



## BIONOMICS LIMITED

### ANTI-BRIBERY & ANTI-CORRUPTION POLICY

#### 1. Introduction

Bionomics conducts its business in an ethical and honest way and is committed to instilling a strong anti-corruption and anti-bribery culture.

Bribery and corruption are morally wrong and could seriously damage Bionomics' reputation. Bribery is a criminal offence and any corrupt act exposes Bionomics and its Personnel (as defined below at section 2) to the risk of prosecution, fines and imprisonment.

This Anti-Bribery and Anti-Corruption Policy (**Policy**) forms part of Bionomics' risk management framework, which includes Bionomics' *Whistleblower Policy* (**Whistleblower Policy**), *Code of Business Conduct* (**Code of Business Conduct**) and other associated risk and compliance policies adopted by Bionomics from time to time.

#### 2. Scope

This Policy applies to anyone who is employed by or works at Bionomics, including employees (whether permanent, fixed-term or temporary), directors, contractors, agents, consultants and any other third-party representative who conducts business activities on Bionomics' behalf (collectively referred to as **Personnel** in this Policy), wherever located.

Bionomics applies a zero-tolerance approach to acts of bribery and corruption. Any breach of this Policy will be regarded as a serious matter and will result in disciplinary action, which may include termination of employment or other contracts (as applicable).

#### 3. Local laws

This Policy applies globally. If travelling outside of Australia, Personnel are subject to the laws of the country they are in; however, the principles of this Policy must be followed regardless of whether or not that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws that are of a lesser standard to this Policy, this Policy prevails.

#### 4. Purpose

The purpose of this Policy is to protect the integrity of Bionomics' reputation, to set out the responsibilities of all Personnel and to observe and uphold Bionomics' commitment to ethical and honest business practices.

This Policy operates in addition to the Code of Business Conduct and Whistleblower Policy, recognising that some of the principles set out herein may overlap with the principles stated in those policies.

## 5. Responsibility

The key responsibilities of Personnel are summarised below:

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All Personnel	<ul style="list-style-type: none"><li>• Complying with Bionomics' policies (including the Code of Business Conduct and this Policy) and procedures.</li><li>• Being alert to any behaviour or actions that are inconsistent with Bionomics' policies and procedures.</li><li>• Notifying a Director, the Company Secretary, a Senior Manager, the company's auditor or a member of the company's audit team of any suspected bribery and/or corruption.</li></ul>
All Managers	<ul style="list-style-type: none"><li>• Fostering an environment within their business unit that makes active bribery and corruption control a responsibility of all Personnel.</li><li>• Evaluating each third-party relationship and assessing risk prior to entering into and for the duration of the contractual relationship.</li><li>• Articulating and reinforcing clear standards and procedures to deter bribery and corruption, including appropriate education and training of Personnel.</li><li>• Implementing any directions from Senior Management in relation to the prevention and detection of bribery and corruption.</li></ul>

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## 6. Training

The Company Secretary is responsible for ensuring that all Personnel are aware of and have achieved a level of acceptable competence in connection with this Policy.

## 7. Policy

### 7.1. *What is "bribery" and "corruption"?*

Bribery is the offering, promising, giving, soliciting or accepting of any advantage as an inducement for an action that is illegal, unethical or a breach of trust.

Bribes can take many different forms, but typically there will be a "quid pro quo", meaning that both parties, or a person connected to one of the parties, will benefit. Acts of bribery are designed to influence individuals to act dishonestly in the performance or discharge of their duties.

A bribe could be any of the following actions designed to exert improper influence:

- the direct or indirect promise, offering, or authorisation of anything of value (whether the value is material or not);
- the offer or receipt of any kickback, loan, fee, reward or other advantage; or

- the giving of aid, donations or voting.

Corruption is the misuse or abuse of power, influence or position for private gain.

## **8. Policy**

### **8.1. Bribes**

Personnel are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

### **8.2. Gifts, entertainment and hospitality**

For the purposes of this Policy, gifts, entertainment and hospitality activities include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to the business.

These activities are acceptable provided they:

- fall within reasonable bounds of value, occurrence and for a proper purpose;
- do not influence, or are not perceived to influence, objective business judgement;
- are not prohibited or limited by applicable laws or applicable industry codes; and
- are for the purposes of:
  - establishing or maintaining good business relationships;
  - improving or maintaining Bionomics' image or reputation; or
  - marketing or presenting Bionomics' drug products or drug candidates effectively.

Personnel must not accept gifts, entertainment or hospitality activities where to do so might influence, or be perceived to influence, objective business judgement.

As a general rule, Personnel should not provide any gifts to, or receive them from, government officials.

#### **8.2.1. Generally acceptable**

A gift, entertainment or hospitality activity may be acceptable if it:

- is of a modest value – taking into account local codes, customs and culture;
- is given in Bionomics' name, not in the name of an individual;
- does not include cash or cash equivalents;
- is appropriate in the circumstances, taking account of the reason for the gift, its timing and value;
- is given openly, not secretly; and
- complies with all applicable local laws.

Examples of generally acceptable gifts, entertainment and hospitality activities include:

- promotional gifts of low value, such as branded stationery to or from customers, suppliers and business partners;
- token gifts/benefits where offered in business situations or to all participants and attendees;
- a gift/benefit for presenting at a work-related conference, seminar, and/or business event;
- a gift/benefit given in gratitude when hosting business events or overseas delegations, only where refusal would be unreasonable and unnecessarily offensive; and
- refreshments or a modest meal during a meeting.

### **8.2.2. Never acceptable**

An unacceptable gift, entertainment or hospitality activity is one:

- made as a “quid pro quo”, meaning one made in the expectation that either party will provide a business advantage in return;
- made during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- including cash or cash equivalents;
- offering entertainment of a sexual or similarly inappropriate nature;
- making incomplete, false or inaccurate entries in the company’s books and records;
- being unduly lavish, inappropriate or extravagant under the circumstances;
- involving government officials or representatives, or politicians or political parties, without the prior approval of the Executive Chairman; or
- being otherwise in breach of this Policy.

An example of an unacceptable gift is a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay).

If a person Bionomics does business with is a government official, there are often local laws and applicable industry codes that may impose additional restrictions and those restrictions must always be adhered to. Personnel must ensure that any benefit of any value proposed to be provided to (or received from) a government official is first discussed with the Executive Chairman and written approval is obtained from the Executive Chairman before proceeding.

### **8.3. Facilitation payments and kickbacks**

Facilitation payments, also known as “back-handers”, are typically small, unofficial payments made to a government official to secure or expedite a routine or necessary action (for example, the issue of a permit or license) to which the payer of the facilitation payment is entitled. They are not commonly sought in Australia or the United States but are sometimes sought in other jurisdictions in which Bionomics operates or may operate in the future.

“Kickbacks” are typically payments made in return for a business favour or advantage.

Personnel must:

- not make, nor accept, facilitation payments or kickbacks of any kind; and
- avoid any activity that might lead to a facilitation payment or kickback being made or accepted (or any activity that might suggest that such a payment will be made or accepted).

If you are unsure whether a certain payment is considered a facilitation payment or a kickback, please contact the Company Secretary.

#### **8.4. Political donations, charitable donations and sponsorships**

Neither Bionomics nor any Personnel may make any direct or indirect contribution to any government official, political party, organisation or individual engaged in politics as a way of obtaining an improper advantage for Bionomics’ business. Bionomics must ensure that any charitable contribution or sponsorship is not being used as a subterfuge for bribery.

No political donations may be offered or made on behalf of Bionomics without the prior approval of the Board of Directors.

Charitable donations must not be offered or made unless they are legal, ethical, in accordance with local laws and practices and have the prior approval of the Board of Directors.

#### **8.5. Use of third-party representatives**

Personnel are responsible for evaluation of each potential third-party relationship where a third-party will conduct business activities on behalf of Bionomics and assessing any potential risk arising from the relationship. For the purposes of this Policy, the term “third-party” includes anyone who is not an employee or director of Bionomics. As such, a “third-party” includes (but is not limited to) contractors, agents, distributors, consultants, collaborators, partners and Licensees.

**Third-parties who act on behalf of Bionomics must operate at all times in accordance with the Code of Business Conduct and this Policy.**

Managers are responsible for the evaluation of each third-party relationship and assessing risk by;

- evaluating the background, experience, and reputation of the third-party;
- understand the services to be provided, and methods of compensation and payment;
- evaluating the business rationale for engaging the third-party;
- taking reasonable steps to monitor the transactions of the third-party;
- ensuring there is a written agreement in place which acknowledges the third-party’s understanding of and compliance with the Code of Business Conduct and this Policy and providing for a periodic review; and
- escalating for review/approval before proceeding with the engagement.

## **9. Reporting breaches of this Policy**

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

Bionomics encourages all Personnel to report promptly any issue or suspicion of malpractice at the earliest possible stage by following the procedure set out in the Whistleblower Policy to a Director, the Company Secretary, a Senior Manager of Bionomics, Bionomics' auditor or a member of the audit team of Bionomics.

Any questions about these procedures should be directed to the Company Secretary.

## **10. Review**

The Audit & Risk Management Committee will review this Policy periodically to ensure that it remains effective.

This Policy was approved and adopted by the Board of Directors of Bionomics, effective 24 February 2021.