

ANTI-BRIBERY AND CORRUPTION POLICY

1. OVERVIEW

1.1 Summary of policy

CV Check Ltd together with its subsidiary(ies) (CVCheck or Company) has a culture and values (integrity and truth) that it will always conduct its business in an honest, transparent and ethical manner.

This policy applies to each employee, director, contractor and agent of CVCheck.

CVCheck strictly prohibits the offer, provision or acceptance of bribes or other improper payments or benefits to public officials. The payment of secret commissions to those acting in an agency or fiduciary capacity is also prohibited.

This policy sets out the CVCheck's standards and guidelines on:

- offering, accepting and providing gifts and hospitality;
- participating in tenders and procuring goods and services; and
- providing donations and sponsorship.

This policy also provides you with a guide on what you must do if you have any concerns that any employee, director, contractor or agent of CVCheck is acting outside this policy or engaging in unlawful conduct.

1.2 CVCheck's Values

CVCheck's values form the mnemonic "**CLIENT**"

Creative Insight

Leadership

Integrity

Enthusiasm

Nurturing Relationships

Truth

Giving bribes or other improper payments or benefits to public officials is contrary to these values and CVCheck's culture.

1.3 Who does this policy apply to?

This policy applies to all employees, directors, contractors and agents of CVCheck. Associated entities of CVCheck, or entities associated with directors /executive or senior management of CVCheck are encouraged to adopt the policy.

1.4 Why is compliance with this policy important?

CVCheck has a long-standing commitment to conducting its business with honesty and integrity. It is important to continually strengthen this position. In addition, giving bribes or other improper payments or benefits to public officials is a serious criminal offence and can incur serious criminal and civil penalties as well as causing substantial reputational damage. This policy has been designed to help you to understand what is and is not acceptable conduct and ultimately to protect you personally and our reputation and standing in the community.

1.5 What other policies should I read?

This policy should be read together with CVCheck's other corporate governance policies including CVCheck's Whistleblower Policy, Gift Policy and Code of Conduct. You can request a copy of these policies from the company secretary or download them from our website or from our internal SharePoint site.

CVCheck also has an internal Gifts Register.

1.6 Training

CVCheck will provide training for managers and employees likely to be exposed to bribery or corruption about how to recognise and deal with it.

2. WHAT IS BRIBERY, WHAT ARE THE PENALTIES AND OTHER POTENTIAL CONSEQUENCES?

We have provided a general overview of what constitutes bribery below. It is the responsibility of each employee, director, contractor and agent to either attend training or educate themselves on relevant anti-bribery laws that apply to you and the jurisdictions in which you do business. If you are ever in doubt, please contact any of the Chief Executive Officer (CEO), Chief Compliance Officer (CCO) or General Counsel to discuss your circumstances in further detail.

2.1 What is bribery?

Bribery involves the provision, or offer to provide, an undue benefit to another person with the intention of influencing that person in the exercise of their duties, with the aim of attracting new business, keeping existing business or securing a business advantage, which is not legitimately due. The most commonly identified form of bribery is bribery of public officials, however anti-bribery laws also extend to prevent bribery in the private sector.

2.2 Which anti-bribery laws apply?

A significant number of countries across the globe have enacted legislation prohibiting bribery. These anti-bribery laws are often far-reaching and will in most circumstances extend to bribes made by citizens and companies offering or providing bribes outside their home jurisdiction. As a result, it is often the case that when a bribe is made the giver of the bribe will be guilty of an offence in more than one jurisdiction and they may also implicate the company they are working for.

CVCheck is subject to anti-bribery and corruption laws in Australia and New Zealand, including the Criminal Code Act 1995 (Australia), Crimes Act 1961 (New Zealand) and Secret Commissions Act 1910 (New Zealand). Where it conducts business or checks in other jurisdictions, local laws may also apply.

If you are working outside of Australia or New Zealand, your client or business dealings involve other jurisdictions, or you are a citizen or resident of another country, you and CVCheck may be subject to the local anti-bribery and corruption laws of those jurisdictions.

2.3 What are the penalties?

The financial penalties for bribery offences can potentially be very significant and serious for individuals and the Company. There is real risk that individuals involved may also be subject to imprisonment.

It is very likely that if a public official has been bribed, the anti-bribery laws of more than one jurisdiction will have been breached and a number of regulatory authorities may seek to bring enforcement actions against the persons and entities involved. This will increase the amount of penalties and the risk of imprisonment.

2.4 What are the other potential consequences of bribery?

The impact of bribery can be much broader than civil and criminal penalties. Other possible consequences include:

- impact on reputation and ability to attain and retain business;
- impact on ability to do business with governments or public international organisations which may require a declaration that we have complied with certain laws;
- breach of contract provisions requiring “compliance with all applicable laws” or “compliance with applicable anti-bribery and corruption laws”, which may trigger penalties, give the third party a right to terminate the contract and/or litigate; and
- regulatory scrutiny and prosecution of CVCheck, its subsidiaries and/or officers.

3. GIFTS AND HOSPITALITY

3.1 Our obligation to remain independent and objective

This policy is intended to provide a guide on what forms of gifts and hospitality are considered acceptable and unacceptable. This policy should be read in conjunction with the CVCheck’s Gift Policy.

It is critical to our business that we remain independent and objective. The offer, provision or acceptance of gifts and/or hospitality requires the exercise of careful judgement. Utmost care must be taken to ensure that there can be no reasonable perception that the gift or hospitality is intended to influence the business relationship between the Company and the recipient of the gift (or vice versa) in an improper or unprofessional way.

However, it is also recognised that appropriate gifts can build goodwill and are a part of normal relationships with our business partners.

Gifts and hospitality must never be solicited. Where the offer, provision or acceptance of gifts or hospitality is permitted under CVCheck’s policies, you must still exercise the utmost care. If you have any doubt about any situation, you must consult with either the CEO, CCO or General Legal Counsel. At all times, you must comply with the spirit of this policy, including avoiding multiple gifts and hospitality which, if aggregated, may breach this policy.

3.2 Public officials

You must be especially careful when offering gifts to public officials. The laws of Australia and most other nations prohibit giving anything of value to public officials in order to obtain or retain business or to secure some other improper advantage, so it is important to be sure that gifts to these individuals cannot be construed as bribes. Furthermore, in some cases, public officials may be prohibited by law from accepting any gifts, so offering a gift may put the official in an awkward position.

The term “public official” has a very broad meaning and includes any government employee or official, member of the executive, judiciary or legislature, an official of a public international organisation, an employee of any entity controlled or owned by a government organisation or official, an agent representing any of these individuals or any individual who suggests that they are authorised to act on the government’s behalf.

Nonetheless, in some cases giving a gift (such as a ceremonial gift) to a public official may be appropriate to build goodwill and strengthen working relationships. In such cases, giving a gift to a public official is permitted, but only if:

- either:
 - ✓ the gift is of nominal value (under \$50) and contains the CVCheck logo (e.g., an article of clothing, pen, etc.); or

- ✓ all gifts from CVCheck to this recipient have been expressly approved by the CEO, CCO or General Legal Counsel; and
- local laws allow the official to accept the gift; and
- the gift conforms with the requirements of this policy; and
- the gift does not create the appearance (or an implied obligation) that CVCheck is entitled to preferential treatment, an award of business, better prices or improved terms of sale; and
- the gift would not embarrass CVCheck or the recipient or the relevant government or department if disclosed publicly; and
- the gift is not one of many given with such frequency or in such close succession that the set of gifts may create an appearance of impropriety; and
- the gift is disclosed under this policy and recorded in CVCheck's Business Gifts Register.

Note that entertainment, such as meals or tickets to a theatre or sporting event will qualify as a gift and will be subject to this policy.

Please also see the CVCheck's Code of Conduct and Gift Policy.

3.3 How do I get approval for gifts and hospitality?

In terms of giving and receiving gifts you must comply with the terms of this policy and the CVCheck's Gift Policy.

More detailed information on appropriate and inappropriate gifts is set out in the CVCheck's Gift Policy. The Gift Policy also details:

- the process for obtaining approval from the Gift Policy Committee for gifts; and
- requirements for notification of any gifts received or given.

If a member of the Gift Policy Committee has a direct interest in any gift under consideration, that member must abstain from the relevant decision of the Gift Policy Committee. In case of the CEO, if approval for any gift is required, approval must be obtained from the Chairman.

3.4 What will happen if I offer, provide or accept a gift or hospitality in contravention of this policy or Gift Policy?

Any gifts or hospitality offered, provided or accepted in contravention of this policy or Gift Policy must be immediately reported to either the CEO, CCO or General Counsel. Alternatively, if you wish, you can follow the reporting procedure set out in the Company's Whistleblower Policy.

Where considered appropriate the gift received may be:

- donated to charity;
- returned to the giver with an explanation of our policy; or
- the gift will be raffled off in a raffle open to all CVCheck staff, and the proceeds donated to a suitable charity.

Notwithstanding the above, all gifts considered to be a bribe, or a potential bribe will be returned to the giver immediately.

Any breaches of this Policy or Gift Policy will be taken seriously and may result in disciplinary action, including termination of employment.

4. TENDERS AND PROCUREMENT

In relation to tenders and procurement for services to be provided to or by CVCheck all employees, directors, contractors and agents are expected to act with a high degree of professional integrity and in accordance with CVCheck's Code of Conduct.

4.1 Tender and procurement requirements for services provided to CVCheck

It is important that contractual commitments are made following an arm's length process conducted for the benefit of CVCheck.

The following requirements are designed to assist you in your negotiations with external parties including suppliers or clients so as to avoid conflicts and unethical behaviour:

- all conflicts of interest and potential conflicts of interest in relation to any particular tender or procurement process must be declared immediately and consent must be obtained from either the CEO, CCO or General Counsel before proceeding or continuing to proceed with the process;
- all tenders and procurement processes must be conducted fairly, transparently and in accordance with pre-determined and documented criteria (including mostly objective criteria);
- you must not favour or give undue preference to any supplier at the expense of CVCheck or our ability to serve our internal clients effectively;
- you must not receive, directly or indirectly, any personal benefit in connection with the tender or procurement process; and
- the tender and procurement process must be appropriately documented (to ensure that if audited at any time it is clear why the provider was ultimately selected or the process followed by CVCheck in winning a tender or procurement contract).

4.2 What will happen if I do not comply with the tender and procurement requirements?

Any failure to comply with the tender and procurement requirements must be reported immediately to either the CEO, CCO or General Counsel. Alternatively, if you wish, you can follow the reporting procedure set out in the Company's Whistleblower Policy.

Any breaches of this policy will be taken seriously and may result in disciplinary action, including termination of employment.

5. DONATIONS AND SPONSORSHIPS

5.1 Donations and sponsorship

Care must be exercised when providing donations or sponsorship. You must comply with the spirit of this policy, including avoiding multiple donations and sponsorship which, if aggregated, may breach this policy.

No donation or other financial contribution to any political party, candidate for an election or recipient which is controlled by or part or wholly owned by a government organisation or official may be made using the Company's funds.

As a matter of principle, CVCheck does not want to become involved in mainstream politics and it is not in CVCheck's interests to be perceived as preferring one mainstream political party over another. Accordingly, the Gift Policy Committee will not usually approve any payment that may be construed as a donation in support of a political party unless an equivalent donation is also to be made to that party's political

opponent.

Please note that any personal donations and sponsorships to a political party may be construed as a donation or sponsorship by CVCheck. Therefore, it may be appropriate to avoid any such donation or sponsorship and consider if disclosure should be made to the Gift Policy Committee in accordance with the Gift Policy.

Please also be aware that promises of donations and sponsorships, even if no payment is ever made, are equally capable of being caught by the anti-bribery and corruption laws in a number of countries.

5.2 Donations and sponsorship by clients or other third parties

If you are advising a client or you otherwise become aware in your professional capacity that a third party has offered or is providing a donation or sponsorship and you are concerned that this conduct may be unlawful, please notify either the CEO, CCO or General Counsel immediately.

6. FACILITATION PAYMENTS

6.1 What are facilitation payments?

A facilitation payment is a minor payment to expedite or secure the performance of a routine government action. Routine government actions do not include a decision or encouraging a decision about whether to award new business, to continue existing business or the terms of new or existing business.

Notwithstanding that facilitation payments may be permitted under Australian and New Zealand law, they are prohibited under international legislation that can have extra-territorial effect. Accordingly, facilitation payments are prohibited under this policy. No employee, director, contractor or agent acting on behalf of CVCheck may make any facilitation payment.

6.2 What should I do if I am requested to make a facilitation payment? Or if I suspect a facilitation payment has been paid?

If you are ever requested to make a facilitation payment on behalf of CVCheck or suspect that a facilitation payment has been made, please contact either the CEO, CCO or General Counsel.

7. ANTI-MONEY LAUNDERING/COUNTER-TERRORISM FINANCING

If required under anti-money laundering and counter-terrorism financing legislation, CVCheck will put in place policies and procedures for compliance as part of its general risk management policies. CVCheck's general business activities do not currently fall within the ambit of this legislation in Australia and New Zealand.

8. RAISING CONCERNS & BREACHES

It is important that all CVCheck's employees, directors, contractors and agents take responsibility for helping to detect and bring any suspicious circumstances to our attention. If you have any concerns, whether based on suspicions, rumours or actual knowledge, that any individual or individuals are acting outside this Anti-Bribery and Corruption Policy or unlawfully, you must raise your concerns immediately.

Any breaches of this policy must be raised with either the CEO, CCO or General Counsel. Alternatively, you can follow the reporting procedure set out in the CVCheck's Whistleblower Policy.

The Board will be informed of any material incidents of bribery or corruption.

Please note that conscious disregard, deliberate ignorance or wilful blindness will not avoid liability for bribery and corruption.

Reports of illegal conduct or alleged illegal conduct will be taken seriously. We are committed to pursuing investigations promptly and adopting an appropriate and fair response which reflects our commitment to preventing bribery and corruption. CVCheck will take all available steps to provide protection to persons who raise concerns, from any victimisation or detrimental action in reprisal for making a report.

9. REVIEW AND PUBLICATION OF THIS POLICY

The Board will review this policy regularly to check that it is operating effectively and whether any changes are required. The Board may, in its discretion, adjust or exclude a specific requirement of this policy from time to time, either generally or on a case by case basis. This policy may be amended, ceased or replaced, by resolution of the Board and a copy of this policy will be available on CVCheck's website. Key features will be published in the corporate governance statement.