

ANTI-BRIBERY and CORRUPTION POLICY

1. INTRODUCTION

Magnis Energy Technologies Ltd and its subsidiaries (“Magnis” or the “Company”) are committed to conducting its business activities fairly, honestly with integrity, and in compliance with all applicable legislation, rules, and regulations.

The Magnis board, management and employees have a zero-tolerance approach to bribery and corruption. Bribery and corruption can come in many forms, broadly defined as including the provision or acceptance of:

- Cash payments.
- Deceptive jobs or agreements.
- Political and charitable contributions.
- Significant gifts, travel, hospitality and related expenses and general kickbacks.

The Company has approved and adopted this Anti-Bribery and Corruption Policy (“**Policy**”) to establish and support the general governance model of the Company along with the Code of Business Conduct and Ethics as adopted by the Company and should be read in conjunction with that Code.

In this Policy, references to the Company includes references to the Company and all its subsidiaries, whether wholly owned or otherwise.

2. CLASSIFICATIONS AND DEFINITIONS

In this Policy the following words or phrases mean the following:

Bribery is the offer, promise or payment of cash or gifts or an inducement of any kind, given to a person in a position of trust to generally influence that person’s view or conduct or to attain an improper method of advantage.

Corruption is the abuse of power or misuse of entrusted power for private profit or gain.

Facilitation Payment is a financial payment that may constitute a bribe and is made with the intention of expediting an administrative process made to a public or government official that acts as an incentive for the official to complete some action or process expeditiously. If there are published fees for shorter processing or approval times, then such payment is not classed as a facilitation payment.

3. COMMITMENT

The Company is committed to acting with integrity to ensure:

- No engagement in corrupt business practices.
- No offering, paying, soliciting or accepting bribes in any form including Facilitation Payments (unless otherwise approved as set out in the Code of Business Conduct & Ethics).
- that all payments made, or gifts received that are required to be recorded are recorded in the Gifts Register.

4. SCOPE

Employees (where used in this policy this term includes directors of Magnis Group) and any contractors, consultants or other business partners are expected to read, understand, and adhere to this Policy and any relevant guidelines, procedures, and standards.

5. REQUIREMENTS OF POLICY

(a) Reporting a breach or suspected breach of this Policy

If any person becomes aware of or suspects bribery or corruption practices as defined in this Policy, they should report the matter immediately to any of the General Counsel & Company Secretary or the Chair of the Audit and Risk Committee. Alternatively, the person could follow the guidelines in the Company's Whistleblower Policy.

(b) Payments to political or government parties

Any discretionary payments to governments (those that are not based on a published schedule of rates or fees) or political parties that are greater than the Value Threshold in Section 5(e) or otherwise approved by the Board, shall be documented in the Gifts Register.

(c) Sponsorship and Donations

Any sponsorship or donation payments greater than the Value Threshold in Section 5(e) shall be documented and recorded in the Gifts Register.

(d) Entertainment or Gifts

In general, any entertainment or gifts should not be received or given out during any Company related business negotiation.

Any entertainment or gifts which are received and are not prohibited greater than the Value Threshold mentioned in Section 5(e) below, shall be documented and recorded in the Gifts Register.

(e) Value Thresholds

Amounts that individually, or in a combination were provided as a package, exceed:

- AUD750 for discretionary payments made by the Company to political or government parties.
- AUD750 for sponsorship or donations made by the Company.
- AUD500 for entertainment or gifts received from another person or party.

Or such other amount approved by the Board

These threshold values documented for reporting have been set on the basis that amounts more than these values may be deemed as the ability to influence decisions and behaviour.

6. REVIEW

This Policy is to be reviewed every two years and then submitted to the Board for Approval.

Author: Company Secretary

Approved By: Board of Directors

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