to Australia's whistleblowing regime under the Corporations Act 2001 (Cth).

- **CONSEQUENCES FOR BREACHING THE POLICY**

- (e) Any suspected breach of this Policy will be thoroughly investigated and will be reported to the Board.
- (f) In circumstances where a breach has been established, appropriate disciplinary and remedial actions will be undertaken.
- (g) Most countries have specific laws prohibiting bribery and corrupt practices. Any breach of this Policy or applicable law could result in potentially serious consequences, including termination of employment or contract, fines and/or imprisonment.

- **REVIEW OF POLICY**

- (h) This Policy is to be reviewed periodically to ensure that reports or breaches are adequately recorded, investigated and responded to in accordance with legislative changes.
 - (i) The Company is committed to ensuring that internal control systems and procedures are subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption.
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If anyone covered by this Policy has any questions about its content, they may contact the Company Secretary on companysecretary@ai-media.tv.

POLICY INFORMATION

Policy status: Approved

Approval Body: Board of Directors

Policy Maintained by: Company Secretary

Policy Contact: Company Secretary [companysecretary@ai-media.tv]

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