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1. Background and Purpose

Sigma Healthcare Limited (**Sigma**) is committed to working collaboratively to build long-term relationships that reward partners, benefit consumers and support communities. It is imperative that Sigma team members¹ act with integrity to develop trust, open communication and mutual accountability between Sigma and its partners.

Bribery and corruption are legally and morally wrong and go against the values and principles outlined in Sigma’s Values Statement, Code of Conduct and other policies, including Sigma’s Fraud Policy. Companies and people involved in bribery or corruption face serious criminal and civil penalties, including under the Commonwealth *Criminal Code Act 1995*, and are likely to suffer reputational damage.

2. Application

This Anti-Bribery and Corruption Policy applies to all Directors, senior executives and team members of the Sigma Group, and to all activities potentially subject to bribery or corruption involving: team members; consultants; suppliers; contractors and any other parties with a corporate relationship with Sigma and Sigma Group companies in any location. Sigma publishes a copy of this Anti-Bribery and Corruption Policy on the Hub.

3. What is bribery and corruption?

Definition and General Examples at Sigma

Corruption is a broad term capturing a wide range of inappropriate behaviour involving a person acting in breach of power entrusted in them for private gain. Bribery is a form of corruption.

Bribery involves giving or accepting (or offering, demanding or promising to give or accept) something of value to influence or induce an individual to act illegally, unethically or in breach of trust in order to gain favourable treatment or another commercial, regulatory, business or personal advantage. A bribe can be monetary or of material value, such as a political or charitable donation, loan, entertainment or travel, meals, employment opportunities, or may be an intangible benefit such as status or information. It does not matter if the bribe is given or received:

- directly or indirectly through a third party;
- is for the benefit of the recipient or some other person; and/or
- from or to a person in the public or private sector.

Example

¹ “Team member” means any full time, part time or casual employee of any member of Sigma Group and extends to any secondee, contractor or consultant of, or adviser to, any member of Sigma Group whose terms of engagement require them to comply with this policy as though they were an employee.



giving a private payment or benefit to a public official to gain favourable treatment or a business or personal advantage (e.g. making a donation, giving aid, hospitality or gifts, or offering a kickback, to a politician or senior government official to secure a government contract or to facilitate or expedite a government approval)



accepting private monetary or other gifts in exchange for divulging valuable confidential information (e.g. accepting travel, entertainment and/or food from a competitor in exchange for disclosing Sigma's confidential business information)



paying secret commissions to persons acting in an agency or fiduciary relationship (e.g. paying a secret commission to a member of the Sigma Board)

What is not bribery or corruption?

Engagement in bribery or corruption is a breach of Sigma's Code of Conduct. However, not all Code of Conduct breaches involve bribery or corruption. Examples of breaches of Sigma's Code of Conduct which are not bribery or corruption include:

- workplace grievances, such as complaints of injustice in the assessment of a team member's performance or disciplinary procedures;
- complaints of discrimination, harassment or bullying;
- reports of suspected breaches of Sigma's Health and Safety Policy; and
- reports of suspected breaches of other laws and regulations which apply to Sigma's operations.

4. Obligations and responsibilities

General obligations - all team members

- **DO NOT** engage or participate in, or cover up or assist (by act or omission), any form of bribery or corrupt conduct, including:
 - giving bribes or other improper payments to public officials;
 - payment of secret commissions to those acting in an agency or fiduciary capacity.
- **DO NOT** engage or participate in or cover up or assist (by act or omission), victimisation, bullying, harassment or any other form of reprisal against a person who makes a report under this policy or is cleared of an allegation made under this policy.
- **DO** report any incident you become aware of which you reasonably believe involves bribery, corrupt conduct or that constitutes detrimental or reprisal action against a person who has made a report of wrongdoing under this policy.
- **DO** comply with internal controls, systems, relevant policies and directions including those pertaining to financial delegation, conflicts of interest and approval authorities.
- **DO** familiarise yourself with this policy and related policies, such as the Code of Conduct, Whistleblower Policy, Fraud Policy and Delegations of Authority.

Additional responsibilities – management

- **DO** familiarise yourself with the types of misconduct within your area of responsibility and be attentive to any sign of wrongdoing.
- **DO** ensure that your reports comply with their obligations under above.
- **DO** treat seriously all reports you receive of alleged bribery or corrupt conduct and ensure such reports are dealt with in accordance with applicable procedures.
- **DO** take action to prevent retaliation or retribution against a person who has made a report of bribery or corrupt conduct.

Training

Management is responsible for ensuring that managers and other team members likely to be exposed to bribery or corruption are aware of this policy and understand how to recognise and deal with bribery or corruption, including via the provision of training where necessary.

5. Controls around political donations, gifts, entertainment and hospitality

Giving political donations

Sigma prohibits any donation on behalf of Sigma to political parties, political organisations, politicians, local councillors, candidates for public office or public official. Paid attendance at an event hosted by a political party is only permitted in limited circumstances, with approval and record keeping of the event.

No member of the Sigma Group, or any Director of Sigma or team member of the Sigma Group, may make any direct or indirect contribution to a government official, political candidate or party, organisation or individual engaged in politics as a way of obtaining an improper business advantage.

Gifts, entertainment or hospitality

Team members of the Sigma Group may only accept gifts, entertainment or hospitality (including, for example, meals, tokens of gratitude, invitations to events or social gatherings) in accordance with Sigma's Gifts, Gratuities and Entertainment Policy.

The Sigma Group, including team members and agents, must only give or offer gifts, entertainment and hospitality that are reasonable, proportionate and justifiable. At the very least, giving the gift, entertainment or hospitality must:

- not be prohibited or limited under any relevant law, regulation, industry code or standard or applicable policy;
- be consistent with Sigma's Code of Conduct;
- not influence, and not reasonably be perceived as influencing, whether directly or indirectly, the objective business or professional judgment of any of the parties involved;
- not induce, and not reasonably be perceived as inducing, a person to act corruptly, or in violation of their duties for private gain;
- be reasonable and proportionate to the relationship, in terms of value, frequency and timing;
- be justifiable; and
- not, and would not if it became public knowledge, be detrimental to any member of the Sigma Group, both in material terms and in terms of the reputation of Sigma and the Sigma Group.

It is not necessarily appropriate to give or offer a gift, entertainment or hospitality just because all of the above criteria are met. You should consider the intention behind it (i.e. whether there is a legitimate business purpose), whether it is consistent with applicable laws and policies and how it would reflect on you or the Sigma Group if the giving of the gift, entertainment or hospitality became public knowledge. Also keep in mind that there are additional restrictions on the ability of registered health professionals to accept gifts, entertainment and hospitality.

If you are unsure about whether a gift, entertainment or hospitality is acceptable, contact the Sigma Legal team.

6. Reporting and investigations

Team members should report actual or suspected breaches of this Anti-Bribery and Corruption Policy to:

- their immediate line manager, who should then report the Executive Lead of their business unit; or
- if the concern involves their immediate line manager, or they do not believe their immediate

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Version 1.1 Effective Date: 29 March 2022

- line manager is treating the concerns seriously, to the Executive Lead of their business unit; or
- the General Counsel & Company Secretary, Chief Financial Officer, Chief People Officer or the chair of the Sigma Board's Risk Management and Audit Committee (RMAC).

Actual or potential breaches of this Anti-Bribery and Corruption Policy are to be investigated and handled in accordance with the reporting and investigation processes set out in Sigma's Fraud Policy. Bribery and corruption-related incidents and suspected bribery and corruption incidents are to be reported to the CEO and chair of the RMAC. Progress of and outcomes of bribery and corruption investigations are to be reported to the RMAC and external parties as appropriate.

7. Further information

Sigma may audit compliance with this policy by any team member (or other person subject to this policy). If you have any questions arising from this policy, please contact the Company Secretary.

8. Document control and related documents

This Policy will be periodically reviewed in accordance with the below to check that it is operating effectively and whether any changes are required to the policy.

Name of document	Anti-Bribery and Corruption Policy		
Document Author	Legal Counsel		
Document Approver	Board	29 March 2022 Board Meeting	
Document Reviewers	CEO & Managing Director	Executive GM Retail Pharmacy	
	General Counsel & Company Secretary	Head of Human Resources	
Review Period	Two-yearly		
Related documents	Code of Conduct, Whistleblower Policy, Fraud Policy		
Change record	Version	1.1	Change Notes
	Publish date	29 March 2022	See policy version register

Policy Version Register

Version	Modified by	Description of changes	Authorised by	Effective date
1.1	General Counsel & Company Secretary	Policy updated	Board of Directors	29 March 2022
1.0	General Counsel & Company Secretary	Original Policy	Board of Directors	25 March 2020