



TOP SHELF INTERNATIONAL LTD

Anti-bribery and Corruption Policy

Purpose of this Policy

Top Shelf International Holdings Ltd (ACN 164 175 535) (**Top Shelf**) is committed to acting ethically and have zero tolerance for Bribery and corruption. In accordance with these commitments, and to support the above behaviours, Top Shelf has developed this Policy for countering Bribery and corruption.

1 Who this Policy applies to

This Policy applies to:

- Top Shelf and all subsidiary and affiliate companies over which it exercises control; and
- all directors, officers and employees of Top Shelf (which for these purposes includes temporary or contract staff and consultants) (**Personnel**).

Individual and corporate entities associated with Top Shelf, which act for or on behalf of Top Shelf, or who perform functions in relation to or on behalf of Top Shelf, are expected to have and comply with policies managing Bribery and corruption risk. This includes, but is not limited to, contractors, consultants, third party agents, third party introducers, referrers, persons acting in a fiduciary capacity, service providers and joint venture partners in any of Top Shelf's operations (collectively, **Business Partners**).

Top Shelf's Company Secretary may request copies of a Business Partner's anti-bribery and corruption policy and related materials. Where the Company Secretary identifies that a Business Partner does not have policies managing bribery and corruption risks, or identifies that these policies are inadequate, Top Shelf expects its Business Partners to comply with this Policy.

It is the responsibility of all Personnel to counter Bribery by adhering to this Policy.

Every manager must communicate this Policy and ensure that all Personnel reporting to them, and Business Partners within their area of responsibility, understand and comply with the prohibitions in this Policy.

2 What this Policy applies to

This Policy applies to all Top Shelf's business and transactions, regardless of where they occur and whether or not any particular conduct may be regarded as common or customary in a particular place or location.

3 Summary of prohibited conduct

All Personnel and Business Partners of Top Shelf must not:

- pay, offer, promise or accept, directly or indirectly, any Bribe, kickback, secret commission, Facilitation Payment, or other form of improper payment (however small), or otherwise breach relevant anti-corruption laws (see section 5.1 below);
- make political donations on behalf of Top Shelf (see section 5.2 below);
- make any charitable or community donations or sponsorships which are or could be perceived as Bribes, or otherwise in a manner contrary to this Policy (see section 5.3 below);
- offer, provide or accept Gifts, Hospitality or Travel in a manner contrary to this Policy (see section 5.4 below);
- engage or deal with a Business Partner in a manner contrary to this Policy (see section 5.5 below);
- enter new business ventures or invest in new companies or countries in a manner contrary to this Policy (see section 5.6 below);
- falsify or mis-describe any book, record or account relating to Top Shelf's business. All receipts and expenditures must be supported by documents that describe them accurately and properly; or
- cause or authorise any of the above conduct or any other conduct which is inconsistent with this Policy or any anti-corruption laws.

Personnel and Business Partners must not do any of the above in their 'personal capacity' in an attempt to evade the requirements of this Policy.

No Personnel or Business Partner will be penalised, or be subject to other adverse consequences, for refusing to pay Bribes, or engage in any other conduct which would be a breach of this Policy, even if that refusal may affect Top Shelf's business.

4 Guidance on prohibited conduct

4.1 Bribery and facilitation payments

Top Shelf, its Personnel and its Business Partners must not:

- commit, be a party to, or be in any way involved in any Bribery or corruption, or otherwise breach relevant anti-corruption laws; or
- promise, offer, provide (or cause to be provided) any Bribe, Facilitation Payment, kickback, secret commission or other form of improper payment (however small) in order to obtain any business or an advantage for Top Shelf, for themselves, or for others.

Particular care must be taken in dealings with Public Officials. All payments or benefits offered or provided to a Public Official must be consistent with this Policy.

No Personnel will 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 immediately report it to Top Shelf's Company Secretary. Further, it must be promptly recorded (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).

4.2 Political donations

Top Shelf, its Personnel and Business Partners must not grant financial or other support to political parties, political campaigns, or individual politicians on behalf of Top Shelf, as this could be perceived as an attempt to gain business or an advantage. Personnel and Business Partners may exercise their personal right to participate in political and democratic processes.

4.3 Charitable or community donations or sponsorships

Charitable and community donations or sponsorships can in some circumstances be used as a disguise for Bribery, for example where a donation is provided to a 'charity' which is controlled by a person who is in a position to make decisions affecting Top Shelf. Personnel must ensure through due diligence and transparency that charitable and community donations do not constitute Bribery.

Personnel or Business Partners who wish to make charitable or community donations on their own behalf must make it clear that they are not doing so on behalf of Top Shelf.

All charitable or community donations made on behalf of Top Shelf must:

- be approved according to Top Shelf's approval processes (please see the Code of Conduct for further details); and
- be documented, with all records kept.

4.4 Gifts, Hospitality and Travel

Top Shelf, its Personnel and Business Partners must not offer, provide or receive any Gift, Hospitality or Travel that may be perceived to improperly influence a relationship or decision affecting Top Shelf or its business.

The following guidelines apply at all times, and do not change during traditional gift-giving seasons. Gifts, Hospitality and Travel must:

- never consist of cash or cash equivalents;
- be reasonable and of modest value, both in isolation and when considered in the context of other Gifts and Hospitality offered to the same recipient;
- be appropriate and consistent with reasonable business practice;
- be provided only for the purpose of building or maintaining business relationships or normal courtesy, and never be offered for something in return; and
- be provided in an open and transparent manner, and never be offered if full transparency and disclosure would be embarrassing to Top Shelf or the recipient.

Particular caution should be exercised if the recipient of any Gift, Hospitality or Travel is a Public Official. In addition to the guidelines above, where Gifts, Hospitality or Travel are provided to a Public Official, Personnel must ensure that they are:

- permissible under all applicable laws, rules and regulations; and
- within any monetary limits, and comply with any disclosure obligations, imposed by the recipient's organisation or local laws. Personnel and Business Partners

should check whether the recipient's organisation or local laws impose any such limits or disclosure requirements.

All Personnel and Business Partners must obtain approval in advance (in accordance with Top Shelf's approval processes) for:

- all Gifts;
- Hospitality to Public Officials over \$100; and
- all Travel for individuals who are not Personnel or Business Partners of Top Shelf.

All Gifts, Hospitality and Travel which require approval, whether provided by you or received by you, must be documented and recorded. The record must expressly state the nature and purpose of the Gift, Hospitality or Travel, including the value and the identities of the giver and receiver, and details of any approvals given.

4.5 Engaging and dealing with Business Partners

Top Shelf is committed to promoting anti-corruption practices amongst any Business Partners it engages.

Personnel and Business Partners of Top Shelf must not engage or make a payment to a Business Partner knowing or suspecting the Business Partner 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 payment.

To minimise the risk of Business Partners engaging in inappropriate conduct, Personnel must:

- always act with due care in selecting Business Partners and in monitoring their activity;
- ensure that Business Partners are aware of and respect this Policy;
- ensure that all fees and expenses paid to Business Partners (including any commissions and success fees) represent appropriate and justifiable remuneration, which is transparent, commercially reasonable under the circumstances, and for legitimate services rendered;
- ensure that all fees and expenses must be paid to the Business Partner themselves (and to an account in their name in their principal place of business);
- record the relationship in a written agreement, which contract must be authorised in accordance with Top Shelf's contract approval processes;
- reserve the right to terminate the relationship in the event that the Business Partner violates the Policy; and
- keep accurate financial records of all payments including accurate descriptions of the purpose of the payment.

4.6 New countries and business ventures

Entry into new countries and new business ventures may pose risks from an anti-bribery and corruption perspective.

In advance of undertaking new business ventures or investing in new companies or countries, Top Shelf will include in its due diligence process consideration of corruption risks and its ability to address any such risks.

5 Reporting suspicious activity

If you become aware of any actual or suspected breach of this Policy, or any request or demand for any undue financial or other advantage, you must report this in accordance with Top Shelf's Speak Up Policy or to Top Shelf's Company Secretary.

Processes are in place under the Company's Code of Conduct and Speak Up Policy to ensure that such complaints are logged, investigated and appropriate action is taken. Measures are in place to ensure complaints are treated confidentially to the extent possible, consistent with applicable laws.

The Board wants all Personnel to feel safe and supported in raising concerns under the Speak Up Policy. The Policy contains information on who you can speak to and how to contact them, as well as protections that you are entitled to under the Policy and under the law.

The Company will not permit retaliation of any kind against any Personnel who has reasonable grounds to suspect a violation of this Policy. Any actual or attempted retaliation is also a breach of this Policy.

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

6 Consequences of breaching this Policy

Top Shelf has zero tolerance for conduct in violation of this Policy. Failure to comply with this Policy may lead to disciplinary action, up to and including dismissal. Conduct in violation of this Policy may also breach applicable anti-corruption laws and result in criminal or civil penalties, including fines and imprisonment.

Personnel and Business Partners must cooperate fully and openly with any investigation by Top Shelf into alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information is a breach of this Policy.

7 Questions relating to this Policy

If you have any questions about this Policy, or doubt about whether particular conduct may violate this Policy, you are encouraged to discuss the issue with a supervisor, senior manager, or Top Shelf's Company Secretary for guidance.

8 Communication and training

Top Shelf will ensure that all Personnel (including new employees) are informed about and understand this Policy.

All Personnel will receive a copy of this Policy and be provided with training. Key Personnel will receive regular training.

A copy of this Policy will also be publicly available on Top Shelf's website.

9 Reviewing and maintaining the Policy

The Policy is to be reviewed at least every two years to ensure reports or breaches are appropriately recorded, investigated and responded to, that it continues to operate effectively and confirm whether any changes are required to the Policy.

10 Definitions

In this Policy:

Term	Definition
Bribe(s) / Bribery	<p>involves improperly promising, offering or providing a benefit or something of value to a Public Official or someone in business, either directly or indirectly, in order to obtain or retain business or an advantage or to induce or reward improper conduct or an improper decision.</p> <p>While a Bribe may involve a monetary payment or offer, it covers anything of value such as cash or cash equivalents (eg gift vouchers or loans), some Gifts, Hospitality, entertainment or Travel, donations or scholarships, the provision of favours (eg discounted or 'free' products or use of the Company's services, facilities or property) or anything else that is of significant value to the recipient.</p>
Business Partners	<p>any person or entity which acts for or on behalf of or performs services for the Company, including third party agents, joint venture partners, consultants, distributors or service providers.</p>
Facilitation Payment	<p>unofficial payments (usually of a small value) made with the purpose of expediting or facilitating the performance by a Public Official of a routine governmental action.</p>
Gifts	<p>include physical items (such as 'free' products, flowers, wine, tickets to events and the like) as well as any intangible item of value, which are given to an individual (rather than being used in a hosted business context).</p>
Hospitality	<p>includes invitations to business meals, entertainment, receptions, sports and cultural events hosted in a business context.</p>
Personnel	<p>all directors, officers and employees of Top Shelf (which for these purposes includes temporary or contract staff and consultants).</p>
Public Official	<p>any government or public official in Australia or any other country, including but not limited to:</p> <ul style="list-style-type: none">• a person holding a legislative, executive, administrative or judicial

office (whether appointed or elected);

- an employee, official or contractor of, or person acting in an official function or capacity for a government or public body (including a military or police force), a government-owned or government-controlled enterprise (including a state owned enterprise), or a public international organisation;
- a political party or party official or candidate for political office;
- a person holding an appointment, position or office created by custom or convention, such as potentially some tribal leaders or member of a royal family; or
- an authorised intermediary or agent of a person covered by any of the paragraphs above.

Travel

refers to circumstances where the Company pays the travel expenses (for example, flights, accommodation, and living expenses) of individuals who are not Personnel, Business Partners or representatives.
