

Anti-Bribery and Corruption Procedure

1. Purpose

Orbital UAV (OUAV) is committed to compliance with laws and the highest ethical standards in all business conduct. The purpose of this Procedure is to provide guidelines for upholding OUAV's position regarding bribery and corruption and the process for managing these issues.

2. Objective

The objective of this Procedure is to outline OUAV's zero tolerance approach to any acts of bribery and corruption by any employee, someone acting on behalf of an employee, officials or third-party representatives. All concerns will be investigated, and appropriate action will be taken.

3. General Requirements

This Procedure operates in conjunction with OUAV's other policies and procedures.

4. Distribution

This Procedure applies to all Directors, Officers, Employees and Contractors of OUAV, regardless of their role.

5. Glossary

The following terms are used in this document.

Table 1: Glossary of Terms

Term	Description
Bribery	The giving, offering, promising, 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 in order to influence them corruptly or improperly in the exercise of their duty.
Conflict of interest	When a personal interest interferes or appears to interfere, with the best interests of the Company.
Corruption	The misuse or abuse of public or private office or power for personal gain.
Gift	A free or heavily discounted item.

Term	Description
Facilitation Payment	These are customary, unofficial minor payments to secure or expedite a routine action to which the payer is legally entitled. Examples include processing visas, licences, passport clearances or work permits, loading and unloading cargo, help speed up issuing of documents.

5.1. Overview

OUAV has a well-established reputation for conducting business in an ethical and honest way.

Our zero tolerance approach will ensure that anyone found taking part in the offer of bribes, kickbacks, improper benefits or acts of corruption will result in prompt corrective action being taken.

Any offers of bribes, kickbacks, or improper benefits made to Employees, even if refused, must be reported to their manager who in turn must report it to their Line Manager.

Bribery is a criminal offence and any corrupt act exposes OUAV and its employees to the risk of prosecution fines and imprisonment.

6. Key Risk Areas

6.1. Gifts, Entertainment and Hospitality

OUAV prohibits the giving or receiving of any gifts, entertainment and hospitality which go beyond common courtesies associated with general commercial practice. This includes the receipt or offer of gifts, meals or tokens of appreciation, invitations to events, functions, or other social gatherings to employees and/or their family members.

Any gifts, entertainment or hospitality given or received must be reasonable in value and frequency.

This ensures that any gifts, entertainment or hospitality do not improperly influence or has the appearance to improperly influence an employee or third party in order to obtain an improper benefit or business advantage for the Company, or for any other corrupt purpose.

Any gifts, entertainment or hospitality given or received exceeding \$50AUD in value must be declared without delay to a member of the Executive Team.

If there is any doubt whether a gift, entertainment or hospitality falls within the boundaries of common courtesies associated with general commercial practice, the employee should seek clarification with their manager prior to acceptance or the Company Secretary.

6.2. Facilitation Payments

OUAV prohibits all facilitation payments. Where facilitation payments are specifically permitted under local law, facilitation payments may only be made if pre-approved by the OUAV Chief Executive Officer (CEO).

The safety and wellbeing of employees is a priority. Should an employee find themselves in a situation where a payment is necessary to protect the employee, or someone else, from physical harm or if there is a threat of, or fear of, violence, payment should be made. Full details of the incident and related payment must be made to the CEO without delay.

If an employee is unsure whether a payment is acceptable, they must seek advice from their Line Manager or a member of the Executive team.

6.3. Kick Back Payments

OUAV strictly prohibits the giving and receiving of kickbacks, or improper benefits to employees (or their families) resulting from an employee's position with OUAV or from any activity of the company. OUAV also prohibits kickbacks or other payments to clients, suppliers or other commercial parties to secure a business advantage for the Company or themselves.

6.4. Conflict of Interest

OUAV respects employees' right to engage in activities outside of work, however personal relationships, participation in external activities, associations or interest in another venture should not (nor appear to) influence employees' decisions when acting for and on behalf of OUAV.

Employees should declare to their manager or a member of the Executive team at the earliest opportunity any situation that could involve an actual, potential or perceived conflict of interest and thus influence their decisions or actions at OUAV.

Employees should remove themselves from any discussion or activity involving the conflict. This includes any transactions or other business arrangements on behalf of OUAV where an employee directly or indirectly have, or could reasonably be suspected to have, a personal interest, financial or otherwise, or that could otherwise reasonably be considered to harm OUAV's interests or reputation.

Employees should apply consideration when investing in a competitor, customer, partner or supplier of OUAV. While such activity would not automatically create a conflict of interest, a conflict could arise if an employee has a financial interest in an OUAV supplier as well as having the authority to influence OUAV contracts with that supplier.

7. Preventing Bribery and Corruption

7.1. Risk Assessment

OUAV may take periodic risk assessments to identify and address bribery and corruption risk controls tailored to manage the risks identified through this process.

7.2. Due Diligence

In dealing with third parties, sufficient due diligence must be undertaken to ensure that they are suitable to be associated with OUAV, and that appropriate controls are implemented, designed to prevent and detect bribery and corruption. This is to ensure that third parties OUAV engages will not bribe or perform a corrupt act on OUAV's behalf or for which OUAV may be responsible or otherwise liable for.

7.3. Monitoring and Review

OUAV performs payment monitoring, including monitoring for bribery 'red flags' and an independent compliance function conducts periodic risk-based monitoring of gifts and entertainment.

7.4. Training and Communication

OUAV promotes employee awareness of, and compliance with the Anti-Bribery and Corruption procedure through the appropriate dissemination of communication and awareness training.

7.5. Raising Concerns

All OUAV employees have a responsibility to help detect, prevent and report instances not only of bribery and corruption, but also of any suspicious activity or wrongdoing in connection with the business.

Employees may report the issue/concern with management or Human Resources in the first instance. If for some reason it is not possible to speak with either, then the issue/concern should be reported to senior management, the Company Secretary or the CEO. Additionally, an OUAV Whistleblower Policy is in place to encourage employees to raise matters of concern. All concerns will be investigated and appropriate action will be taken.

7.6. Protection

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another person's misconduct, are sometimes concerned about possible repercussions.

OUAV encourages openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken. Measures to provide protection and support for employees who make complaints or disclosures are included in the OUAV Whistleblower Policy.

8. Associated Documents

Table 2: Associated Internal Documents

Document Name
Code of Conduct
Whistleblower Policy

8.1. Key Legislation

Table 3: Key Legislation, Standards and Guideline Units

Australian Key Legislation/Standard/Guideline Unit
<i>Criminal Code 1995 (Cth)</i>
<i>Corporations Act 2001 (Cth)</i>
<i>Corruption, Crime and Misconduct Act (2003) (WA)</i>

Australian Key Legislation/Standard/Guideline Unit
<i>Fair Work Act 2009</i>
<i>AS9100</i>