

Anti-Bribery and Corruption Policy

Health and Plant Protein Group Limited

1. Overview

1.1 Background

Health and Plant Protein Group Limited (HPP or Company) and its subsidiaries (together the Group) is committed to a culture of corporate compliance, honest and ethical behaviour, strong corporate governance and the prevention of bribery and corruption.

Bribery and corruption can not only attract serious criminal and civil penalties but also have a significant adverse impact on the Group's reputation. HPP is committed to operating within the laws of each jurisdiction in which it does business and to operate in a way that is consistent with its code of conduct and the expectations of shareholders.

1.2 Purpose

This policy is to ensure that the Group takes all reasonable measures to prevent any practice or behaviour which could be construed as being or could potentially lead to, bribery or corruption.

1.3 Scope and application of policy

This policy applies to all officers, employees (whether permanent, fixed-term or temporary), individuals, contractors and consultants, visitors and all parties engaged within the HPP Group (Team Members).

2. What is bribery and corruption?

2.1 Bribery

Bribery means a financial payment or other form of benefit, reward or advantage, whether direct or indirect, that is intended to induce or influence, or has the effect of inducing or influencing, an individual, company, public body or public official to perform their functions, including business and public duties, improperly.

Bribes also include secret commissions or improper payments to a person acting in an agency or fiduciary capacity and, in certain circumstances, political donations, gifts, entertainment or hospitality for the purpose of influencing a decision or outcome.

2.2 Corruption

Corruption is the abuse of public or private office or entrusted power for private gain. This includes, but is not limited to, money laundering, embezzlement or corruption of justice.

3. HPP policy guidelines

3.1 Bribery

HPP Team Members must not give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

Bribery and corruption can not only attract serious criminal and civil penalties but also have a significant adverse impact on the Group's reputation. Any breach of this policy will be treated seriously and may result in disciplinary action, up to and including termination of employment or other business or contractual relationships.

3.2 Facilitation payments

Facilitation payments, whether legal or not in a country, are prohibited under this policy.

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, for example, processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature.

For clarity, payments made through official government agency channels which are not for the direct personal benefit of an individual government official or employee (for example, a priority processing fee for a visa as part of an official tariff) are not examples of bribes and are not prohibited for the purposes of this policy.

3.3 Gifts, hospitality and entertainment

HPP's Gifts, Hospitality and Entertainment policy prohibits HPP's officers, employees and contractors from giving or accepting gifts, hospitality and entertainment (Gifts) that are intended to, or may, improperly influence them or others, or may be perceived to be improperly influencing others.

All Gifts having values over prescribed limits must be included in an internal register and be approved in accordance with standard HPP procedures. The relevant limits and procedures vary between the Group.

If you are uncertain whether a Gift is appropriate, you should consult with your direct line manager or a member of the Senior Leadership team, who can assist you and provide guidance. Further information is available in the Gifts, Hospitality and Entertainment Policy.

3.4 Charitable and political contributions

The Group may make charitable donations (including in-kind services, knowledge, time, or direct financial contributions) that are legal and ethical under local laws and practices. In some countries, charities can be used as a screen for illegal bribes. Accordingly, care must be taken to ensure that the charity or cause is legitimate. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office.

The Group may choose to make donations to political parties from time to time. Any political donations must be authorised by the HPP Board and disclosed as required by law. Any donations above a level determined in Federal legislation must be disclosed annually to the Australian Electoral Commission and will be published on its website.

4. Reporting bribery and corruption

All HPP Team Members have a responsibility to detect, prevent and report instances of bribery, corruption and any suspicious conduct or wrongdoing. HPP Team Members are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage.

HPP Team Members should report the issue or concern to their manager or if they are not comfortable, for any reason, the issue or concern should be raised in accordance with HPP's Whistleblower Policy which affords certain protections against reprisal for making the report. Any material incidents of bribery or corruption will be reported to the HPP Board.

5. Consequences for breaches of this policy

This policy sets out the minimum standards required for HPP Team Members. Additional requirements may apply in some circumstances, for example, HPP Team Members in overseas jurisdictions. The Group will appropriately investigate all allegations of bribery and corruption and take legal or disciplinary action where appropriate, including termination of employment.

6. Reporting and record keeping

The HPP Board will receive periodic reports containing summary information in relation to concerns raised under this policy. This may include, for example, a summary of the number, nature and outcome of matters that have been raised under this policy. The HPP Board may also be provided with additional information about any material incidents raised.

The Group must keep financial records and have appropriate internal controls in place which will evidence the business reason for making any payments to third parties. All expense claims relating to hospitality, gifts or expenses incurred to third parties must be submitted in accordance with the Group's policies and procedures.

All accounts, invoices, notes and other documents and records relating to dealings with third parties, such as customers, suppliers and business contacts, should be prepared and maintained with accuracy and completeness. No accounts are to be kept 'off the record' to facilitate or conceal any improper payments.

7. Training and communication

It is the responsibility of senior management to ensure those reporting to them are made aware of (and understand) this policy. Additional training of senior management is provided where deemed necessary to ensure that HPP Team Members which may be exposed to bribery and corruption understand how to recognise and deal with it.

This policy is publicly available on the HPP's website hppgroup.com/investor-centre/corporate-governance


8. Amendments and review


This policy cannot be amended without the approval of the HPP Board and will be reviewed from time to time by the Board to ensure that it remains effective and meets best practice standards and the needs of the Group.

Approved by the Board of Health and Plant Protein Group Limited

Review date: 25 July 2022

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 www.hppgroup.com

