

ENERGY BAY GROUP Anti-Bribery and Anti-Corruption (ABAC) Policy

1 Scope

This Anti-Bribery and Anti-Corruption Policy (Policy) applies to Energy Bay Group Pty Ltd (ACN 674 256 467) and each of its subsidiaries, including but not limited to Diamond Energy Pty Ltd (ACN 107 516 334) (Diamond Energy), Energy Bay Pty Ltd (ACN 617 406 354) and Quad Sol Pty Ltd (ACN 620 838 119) (together, Energy Bay, the Company, we, us or our).

This Policy applies to all directors and employees of Energy Bay (collectively referred to as Employees) and Business Partners.

2 Purpose

The purpose of this Policy is to:

- (a) outline:
 - (i) the responsibilities of Energy Bay, Employees and Business Partners in observing and upholding the prohibition on bribery, fraud and corruption; and
 - (ii) information and guidance on how to prevent, recognise and deal with instances of bribery, fraud and corruption.
- (b) establish clear standards and procedures to prevent, detect, and respond to corrupt, fraudulent, illegal, or other improper conduct across Energy Bay's operations; and
- (c) ensure that Energy Bay's risk management framework complies with applicable laws and international best practice related to prevention and management of bribery, fraud and corruption, including:
 - (i) the Criminal Code Act 1995 (Cth);
 - (ii) the Corporations Act 2001 (Cth);
 - (iii) the International Organization for Standardization (ISO) 37001 – Anti-Bribery Management Systems; and
 - (iv) all applicable State and Territory laws on bribery and corruption.

3 Prohibited conduct

The below conduct is a non-exhaustive list of conduct which is covered by this Policy:



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3.1 Bribery and Corruption

Energy Bay strictly prohibits all forms of Bribery and Corruption.

Energy Bay, its Employees and its Business Partners are not permitted to give, offer, promise, accept, request, or authorise, whether directly or indirectly any Bribe, kickback or form of improper payment (however small).

Under no circumstances will Energy Bay approve of any offers, or make, request, or receive an irregular payment or other thing of value, to win business or influence a business decision in Energy Bay's favour (or in an Employee's or Business Partner's favour). This prohibition applies to Bribery of Public Officials, as well as Bribery in respect of any commercial transaction in the private sector.

Examples of Bribery and Corruption include:

- Gifts or Hospitality that are lavish or undisclosed;
- personal favours or preferential treatment;
- offers of employment or contracts for Relatives or associates; and
- political donations intended to influence decision-making.

Both direct and indirect actions (via third parties or intermediaries) are covered by this Policy.

Additionally, Energy Bay prohibits directly, indirectly, authorising, undertaking or participating in corrupt business practices including:

- paying or accepting any Facilitation Payments or Secret Commissions, regardless of amount; and
- engaging in Money Laundering.

3.2 Political donations

Political contributions may expose Energy Bay to heightened bribery and corruption risk. No political donation, whether monetary or in-kind, may be made on behalf of Energy Bay without prior written approval from the CEO or their formally authorised delegate.

Political contributions must be lawful, approved in writing, recorded in the Company's accounts and disclosed if required.

Private political activities undertaken by person subject to this Policy must comply with local laws and must not imply endorsement by Energy Bay.

3.3 Charitable donations and sponsorships



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Donations or sponsorships may only be made to legitimate organisations that serve a public purpose. The following conditions must be met to make a charitable donation or sponsorship on behalf of Energy Bay:

- the recipient is a legitimate, lawful organisation with DGR status;
- the purpose aligns with Energy Bay's values, missions, and vision;
- prior approval has been granted by the CEO or their formally authorised delegate;
- the donation is not intended to secure business advantage; and
- all documentation and approvals are retained and auditable.

3.4 Gifts and Hospitality

Energy Bay prohibits the offering or acceptance of Gifts or Hospitality which are contrary to this Policy. Gifts or Hospitality must not:

- include cash or equivalents;
- be lavish, secretive or coercive;
- be considered to give rise to undue or improper influence or decision-making affected Energy Bay;
- create a sense of obligation; and
- give the appearance of attempting to secure favourable treatment.

Gifts and Hospitality are only permitted if they meet the following conditions:

- solely given for the purpose of building a general relationship with the other party;
- not intended, and not reasonably able to be construed, as an attempt to influence the performance of the recipient's role or function or obtain business or a business advantage;
- given or received in an open and transparent manner;
- compliant with any relevant law, regulation, rule or code (including this Policy);
- it does not consist of cash, loans or cash equivalents (such as gift certificates or vouchers);
- it is offered or received in the name of the Company;



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- it is modest, proportionate, infrequent and culturally appropriate;
- it is approved by the relevant approver under the Delegations of Authority Matrix (DOA) if valued over A\$200 or local equivalent;¹
- it is disclosed and recorded in the Gift and Hospitality Register.
- not embarrassing to Energy Bay, its Employees its Business Partners or the individual in question if publicly disclosed; and
- not given or received while the relevant parties are involved in negotiations or a tender process.

Employees must inform the relevant approver under the DOA that they have been offered a Gift or Hospitality and obtain that person's approval before accepting any Gift or Hospitality. Employees must also discuss with the required approver under the DOA any intention to provide a Gift or Hospitality to a third party or Business Partner prior to doing so.

3.5 Fraud

Energy Bay, its Employees and Business Partners must not, directly or indirectly, authorise, undertake or participate in any form of Fraud.

4 Governance structure

Responsibility for and oversight of the implementation of this Policy is delegated as follows:

- (a) Board of Directors - ultimately responsible for ensuring the Company has effective policies and systems in place to prevent bribery and corruption; has oversight of significant risks and breach reporting.
- (b) Senior Leadership Team (SLT) – drives implementation of this Policy, promotes a culture of compliance and ethical conduct; ensures adequate resources are allocated to risk management.
- (c) Designated Officers - administer this Policy; review disclosures and records; investigate reports of suspected misconduct; report material breaches or concerns to the SLT and the Board.
- (d) All staff and contractors - act in accordance with this Policy and report actual or suspected breaches.

¹ Gifts, entertainment or hospitality given to or received from the same person or entity within a 12 month period, that in aggregate are valued at \$200 or more, must also be approved.



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5 Making a disclosure Business Partners and due diligence

The Company recognises that the actions of Business Partners can expose it to reputational and legal risks under Australian and international anti-bribery laws. Accordingly, the Company is committed to conducting appropriate due diligence before engaging third parties and maintaining oversight of their conduct throughout the business relationship.

5.1 Due diligence requirements

Before entering any contractual relationship with a third party, the Company must:

- assess the third party's integrity, reputation, and track record in relation to bribery and corruption;
- identify and assess the bribery and corruption risks associated with the third party's jurisdiction, industry, and services;
- ensure the third party is not listed on any sanctions, watch, or exclusion lists (including DFAT and international sanctions regimes); and
- document and retain evidence of the due diligence process.

Enhanced due diligence must be conducted for high-risk third parties, particularly where foreign public officials or state-owned entities are involved.

Energy Bay must not:

- enter or continue a business relationship with a Business Partner if they cannot be satisfied that the entity will behave in a manner consistent with this Policy; or
- engage or make a payment to a Business Partner, or any other third party, knowing or suspecting that the Business Partner or third party may use or offer all or a portion of the payment directly or indirectly as a Bribe, kickback, Secret Commission or other form of improper or corrupt payment.

5.2 Contractual controls

All third-party engagements must be governed by a written agreement. The legal team will consider whether each engagement will include the following provisions:

- clear obligations to comply with applicable anti-bribery and anti-corruption laws;
- a requirement to comply with this Policy and the Company's Code of Conduct;
- audit and access rights to verify compliance; and



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- termination rights in the event of a breach of anti-bribery and anti-corruption provisions.

5.3 Monitoring and Oversight

The Company will:

- monitor the performance and conduct of its Business Partners on an ongoing basis;
- conduct periodic reviews and risk assessments of high-risk third party relationships; and
- take immediate steps to investigate and address any concerns of improper conduct.

6 Accurate books and records

The Company must maintain complete, accurate, and transparent records of all financial transactions and business dealings. This includes, but is not limited to:

- payments made to and received from third parties;
- Gifts, Hospitality, and entertainment offered or received;
- donations, sponsorships, and other contributions;
- contracts and invoices;
- due diligence processes for third-party engagements.

Details including identity of parties, payment arrangements, purpose of all transactions and disposition of assets must be kept and internal control systems and procedures will be adopted to comply with this policy. No accounts may be kept “off the books” to facilitate or conceal improper payments.

False, misleading, or incomplete record-keeping is strictly prohibited and may constitute a criminal or civil offence under the *Corporations Act 2001* (Cth) and the *Criminal Code Act 1995* (Cth).

All records must be retained in accordance with the Company’s document retention policy and applicable statutory requirements.



7 Reporting and whistleblowing

Personnel are encouraged and expected to report any actual, suspected, or potential bribery, corruption, or unethical conduct.

Reports can be made confidentially and without fear of reprisal through the following channels:

- direct manager or team lead;
- Legal team;
- HR team; or
- the Company's Whistleblower email (in accordance with the Whistleblower Policy).

Reports made in good faith will be treated seriously and investigated promptly. The Company will protect the confidentiality of whistleblowers and ensure they are not subject to retaliation, victimisation, or disadvantage. Protections are afforded under the Corporations Act 2001 (Cth) and the Company's Whistleblower Policy.

The Board will be informed of any material breaches of this Policy.

8 Consequences of breach

Breaches of this Policy are considered serious misconduct and may result in disciplinary action, which may include termination of employment or engagement. A breach of this Policy may also expose an individual to criminal and/or civil liability.

The Company may terminate its relationship with third parties who breach this Policy or related laws.

Investigations and suspected, potential or actual breaches of this Policy must be reported the Company Risk Management Committee. Employees and Business Partners must cooperate fully and openly with any investigation conducted by Energy Bay into alleged or suspected corrupt or fraudulent activity or breach of this Policy. Failure to cooperate or to provide truthful information is a breach of this Policy.

For the avoidance of doubt, no Employees or Business Partners will be penalised, or be subject to other adverse consequences, for refusing to engage in any other conduct that would be in breach of this Policy, even if that refusal may affect Energy Bay's business.

Employees or Business Partners will not be penalised for providing a payment or benefit in circumstances where they fear imminent physical injury to themselves or another person if the payment or benefit is not provided. If any payment or benefit is provided in these circumstances, you must:



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- immediately report the payment or benefit to your direct manager, the CEO and the Legal team; and
- promptly record the payment or benefit (including the amount of the payment or identification of the benefit provided, the identity of the person to whom it was made and the circumstances in which it was made).

9 Policy review and implementation

This Policy has been approved by the Board and has effect on and from 9 June 2025. The Policy Owner is the General Counsel.

This Policy is to be reviewed in conjunction with the Supplementary Policies contained in Appendix 2.

The Company will ensure that this policy is communicated to all employees.

Energy Bay reserves the right to vary, replace or terminate this Policy from time to time.

This Policy will be reviewed by the Board:

- on an annual basis; or
- more frequently if there is a significant shift in legislative and/or regulatory requirements or business operations.

The Legal team is responsible for coordinating the review process and presenting any updates to the Board for approval.

Any exceptions to the above Policy requirements must be approved in advance by the CEO and the Legal team.



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10 Appendices

Appendix 1 Table of definition

Term	Definition
Bribe/Bribery	<p>Offering, promising, giving, accepting or soliciting an advantage as an inducement for action which is illegal, unethical or in breach of trust. A bribe can be made directly or indirectly (for example through a third person).</p> <p>A bribe covers anything of value such as:</p> <ul style="list-style-type: none"> • cash or cash equivalents (e.g. gift vouchers or loans); • Gifts or Hospitality; • political or charitable donations or scholarships; • reciprocal favours or the provision of favours (e.g. discounted or 'free' Energy Bay services or use of Energy Bay's services, facilities or property); and • business and employment opportunities. <p>Anything else that is of significant value to the recipient.</p>
Business Partners	Individuals and corporate entities such as agents, intermediaries, consultants, contractors, joint venture partners, distributors, suppliers, service providers and any other person or entity associated with or acting on behalf of or for Energy Bay.
Corruption	Any dishonest activity where a person acts against the interests of Energy Bay and abuses their position of trust to get an advantage for themselves or someone else.
Designated Officer	An officer of Energy Bay authorised to manage concerns under this Policy (e.g. Company Secretary, CFO, or delegate of the CEO/Board).
Facilitation Payment	A small, unofficial payment made to expedite routine government actions (e.g. issuing permits, customs clearance).
Fraud	Dishonest activity causing actual or potential financial loss to any person or entity - including theft of moneys or other property by Employees, Business Partners or other persons external to Energy Bay - and where deception is used either at the time, immediately before, or immediately following the activity. This also includes the deliberate falsification, concealment, destruction or use of falsified documentation used or intended for use for a normal business purpose or the improper use of information or position for personal financial benefit.
Gifts	Any item, service or benefit voluntarily transferred by one person to another without compensation, often as a symbol of gratitude, appreciation, or business courtesy.
Hospitality	Food, drink, entertainment, and/or travel expenses that an organisation provides to a guest. It is generally shared or enjoyed together with the



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host, except where it consists of travel expenses which can be provided only to the guest. Where food, drink or entertainment is provided without the host's presence it is to be classified as a Gift.

Appendix 2 Supplementary Policies

Energy Bay Supplementary Policies

Whistleblower Policy

EEO, Discrimination and Harassment Policy

Grievances and Complaints Policy

ESG Policy

Risk Management Policy

Employee Code of Conduct

Supplier Code of Conduct

Cybersecurity Risk policy

Business Continuity Plan

Procurement Policy

