

## Anti-bribery and Corruption Policy

### 1. Purpose

Neuren Pharmaceuticals Limited (Neuren) recognises the importance of transparency and accountability in its operations to promote best practice in corporate governance. It is committed to the highest standards of conduct and ethical behaviour in all business activities.

The purpose of this Policy is to establish controls to ensure compliance with all applicable anti-bribery and corruption laws and regulations, and to ensure that Neuren's business is conducted in a lawful, socially responsible and ethical manner.

This policy sets out Neuren's position on matters relating to bribery and corruption, and the responsibilities of those to whom this Policy applies. It also provides guidance on how you can help to recognise and deal with such conduct.

### 2. Scope

This policy applies to all directors, and all employees (whether permanent, fixed-term or temporary, including any secondee, contractor or consultant) of Neuren and its subsidiaries (collectively 'employees'). It applies to all Neuren operations and activities globally.

### 3. Definitions

**"Bribery"** is the offer, attempt, promise or giving any item of value that may influence, or appear to influence, a person's actions or decisions to gain or retain a business benefit. Bribery can take many forms including, the provision or acceptance of cash payments, facilitation payments, kickbacks, political and charitable contributions, social benefits, gifts, travel, hospitality and rebates or reimbursements.

**"Corruption"** is the abuse of entrusted power for private gain.

**"Facilitation Payments"** are typically small, unofficial payments made to Government Officials to expedite or secure routine actions or services, such as obtaining an ordinary license or business permit or processing government papers such as visas.

**"Government Official"** includes (but is not limited to) any person, regardless of rank or title, who is:

- an officer, employee, adviser and/or representative of any government entity, department, agency or office (including office and administrative staff); or
- an employee of a government-owned business, charity, school, hospital, fund or other entity; or
- a member of a political party and any official or representative of such party; or
- a current or former politician; or
- a political candidate; or
- acting in an official capacity on behalf of any public international organisation and any of its departments or agencies (such as the United Nations, International Monetary Fund, the Olympic Organising Committee or the World Bank); or



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- a person acting in an official capacity on behalf of any government body; or
- a member of the judiciary, executive or legislature.

“Kickbacks” are payments for awarding business given to a person in a position of power or influence for having assisted the supplier in relation to awarding of the business.

#### 4. Bribery

Employees must not give, offer, promise, accept, request or authorise any form of bribe anywhere in the world, whether directly or indirectly.

#### 5. Gifts and hospitality

The offering or acceptance of gifts, entertainment or hospitality must meet the following conditions:

- it is done for genuine relationship building only;
- it cannot be construed as an attempt to unduly influence business or government decision making;
- it complies with legal restrictions in which the expenditure is made;
- it is done in an open and transparent manner; and
- it does not include cash, loans or cash equivalents (such as gift certificates or vouchers).

The following approval and registration requirements apply to the offer, provision, acceptance or receipt of gifts and entertainment:

Total value of gift/entertainment (per person)	Prior approval	Registration
A\$0 - \$A100	Not required	Not required
A\$100 – A\$400	Not required	Required
> A\$400	Required	Required

Employees must declare all gifts and benefits valued at \$100 or more, in the Gift and Entertainment Register.

Employees should decline (or avoid accepting) gifts and benefits valued at \$400 or more, except for:

- work related conferences;
- invitations to speak at a professional association (including flights and accommodation);
- working lunches; and
- when it is part of a Neuren sponsorship deal.

Approval for any gifts and entertainment above \$400 may only be provided by the CEO and, for the CEO, by the Chairman and must be disclosed in the register.

## **6. Facilitation payments**

Facilitation Payments tend to be demanded by low level officials to obtain a level of service which one would normally be entitled to.

Facilitation Payments must not be paid anywhere in the world.

## **7. Political and Charitable donations**

Political donations shall not be made, whether in cash or kind, in support of any political parties or candidates, or to any political cause or election fund.

Charitable support and donations are acceptable. However, employees must ensure charitable contributions are not be made for the purposes of gaining commercial advantage or concealing bribery. All charitable donations made must have prior approval of the CEO.

## **8. Reporting suspected issues or breaches**

Employees are encouraged to raise concerns about any issue or suspicion of bribery and corruption at the earliest stage.

To report any issues or check whether a particular act might constitute bribery or corruption, contact the Company Secretary, Chief Executive Officer or the Chair of the Audit & Risk Committee.

## **9. Protection of whistleblowers**

Neuren 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 their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future. Neuren has a Whistleblower Policy which affords employees certain protections against any detrimental treatment for making a report, even if they turn out to be mistaken.

## **10. Compliance with local laws**

If any local laws, regulations, codes of conduct or orders where you are doing business impose additional obligations or are more restrictive than this policy, then you must comply with those additional obligations or restrictions in addition to complying with this policy.

## **11. Training**

All employees are required to understand and comply with this policy and follow the reporting requirements set out in this policy. Training on how to comply with this policy will be provided to new and existing employees.

## **12. Compliance and review**

This policy will be subject to regular review to consider its suitability, adequacy and effectiveness.

This policy may be amended at any time by approval of the board of directors.