

ANTI-BRIBERY AND CORRUPTION POLICY

1. POLICY STATEMENT

- 1.1 The Janison Education Group Ltd. and all of its subsidiaries ('Janison') are committed to doing business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption in any form and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and to implementing and enforcing effective systems to counter bribery.
- 1.2 We will uphold all laws relevant to countering bribery and corruption in all markets and jurisdictions in which we operate including the Australian Criminal Code 1995 (Cth), the Anti-Money Laundering and Counter Terrorism Financing Act 2006 (Cth), the Anti-Money Laundering and Counter-Terrorism Financing Amendment Act 2017 (Cth), the Australian state and territory anti-bribery legislation, the UK Bribery Act 2010 and the US Foreign Corrupt Practices Act 1977 (the Applicable Anti-Bribery Laws).
- 1.3 All of our employees, agents, contractors, suppliers, and majority owned subsidiaries are required to read, understand and comply with this Anti-Bribery Policy which is also accessible at www.janison.com

2. JANISON'S COMMITMENT

- 2.1 Janison commits to taking all necessary action to ensure that we:
 - (a) conduct all business in an honest and ethical manner;
 - (b) do not permit bribery or corrupt practices in any form (whether directly or indirectly);
 - (c) will not be involved in financial transactions derived from or proposed to be used for criminal activities;

- (d) will resist any efforts made by others to improperly influence any decision-making process in order to achieve any personal or business advantage not legitimately due;
- (e) prohibit the making of facilitation payments as a means of doing business;
- (f) expect all of our employees, agents, contractors, suppliers and each third party with which we do business to act in accordance with our Anti-Bribery Policy, and
- (g) are committed to the continuous improvement of our anti bribery and corruption processes and framework.

3. APPLICATION OF POLICY

- 3.1 This Policy applies to all of our personnel and subsidiaries including directors and employees.
- 3.2 It is also our expectation that all our suppliers, service providers, distributors, consultants, agents, joint venture partners, sponsors, contractors, and any third party representatives associated with us or acting on our behalf, wherever located, will pursue all their business relationships in conformance with this Policy.

4. WHO IS RESPONSIBLE FOR THE POLICY?

- 4.1 The board of directors has overall responsibility for ensuring this Policy complies with our legal and ethical obligations, and that all those under our control comply with it.
- 4.2 Given the seriousness with which Janison regards the need to counter Bribery and Corruption, Janison has appointed its Chief Financial Officer (CFO) as its Compliance Officer in relation to this policy. The CFO has primary and day-to-day responsibility for implementing this Policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption.
- 4.3 Management at all levels are responsible for ensuring those reporting to them understand and comply with this Policy and are given adequate and regular training on it.

4.4 Employees are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the CFO.

5. PROHIBITION ON BRIBERY

5.1 Janison prohibits:

- (a) giving, offering, promising, authorising, accepting or requesting of a bribe; and
- (b) the paying or receiving of secret commissions or payments to any person or entity.

5.2 Bribery means the giving, offering or promising a benefit (monetary or otherwise) to a person to:

- (a) improperly influence a person to obtain or retain a business or personal advantage;
or
- (b) induce or reward the improper exercise of the duties or functions of a person within the public or private sector, including a foreign public official or a Commonwealth public official.

5.3 The benefit can be direct or indirect.

5.4 It is irrelevant whether the payee or recipient of the bribe works in the public or private sector.

5.5 It is also irrelevant whether the bribe is accepted or ultimately paid. Even offering a bribe will be a contravention of this Policy and will usually be sufficient for an offence to be committed.

5.6 Secret commissions or payments occur where a commission from a third party is taking or solicited without disclosing that commission to their principal. The secret commission is given as an inducement to that person to use their position to influence the conduct of their principal's business.

6. FACILITATION PAYMENTS AND KICKBACKS

- 6.1 We do not make, and will not accept, facilitation payments or “kickbacks” of any kind, and facilitation payments must not be paid to anyone on our behalf including to any government official.
- 6.2 Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action.
- 6.3 Kickbacks are typically payments made in return for a business favour or advantage.
- 6.4 All our employees must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted.

7. GIFTS, HOSPITALITY AND EXPENSES

- 7.1 This Policy allows reasonable, proportionate and bona fide hospitality or entertainment of minimal value (no greater than AUD\$250 per person in equivalent value and no greater than AUD\$750 per person in equivalent value for members of the Executive team and Board) to be given to, or received from our business partners and associates for the purposes of:
 - (a) establishing or maintaining good business relationships;
 - (b) improving or maintaining our image or reputation; or
 - (c) marketing or presenting Janison’s products or services effectively.
- 7.2 The amount referred to in Clause 7.1 may be increased on written approval by the CEO, CFO or a member of the Board of Directors.
- 7.3 The giving and accepting of gifts is allowed only if the following requirements are met:
 - (a) it is not made with the intention of influencing a third party to obtain or retain business or personal advantage, or to reward the provision or retention of business, or in explicit or implicit exchange for favours or benefits;

- (b) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (c) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in Australia it is customary for small gifts to be given at Christmas.
- (d) it is given openly, not secretly;
- (e) it complies with any applicable local law; and
- (f) it is fully documented including approvals given and value.

This issue should be approached conservatively noting that what is common and appropriate in one place may not be in another.

- 7.4 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.
- 7.5 Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.
- 7.6 The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

8. POLITICAL

We do not make donations, in cash or in kind, in support of any political parties or candidates as this can be perceived as an attempt to gain an unfair or improper advantage in our business dealings.

9. CHARITABLE DONATIONS

Charitable support and donations are acceptable (and indeed are encouraged), whether by way

of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. We only make charitable donations that are legal and ethical under the Applicable Anti-Bribery Laws.

10. RECORD-KEEPING

10.1 False, misleading or incomplete record keeping is a criminal and civil offence in Australia and in many countries where our Company operates.

10.2 It is Janison's policy to maintain a system of internal accounting controls and make and keep books and records which accurately and fairly reflect in reasonable detail the parties, payment arrangements and the purpose of all transactions and disposition of assets.

10.3 We also expect our business partners and associates to accurately record all accounting entries in reasonable detail to fairly reflect transactions with us.

10.4 We do not keep "off-book" accounts to facilitate or conceal improper payments.

10.5 We prohibit the making of cash payments of any kind to any third-party, other than documented petty cash disbursements or other valid and approved payments.

11. HOW TO RAISE A CONCERN

11.1 All our employees, agents, contractors, and suppliers are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.

11.2 Concerned individuals can report suspected violations of Applicable Anti-Bribery Laws by contacting our CFO.

11.3 We will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We will ensure that no-one will suffer any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future.

11.4 Further information is available from our Whistleblowing Policy available at www.janison.com

12. TRAINING

We have an online training module that will be made available to all board members and employees.

13. BREACHES OF THIS POLICY

13.1 Breaches of this Policy may expose Janison to criminal penalties and/or civil action.

13.2 Possible penalties include substantial fines for companies, and, for individuals, imprisonment. Consequences may also include exclusion from tendering for government or private contracts as well as reputational damage.

13.3 Conscious disregard, deliberate ignorance and wilful blindness will not avoid liability in relation to any of the matters set out in this Policy.

13.4 If Janison determines or becomes aware that any of its board members or employees have violated this Policy or any Applicable Anti-Bribery Laws, we will immediately take disciplinary action which may result in dismissal.

September 2020

This Anti-Bribery and Corruption Policy is made by the **JANISON EDUCATION GROUP LIMITED** on behalf of it and its subsidiaries

This policy statement was approved by our Board of Directors on 24th March 2022

Michael Hill, Chairman

JANISON EDUCATION GROUP LIMITED