



AMA GROUP

Anti-Bribery and Corruption Policy

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1. INTRODUCTION

- 1.1. AMA Group Limited, together with its controlled entities ("AMA Group" or "Company") is committed to complying with the laws and regulations of the countries in which its businesses operate and acting in an ethical manner.
- 1.2. This Anti-Bribery and Corruption Policy ("Policy") provides a framework of guidelines and principles to encourage ethical behaviour in our business conduct and must be read in conjunction with the Company's Code of Conduct 'AMA Way'.
- 1.3. Bribery and the related improper conduct referred to in this Policy are serious criminal offences for both AMA Group and any individuals involved.
- 1.4. 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.

2. PURPOSE

- 2.1. The purpose of this Policy is to:
 - a) set out the responsibilities of AMA Group, its subsidiaries and its Personnel in observing and upholding the prohibition on bribery, corruption and related misconduct; and
 - b) provide information and guidance on how to recognise and deal with instances of bribery and corruption.

3. APPLICATION

- 3.1. This Policy applies to the person(s) listed below, but not limited to:
 - a) all directors, senior executives, employees and officers of AMA Group ("Employees"); and
 - b) contractors (including sub-contractors) and consultants engaged by AMA Group, whether permanent, part time, fixed term or temporary contracts.
 - c) any of the Company subsidiaries and their respective personnel;
 - d) any individual or entity engaged to act on behalf of the AMA Group ("Agents"); and
 - e) any other person(s) as specified by the Company from time to time (collectively referred to as "Personnel")
- 3.2. This Policy covers:
 - a) bribery;
 - b) gifts and hospitality;
 - c) facilitation payments; political contributions; and
 - d) charitable contributions.

4. POLICY STATEMENT

4.1. Personnel must:

- a) understand and comply with this Policy;
- b) not give, offer, accept or request bribes, facilitation payments, secret commissions or other prohibited payments or engage in money laundering;
- c) not approve any offers, or make, accept, request or authorise any irregular payment, gift, or other thing of value, intended to improperly influence a business decision or secure an improper advantage;
- d) comply with any reporting and approval processes for gifts, entertainment or hospitality, sponsorships and charitable contributions;
- e) maintain accurate records of dealings with third parties; and
- f) be vigilant and report any breaches of, or suspicious behaviour related to, this Policy, through the Company's Whistleblower channels or other reporting mechanisms.

5. KEY PRINCIPLES OF BRIBERY AND CORRUPTION

5.1. Bribery and corruption of any form are strictly prohibited by the Company.

5.2. Bribery is the act of offering, promising, giving, receiving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to improperly perform their role or function or to secure an improper business or personal advantage.

5.3. Merely offering a bribe will usually be sufficient for an offence to be committed.

5.4. Bribery can take many forms. The benefit that is offered, given or accepted may be monetary or non-monetary. For instance, it may involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities travel, or excessive or inappropriate corporate hospitality.

5.5. Bribery may be indirect, for example where:

- a) a person procures an intermediary or an agent to make an offer which constitutes a bribe to another person; or
- b) an offer which constitutes a bribe is made to an associate of a person who is sought to be influenced.

5.6. Examples of "red flags" indicative of bribery or corruption are set out in **Annexure A**.

5.7. Personnel must not give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. Under no circumstances will the Group approve or condone any irregular payment, benefit, or advantage to win business or improperly influence a business outcome.

5.8. Personnel 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 (including 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) it is prohibited to offer, promise, give, or authorise an advantage to a third party for an improper purpose, to induce improper performance, or in circumstances that could reasonably be perceived as creating a conflict of interest or the appearance of impropriety; or
- f) it is prohibited to accept, receive, solicit, or authorise an advantage from a third party for an improper purpose, to induce improper performance, or where it could reasonably be viewed as creating the appearance of impropriety.
- g) this prohibition is not subject to any local customs or business practices.

6. FACILITATION PAYMENTS, SECRET COMMISSIONS AND MONEY LAUNDERING

- 6.1. Facilitation payments are typically unofficial payments made to secure or expedite routine government action by a Public Official.
- 6.2. Secret commissions typically arise where a person or entity (such as an employee of the Group) offers or gives a commission to an agent or representative of another person (such as a customer of AMA) that is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.
- 6.3. Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.
- 6.4. The making of facilitation payments, secret commissions and money laundering by AMA Group and its Personnel is strictly prohibited and may constitute a criminal offence under Australian law, including the Criminal Code Act 1995 (Cth).

7. GIFTS, ENTERTAINMENT AND HOSPITALITY

- 7.1. This Policy does not prohibit normal and appropriate entertainment and hospitality given and received to or from third parties (other than from or to Public Officials).
- 7.2. The giving or receiving gifts is not prohibited, if the following requirements are met:
 - a) it is done for the purpose of general relationship building only;
 - b) it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
 - c) it complies with the local law of the jurisdiction in which the expenditure is made;
 - d) it is given in an open and transparent manner; and
 - e) it does not include cash, loans or cash equivalents (such as gift certificates or vouchers).
- 7.3. AMA Group understands that the practice of giving business gifts varies between countries and regions and what may be normal and acceptable somewhere may not be somewhere else. The test to be applied is whether in all the circumstances the gift, entertainment or hospitality is reasonable and justifiable. The intention behind the gift, entertainment or hospitality should always be considered.

- 7.4. Personnel involved in a tender process or bid discussion, including when a decision is pending, must not offer, promise, give, accept or receive any Gifts, Entertainment and Hospitality to/from any Third Party that is also involved in the tender/bid (whether the Company is issuing or responding to the tender/bid).
- 7.5. In order to ensure proper implementation of this Policy, Personnel are required to notify their divisional Chief Financial Officer (or Group Chief Financial Officer as appropriate) in writing (via email) of all gifts, entertainment and hospitality given or received, with a value in excess of **AUD\$150** (for Employees in Australia) and **NZD\$150** (for employees in New Zealand). All Chief Financial Officers to whom notification is provided must maintain a record of all such notifications received by them in the **Gift Register**.

8. POLITICAL AND CHARITABLE DONATIONS

- 8.1. All dealings with Public Officials relating to the AMA Group and its business activities must be conducted at arm's length and with the utmost professionalism to avoid any perception of attempting to gain an advantage.
- 8.2. Political donations must not be made by any Group entity, business unit or Employee, without prior Board approval, and disclosed as required by law and recorded in the Group's accounts.
- 8.3. The AMA Group only makes charitable donations that are legal and ethical under local laws and practices. No donation may be offered or made without the prior approval of AMA's Chief Financial Officer or Managing Director.

9. RECORD KEEPING

- 9.1. The AMA Group must keep financial records and have appropriate internal controls in place to evidence clearly the business reason for making any payments to Third Parties.
- 9.2. Personnel must declare and enter all Gifts, Entertainment and Hospitality above the value threshold in Clause 7.5, in the Gift Register.
- 9.3. Personnel must ensure all expenses and claims relating to Gifts, Entertainment, Hospitality or expenses incurred to Third Parties are submitted in accordance with AMA Group's expense policy and specifically record the reason for the expenditure, the people involved and their position.
- 9.4. All accounts, invoices 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. No accounts can go unrecorded to facilitate or conceal improper payments.

10. DEALING WITH THIRD PARTIES

- 10.1. It is important that any Group entity proposing to engage a third party implements appropriate controls to ensure that the actions of the third party are consistent with this Policy and will not expose the Company to legal or reputational risk.
- 10.2. The Group Managing Director is responsible for determining which third parties require specific anti-bribery controls. The Managing Director will make that determination having regard to this Policy and the nature and location of the work being undertaken by those third parties, and in accordance with any guidelines issued by AMA Group from time to time.

11. CONFLICT OF INTEREST

- 11.1. Conflicts of interest can create opportunities for bribery or corruption and must be declared and managed transparently.
- 11.2. Employees are required to promptly disclose any actual, potential, or perceived conflicts of interest that may compromise or appear to compromise their impartiality or objectivity in the course of their duties.
- 11.3. The Company's position on conflicts of interest is set out in the Company's **Code of Conduct**, and related policies, which must be read in conjunction with this Policy.

12. REPORTING BREACHES AND SUSPICIOUS BEHAVIOUR

- 12.1. Personnel must report any breaches of, or suspicious conduct in relation to, this Policy. This includes behaviour that makes Personnel or others working with the Company feel threatened or under pressure to engage in improper conduct.
- 12.2. Reports should be made to:
 - a) your Manager or HR representative (as appropriate); or
 - b) in accordance with the AMA Group's **Whistleblower Policy**.
- 12.3. Personnel who wish to raise a concern or report a breach may be worried about possible repercussions. AMA encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.
- 12.4. The Company is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offense has taken place or may take place in the future. Detrimental treatment covers dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. For further details refer to the AMA Group's Whistleblower Policy.

13. TRAINING AWARENESS

- 13.1. This Policy will be made available to all Personnel via the following channels:
 - a) posting the Policy on the staff intranet or other communication platform;
 - b) posting the Policy on staff noticeboards, as appropriate;
 - c) incorporating the Policy in any induction information packs and training for new starters; and
 - d) AMA's website
- 13.2. To the extent applicable to their roles, training may be provided at induction and refreshed at least annually, and more frequently where required by changes in law, regulation, or risk exposure, to enable Managers or designated contacts to provide guidance to other Personnel.
- 13.3. The annual training will include how to recognise and deal with bribery and corruption reporting obligations, record-keeping requirements, and escalation procedures. Records of attendance and completion will be maintained by the Company to evidence compliance.

14. BREACH OF THIS POLICY

14.1. A breach of this Policy by Personnel may be regarded as serious misconduct, leading to disciplinary action, which may include termination of employment. Breach of this Policy may also expose Personnel to criminal and civil liability and could result in imprisonment or imposition of a significant financial penalty.

15. POLICY REVIEW

15.1. This Policy will be reviewed at least once every two years (or earlier if required) to determine its adequacy against current laws (including the Criminal Code Act 1995 (Cth), ASX Corporate Governance Principles and Recommendations, and any applicable international anti-bribery laws and evolving business risks).

15.2. The amendment or revocation of this Policy may only be effected by a resolution of the Board.

15.3. The Policy will be available on the Company's website within a reasonable time after any such updates or amendments have been approved.

Version	V2 - 2025	Effective Date	September 2025
Approved By	AMA Group Board	Maintained By	AMA Group Board

16. DEFINITIONS TABLE

Term	Definition
AMA Group / Company / Group	AMA Group Limited and all of its subsidiaries and controlled entities.
Policy	This Anti-Bribery and Corruption Policy, as approved and updated from time to time by the Board.
Personnel	All individuals engaged by AMA Group, including: (a) directors, officers, senior executives and employees (full-time, part-time, fixed-term, casual, or temporary); (b) contractors, sub-contractors, secondees, and consultants; (c) agents and representatives acting on behalf of AMA Group; (d) subsidiaries and their respective personnel; and (e) any other person(s) designated by the Company from time to time.
Agent	Any individual or entity engaged to act on behalf of AMA Group in dealings with third parties.
Public Official	Includes but is not limited to: (a) any employee, official, officer or contractor of a government department, agency, or state-owned/controlled enterprise; (b) a politician, political party official, judge, or member of a legislature; (c) a candidate for political office; (d) an employee, contractor, or official of a public international organisation; or (e) an individual holding themselves out as an intermediary or representative of a Public Official.
Bribery	The offering, promising, giving, requesting, accepting, or receiving of a financial or other benefit with the intent to improperly influence the performance of a person's duties or secure an improper business or personal advantage. Bribery includes both direct and indirect acts, including those made through third parties.
Facilitation Payments	Small or unofficial payments (sometimes referred to as "grease payments") made to Public Officials to secure or expedite routine government actions. These are prohibited under Australian law and this Policy.
Secret Commissions	Payments offered or made to an agent or representative of another person without the knowledge or consent of that person's principal, typically as an inducement to influence the conduct of the principal's business.
Gift, Entertainment and Hospitality	Any gift, entertainment, hospitality, travel, accommodation, or other benefit (monetary or non-monetary) provided or received in connection with AMA Group business.

Term	Definition
Third Party	Any person or organisation external to AMA Group with whom AMA Group interacts, including but not limited to suppliers, distributors, customers, agents, consultants, joint venture partners, and contractors.
Conflict of Interest	A situation in which personal, financial, or other interests of Personnel (or their close associates) could improperly influence, or be perceived to influence, their professional judgment or decisions made on behalf of AMA Group.
Whistleblower Policy	AMA Group's separate policy that sets out the framework for reporting and protecting disclosures of wrongdoing, including bribery and corruption concerns.

17. ANNEXURE A – POTENTIAL RISK SCENARIOS – “RED FLAGS”

The following is a list of bribery and corruption “red flags” that may arise during the course of working for or providing services to AMA Group. The list is for illustration only and is not intended to be exhaustive. Employees, officers, contractors, and third parties must remain alert to any unusual or suspicious conduct that could indicate bribery, corruption, or other unethical behaviour. If Personnel encounter any of the following, they must report them promptly in accordance with Section 12 of this Policy.

- a) Personnel learn that a third party engages in, or has been accused of engaging in, improper business practices.
- b) Personnel learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them.
- c) A third party insists on receiving a commission or fee payment before committing to sign up to a contract with an AMA entity.
- d) Personnel are requested to undertake work or instruct a third party to undertake work that does not appear to be related to AMA Groups’ business.
- e) A third party requests payment in cash, cryptocurrency, or other untraceable methods and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.
- f) A Third Party requests that payment is made to a country or geographic location different from where the third party resides or conducts business, particularly if that jurisdiction is known for weak anti-corruption enforcement.
- g) A Third Party requests an unexpected additional fee or commission to “facilitate” a service.
- h) A Third Party requests lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
- i) Personnel learn that a colleague has been regularly entertained by a particular supplier with expensive gifts, meals, travel, or hospitality.
- j) A Third Party requests that a payment is made to “overlook” potential legal violations.
- k) A Third Party requests that an AMA Group entity provide employment or some other advantage to a friend or relative.
- l) Personnel receive an invoice from a third party that appears to be non-standard or customised.
- m) A third party insists on the use of side letters or refuses to put terms agreed in writing.
- n) Personnel notice that an AMA entity has been invoiced for a commission or fee payment that appears large given the service stated to have been provided.
- o) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the AMA entity concerned.
- p) Personnel are offered an unusually generous gift or offered lavish hospitality by a third party, that could create (or be perceived to create) a conflict of interest.