

ANTI-BRIBERY AND CORRUPTION POLICY

1. Introduction

This policy applies to Nova Eye Medical Limited and all of its related bodies corporate (**Nova Eye**). The following conduct is prohibited by this policy: bribery, facilitation payments, secret commissions and money laundering. This policy also prohibits offering or accepting gifts, entertainment or hospitality, and providing donations, community investments and sponsorships, other than in accordance with this policy.

Personnel

The Policy applies to all Nova Eye employees, directors, contractors and consultants (**Personnel**). It applies to Nova Eye's operations in Australia and outside of Australia.

2. Prohibited conduct

Bribery

A bribe is offering (or causing the offering), promising, giving, accepting or requesting a benefit to improperly influence a person in the performance of their duty or function (including inducing a person to not do something) in order to obtain an illegitimate business advantage.

Benefits include any commercial, regulatory or personal advantage, such as money, gifts, political or charitable donations, business opportunities, hospitality, access to assets or favours.

Personnel must not offer, promise, give, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person. If any Personnel is offered a bribe, it must be refused and reported immediately to the Company Secretary.

Secret commissions

Secret commissions typically arise where there is a payment or benefit given or offered to an agent or representative of a third party, which is not disclosed to the third party. Secret commissions are intended to influence or impact the conduct of the third party's business.

Payment of, soliciting or receiving secret commissions by Nova Eye and its Personnel is prohibited.

Facilitation payments

A facilitation payment is an unofficial payment (including a nominal amount) made to facilitate or expedite a non-discretionary action by a government official.

Facilitation payments by Nova Eye and its Personnel are prohibited.

Gifts, entertainment and hospitality

Personnel must not accept or offer gifts, entertainment or hospitality which could be perceived to create undue influence on the recipient. The context in which gifts, entertainment or hospitality are provided will be relevant to whether they could be perceived to create undue influence (e.g. where parties are involved in a

competitive tender process).

Gifts, entertainment or hospitality should only be offered or accepted by Personnel for legitimate business purposes and must meet the following criteria:

- be for building relationships;
- be of reasonable value and appropriate nature having regard to cultural considerations and general business practice;
- be provided in an open and transparent manner;
- not intended as an attempt to exert improper influence over the recipient;
- be compliant with applicable laws of the jurisdiction in which the gift, entertainment or hospitality is offered; and
- not include cash, loans or cash equivalents.

Personnel must report to the Company Secretary any gift, entertainment or hospitality above an estimated financial value of AUD \$300 which they have given or have received, within 10 working days of giving or receiving it. Reports must be recorded in a gift register maintained by the Company Secretary.

Donations, community investment and sponsorships

Personnel must not make donations to political parties, organisations, incumbents, candidates or other public officials on behalf of Nova Eye. Personnel must obtain the prior approval of the Company Secretary to attend dinners, conferences or similar events organised by a political party or equivalent organisation.

Nova Eye may make charitable donations, community investments and provide sponsorships which comply with the legal and ethical requirements of the jurisdiction in which the charitable donation, community investment or sponsorship is made. In Australia, charitable donations will only be made to organisations with deductible gift recipient status with the Australian Taxation Office.

Charitable donations, community investments and sponsorships provided by Nova Eye require the prior approval of the Company Secretary. The Company Secretary may implement standing authorities for charitable donations. The standing authority must be consistent with Nova Eye delegated authorities and must be notified to Nova Eye's auditor.

Money laundering

Money laundering is concealing the origins of illegal income and disguising the income so that it appears to have come from a legitimate source.

Money laundering by Nova Eye and its Personnel is prohibited.

3. Approvals, accounting and record keeping

Expenditure on gifts, hospitality and entertainment must be approved in accordance with applicable Nova Eye policies and procedures. Personnel must make and keep appropriate and accurate records of expenditure on gifts, hospitality and entertainment in accordance with applicable Nova Eye policies and procedures.

4. Breach

Nova Eye may be subject to criminal sanctions and/or civil penalties, and may suffer reputational damage, if it is found to have been involved in bribery or related

improper conduct.

A breach of this policy constitutes serious misconduct. Strict compliance is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment. Personnel who breach this policy may be subject to imprisonment and/or financial penalty.

Material breaches of this policy will be reported to the Board. Nova Eye will also refer incidents to regulatory and law enforcement authorities, if appropriate.

5. Training

Personnel will be made aware of this policy as part of their induction. If required, additional training in relation to the content and subject matter of this policy will be provided to relevant Personnel.

6. Notification process

Nova Eye supports and encourages a culture of integrity and transparency. All Personnel have responsibility for prevention, detecting and reporting of breaches of this policy.

Personnel must notify the Company Secretary as soon as possible of suspected, potential or actual breaches of this policy. Personnel must also notify the Company Secretary if they suspect or believe that a breach of this policy may occur in the future. Personnel should seek the advice of the Company Secretary if unsure whether particular conduct constitutes a breach of this Policy.

All reports made under this paragraph will be handled in accordance with Nova Eye's Whistleblower Policy.

7. Review of this policy

This policy will be periodically reviewed by the Board from time to time to check that it is operating effectively and whether any amendments to it are required.