

Anti-Bribery and Corruption Policy

RAS Technology Holdings Limited

Adopted by the Board on 15 August 2021 to come into effect upon admission of the Company to the Official List of the Australian Securities Exchange.

Document version control:

Custodian	Company Secretary
Date previously approved by the Board	15 August 2021
Date of next scheduled review	15 August 2023
Legislative framework and regulatory compliance	ASX Corporate Governance Principles and Recommendations (4 th edition)
Regulators	ASX

1. Introduction

1.1 Purpose of this Policy

This is the Anti-Bribery and Corruption Policy (**Policy**) for RAS Technology Holdings Limited ACN 650 066 158 (**Company**) and its subsidiaries (collectively referred to as the **Group**).

The Group prohibits all forms of bribery and corruption and is committed to conducting its business legitimately, ethically and in compliance with the following laws:

- (a) the *Criminal Code Act 1995* (Cth); and
- (b) any other anti-bribery and corruption laws in United Kingdom, United States of America, Sri Lanka and the European Union, in which the Group operates,

(Applicable Laws)

The objectives of this Policy are to ensure that you:

- (a) do not give or accept gifts and/or benefits that will compromise or appear to compromise, your integrity and objectively in performing your duties;
- (b) do not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest;
- (c) do not give or receive payment of a secret commission to a person in a fiduciary position;
- (d) educate employees on what gifts and benefits are acceptable and unacceptable; and
- (e) promote investor confidence in the integrity of the Company and its securities.

This Policy also sets out the process to follow if there are concerns that any employee of the Group is not complying with or has not complied with this Policy. Any and all material or suspected breaches of this Policy must be immediately reported to the Company's board of directors (**Board**) or a committee of the Board upon identification.

1.2 Application

This Policy applies to all of the Group's people, who include but may not be limited to:

- (a) all Group officers, directors, associates, contractors, consultants and employees, wherever located (**Group Personnel**);
- (b) any individual or entity, including any personnel working for such individual or entity, engaged to act on behalf of the Group (with authority to bring the Group into contractual relationships with other parties and/or represent the Group (having the authority to describe itself as the Group's representative in dealing with other parties) (**Agents and Representatives**); and
- (c) The Policy will be made available to all employees and officers upon commencement with the Group during the induction process and will be available on an ongoing basis on the Company's website.

The Policy is to be read in conjunction with the Company's:

- (a) Statement of Values;

- (b) Code of Conduct;
- (c) Whistleblower Policy;
- (d) Diversity Policy; and
- (e) any local laws or regulations relating to bribery and corruption.

Copies of these reference materials can be accessed via the Company's website or made available upon request to the Chief Financial Officer (**Chief Financial Officer**).

2. Consequences of Non-Compliance

Non-Compliance with any Applicable Laws can have serious consequences for the Group, and the individuals involved.

If the Group is found to be liable for a contravention of any Applicable Laws it could face significant fines or penalties, be excluded from tendering for public contracts, and there is a real risk that individuals involved may also be subject to imprisonment.

The impacts of non-compliance with the Applicable Laws or any other bribery or corruption offences extends beyond the civil and criminal penalties to include:

- (a) impacting on the Group's reputation and the Group's ability to procure and retain business and/or clients;
- (b) impacting on the Group's ability to do business with government or public international organisations which may require a declaration that the Group has complied, and will comply, with certain laws;
- (c) increased regulatory scrutiny and prosecution of the Group; and
- (d) potential breach of certain established contractual provisions relating to compliance with applicable anti-bribery and anti-corruption laws, which may trigger termination rights, penalties and/or litigation.

3. Key principles of bribery and corruption

Bribery is a form of corruption and refers to the act of offering, promising, giving, accepting, receiving or soliciting an Advantage as an inducement for an Improper Purpose of Improper Performance, that is not legitimately due and not based on merits or performance.

The Group's employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

Employees should be aware that:

- (a) bribery is not limited to the public sector; it can also occur in the private sector;
- (b) bribery includes bribes made directly or indirectly (through an intermediary);
- (c) a bribe offered does not have to be accepted for an offence to be committed;
- (d) a bribe may be monetary or non-monetary in value;

- (e) a bribe may be to offer, promise, give or authorise an Advantage to a Third Party, either directly or indirectly, for an Improper Purpose, Improper Performance or in circumstances that might reasonably be viewed as creating the appearance of impropriety; or
- (f) a bribe may be to accept, receive, solicit or authorise and Advantage from a Third Party, either directly or indirectly, for an Improper Purpose, Improper Performance or in circumstances that might reasonably be viewed as creating the appearance of impropriety.

4. Compliance process

The Group's anti-bribery and corruption processes will be administered by the In-house Legal Advisor and provides a framework that:

- (a) raises awareness of anti-bribery and corruption risks;
- (b) delivers compliance training and promotes ethical business conduct;
- (c) maintains systems and procedures for giving, receiving and registering Gifts and Hospitality;
- (d) maintains systems and procedures for conducting due diligence on Third Parties; and
- (e) investigates any reported suspicions of bribery or corruption involving the Group,

(Anti-Bribery and Corruption Compliance Program).

Finance acts as an independent compliance function to prevent and minimise the risk of bribery and corruption in the Group's business dealings.

5. Responsibilities

5.1 Group Personnel Responsibilities

Group Personnel are required to:

- (a) read, understand and comply with this Policy in all of the Group's dealings;
- (b) act ethically and with integrity, avoiding even the appearance of impropriety;
- (c) attend and participate in training sessions relating to the Group's Anti-Bribery and Corruption Compliance Program;
- (d) maintain timely, accurate and complete records of all expenditures and payments; and
- (e) immediately report any suspicious activities in good faith.

In addition, Group Personnel who exercise managerial supervision over Group Personnel and/or Third Parties must also:

- (a) ensure all persons under his or her supervision understand their obligations under this Policy;

- (b) never request or suggest that Group Personnel and/or Third Parties pursue or achieve business results at the expense of breaching this Policy or an Applicable Law;
- (c) create an environment that enables and encourages others to raise concerns; and
- (d) respond appropriately to questions and concerns related to this Policy (including referring Group Personnel and/or Third Parties to Legal if appropriate).

5.2 Record Keeping

- (a) The Group must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to Third Parties.
- (b) You must declare and enter all gifts and benefits to Legal.
- (c) You must ensure that all expenses and claims relating to Gifts and Hospitality or expenses incurred to Third Parties are submitted in accordance with the Group's expenses procedure and specifically record the reason for the expenditure.
- (d) All accounts, invoices, memoranda and other documents and records relating to the dealings with Third Parties should be prepared with and maintained with strict honesty, accuracy and completeness. No accounts can be kept 'off-book' to facilitate or conceal and Advantage for an Improper Purpose or Improper Performance.

6. Processes and procedures

6.1 Gifts and Hospitality

Gifts and Hospitality made in good faith, including promotional and other business expenditure, which seeks to better establish relations is an important of the Group's business. This Policy does not intend to prohibit reasonable and proportionate Gifts and Hospitality for that purpose.

However, exchanges of Gifts and Hospitality made in the ordinary course of business may compromise, or appear to compromise, the exercise of objective business judgement.

You must be cautious when giving or receiving Gifts and Hospitality, and must only do so in circumstances where they:

- (a) are for a genuine purpose and given in the ordinary course of business;
- (b) are reasonably proportionate and of a casual and occasional nature;
- (c) are incidental to and for the express purpose of furthering a proper and professional relationship;
- (d) are not for an Improper Purpose or Improper Performance;
- (e) do not place the recipient under any obligation;
- (f) do not involve expectations created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such transaction;
- (g) are not made secretly without documentation;

- (h) having regard to its nature, are appropriate to the relationship;
- (i) are on 'arm's length' basis with no special favours and no special arrangements;
and
- (j) comply with all Applicable Laws.

You must not offer, promise, give or authorise any Gifts and Hospitality to a Public Official or State Owned Entity unless approved in accordance with the Gifts and Hospitality procedure.

If you are involved in a tender process or bid discussion, including when a decision is pending, you must not offer, promise, give, accept or receive any Gifts and Hospitality to/from any Third Party also involved in the tender/bid (whether the Group is issuing or responding to the tender/bid).

All Gifts and Hospitality must be recorded accurately when submitting purchase orders or reimbursement requests in accordance with the Group's expense management procedures.

6.2 Travel and accommodation

You are responsible for ensuring that all business travel is legitimate and travel arrangements are carried out in accordance with all applicable travel procedures issued by the Group.

All travel and accommodation expenses must be reasonable, bona fide and directly related to the demonstration, promotion or explanation of the Group's business.

The Group prohibits the acceptance of any travel and accommodation-related Gifts and Hospitality from Third Parties, except in exceptional circumstances and when pre-approved in accordance with the Gifts and Hospitality procedure. The Group also will not pay for or reimburse any Third Party's travel and accommodation costs (including 'per diem' payments) unless pre-approved in accordance with the Gifts and Hospitality procedure.

6.3 Payments to Third Parties

Except for genuine and reasonable Gifts and Hospitality, an Advantage offered, promised or given to Third Parties should be an appropriate and justifiable payment for legitimate services or products properly rendered.

Unless specifically authorised by the Chief Executive Officer, no payment to any Third Party may be offered, promised or made:

- (a) in cash (other than documented petty cash disbursements);
- (b) in cash equivalents such as a corporate credit card, gift card or shopping voucher;
or
- (c) with corporate cheques payable to "cash", "bearer" or third-party designees of the party entitled to payment.

You must ensure that financial records (including invoices and receipts) clearly and accurately specify the recipient of the payment, the country of residence or operation of the recipient, and the purpose of the payment.

6.4 Third Party due diligence

The Group is obligated to take adequate steps to prevent bribery and corruption when engaging with Third Parties.

Before engaging any new Third Party, you must obtain approval from Legal.

Engagements with existing or known third parties may be undertaken with approval from the Chief Executive Officer, or in compliance with an internal policy authorised by the Chief Executive Officer, provided that all relevant checks, including reference, credit and other checks as appropriate, have been satisfactorily completed.

You are responsible for reporting to Legal any information that may increase the risk posed by an existing or proposed relationship between the Group and a Third Party.

Legal will perform periodic due diligence reviews on Third Parties.

6.5 Contract governance

All commercial arrangements must be clearly documented in writing and duly executed by the Group and the relevant Third Party.

All new contracts, including any renewals or amendments of existing contracts, involving Agents and Representatives and/or high risk Third Party(s), must include provisions indicating that all parties will comply with all Applicable Laws and any other anti-corruption obligations, including those in the relevant local jurisdictions.

Agents and Representatives shall not act on the Group's behalf until a written agreement has been properly approved by the Group.

6.6 Facilitation payments

A facilitation payment is a customary, unofficial minor payment to secure, expedite or facilitate a routine government action.

The Group prohibits the giving and receiving of facilitation payments at all times.

6.7 Charitable contributions

Whilst personal donations are at the discretion of the individual, any donations to any cause or charity on behalf of the Group must be approved by the Chief Financial Officer or the Chief Executive Officer.

Charitable donations on behalf of the Group must be for approved causes, to registered bodies and must not give rise to adverse reputational risks.

6.8 Political donations

The Group may make donations to political parties from time to time, subject to Board approval. Care must be exercised when providing donations and sponsorship.

Group Personnel must not provide any donation or financial contribution to any political party or candidate for an election, in a personal capacity, in light of the potential for such a donation or gift to be associated with the Group.

6.9 Conflicts of interest

The Group's position on conflicts of interest is set out in the Company's Code of Conduct available on the Company's website

6.10 Solicitation, extortion and personal safety payments

If a Public Official (or someone claiming to act on their behalf) attempts to solicit or extort anything of value from you, you must refuse and inform them that the Group does not

improperly provide anything of value to Public Officials. You should then inform the Chief Financial Officer or the In-house Legal Advisor.

As a narrow exception to the above prohibition on solicitation and extortion, the Group does allow personal safety payments to be made in exceptional circumstances where you reasonably believe that harm to an individual's health or safety appears imminent, or you or others may be in imminent danger if payment is not made.

If you make a personal safety payment, you must report the payment and circumstances to the Chief Financial Officer or the In-house Legal Advisor as soon as possible after the danger has passed. All personal safety payments must be recorded appropriately in the Group's financial records.

6.11 Good faith reporting

The Group encourages raising concerns in good faith and expects you to report all activity which does or may breach this Policy or any of the Applicable Laws.

To report suspicious activity, please contact the Chief Financial Officer or the In-house Legal Advisor, or alternatively refer to the Company's Whistleblower Policy, available on the Company's website or by request from the Chief Financial Officer

There will be no retribution of any kind for reports made in good faith.

7. Review

This Policy must be reviewed by the Board with the assistance of the In-house Legal Advisor at least every two years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated committee.

The Company Secretary is authorised to make administrative and non-material amendments to this Policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.

The Company will ensure any updates to this Policy, its processes and procedures following a review are widely disseminated to, and easily accessible by, individuals covered by this Policy.

8. Definitions

Advantage can take the form of gifts, loans, fees, rewards or other advantages. It may include but is not limited to, for example: artwork, business, employment or investment opportunities (including jobs or internships for relatives), cash and cash equivalents in any amount (such as gift cards or shopping vouchers), commissions, kickbacks, rebates, loans or other compensation, contractual rights or interest, discounts or credit, electronics, equipment, ex gratia payments and gratuities, hampers and alcohol, home/property improvements, in-kind services, jewellery, meals, entertainment, travel, accommodation and other hospitality (including the use of vacation facilities or hotels), payment of other expenses, political donations or charitable contributions, prizes or tickets to events, stocks, securities or participation in stock offerings, training and vehicles (or use of any of the foregoing).

Gifts and Hospitality means any Advantage offered, promised, given, accepted or received to/from a Third Party that is:

- (a) for a genuine purpose and given in the ordinary course of business;

- (b) reasonably proportionate and of a casual and occasional nature;
- (c) incidental to and for the express purpose of furthering a proper and professional business relationship; and
- (d) not for an Improper Purpose of Improper Performance.

Improper Performance means:

- (a) taking or failing to take any action; or
- (b) making a decision,

which in either case is illegal or in breach of an expectation or duty of good faith, impartiality and/or trust.

Improper Purpose means for the purpose of:

- (a) influencing or causing a person to act, perform or fail to act or perform in breach of a legal duty; or
- (b) influencing or causing a person to abuse or misuse their position; or
- (c) securing an improper advantage, contract or concession.

Public Official means:

- (a) an elected or non-elected official, officer, employee or contractor of any government (whether state, regional or local) or public international organisation (for example, the United Nations, World bank) or any agency, department or instrumentality thereof (including officers and employees of a State Owned Entity), controlled or operated by the government; or
- (b) an official of a political party; or
- (c) a candidate for political office; or
- (d) a member of the police, customs, immigration, judiciary or other government agency; or
- (e) a person acting on behalf of any of the above.

State Owned Entity means any entity that undertakes activities on behalf of an owner government (having at least 35% ownership in the entity), which includes government-owned corporations, state owned companies and enterprises, publicly owned corporations, public/private partnerships, government business enterprises, commercial government agencies and public sector undertakings.

Third Party means any individual or entity not employed or engaged by the Group (i.e. not Group Personnel), and includes any joint venture partner, Agent and Representative, advisor, affiliate, contractor, consultant, intermediary, actual or potential customer, broker, dealer, distributor, supplier, service provider, vendor, shipping company or agent, customs agent, exported, shipper, consignee, receiver, Public Official or State Owned Entity.