

Ridley commits to conducting its business dealings in an honest and ethical manner and to complying with the laws and regulations of the countries in which we operate. We take great care and pride in the way we conduct our business and operate under a Code of Conduct with integrity, honesty and transparency. As part of our commitment, we will not tolerate any form of bribery or corruption in our organisation or in others who perform services on our behalf (our suppliers).

This Anti-bribery and Anti-corruption Policy (**Policy**) sets out:

- our responsibilities, including those of our personnel (employees and officers) and suppliers, in upholding and observing our position on bribery and corruption
- standards required of all Ridley personnel to refrain from any activity that is, or could be alleged to be, corrupt – including in the nature of a bribe
- an authorisation and registration process for gifts and benefits

The Policy operates in conjunction with our Speak Up Policy, Code of Conduct, Donation Policy, Competition Policy and our Supplier Code of Conduct.

Scope

This Policy applies to the entire Ridley Corporation Limited consolidated group (**Ridley**) and all of our personnel wherever located.

If applicable laws in any jurisdiction in which Ridley operates are more stringent than the requirements of this Policy, those laws prevail. Conduct which infringes this Policy (or applicable laws) is likely to amount to criminal conduct both here in Australia and in other jurisdictions in which we operate. Engaging in such conduct will have very serious consequences both for Ridley and the individuals involved.

Policy

This Policy strictly and absolutely prohibits all forms of bribery, corruption, secret commissions, facilitation payments, kickbacks and improper soliciting of government officials (bribery and corruption) and sets out expectations for the prevention, detection and reporting of bribery and other forms of corruption.

Bribery is the offering, promising, giving, accepting or soliciting of a direct or indirect benefit or advantage as an inducement for action which is illegal, unethical or a breach of trust.

A “bribe” is an inducement or reward offered, accepted, promised or provided in order to improperly influence, gain any commercial, contractual, regulatory or personal advantage that is not legitimately due.

Examples: A bribe can take many forms and the benefit offered can be monetary or non-monetary.

For example, a bribe can take the form of gifts, political or charitable contributions, reciprocal favours, loans, forgiveness of loans, fees, rewards or other advantages.

Bribes can also take the form of a facilitation payment - unofficial payments made to secure or expedite a routine government action or a kickback - payments made in return for a business favour or advantage.

Corruption is the improper use of power or position for personal gain.

A secret commission is a form of bribery and corruption where a person secretly accepts or solicits a commission from a third party as an inducement to use their position to influence the conduct of an organisation (public or private).

Improper soliciting or marketing to government officials of any jurisdiction is prohibited.

For the purposes of this Policy, third parties include any person we may deal with, including Government departments and officials, customers and suppliers, agents, contractors, brokers, distributors, facilitators, counsels, advisers, joint venture partners and business representatives.

Standards for personnel and suppliers

We expect our personnel to:

- carry out their role with Ridley in an honest and ethical manner
- abide by this Policy
- participate in anti-bribery compliance training
- avoid activity that might lead to a breach of this Policy
- keep accurate records that record all transactions transparently
- notify their manager or **Stopline** (an independent, confidential service available to everyone) as soon as possible if you believe or suspect a breach of this Policy has occurred, or may occur.

In the unlikely event a Ridley employee believes they are left with no alternative but to make payment(s) to preserve their physical safety, then the affected employee shall provide a factual report to the CEO within 48 hours of the event.

We expect our suppliers to comply with our Supplier Code of Conduct and not engage in any form of bribery, corruption, secret commissions, facilitation payments, kickbacks and improper soliciting of government officials in connection with Ridley or on our behalf.

We expect that neither Ridley personnel nor our suppliers will retaliate or threaten another individual for refusing to participate in, or raising concerns about, bribery or corruption.

Authorisation and Registration Process – Gifts and Benefits

Ridley expects integrity and transparency in all transactions.

Gifts and benefits provided or received in good faith for the establishment of appropriate business relationships are an important part of Ridley's business. Reasonable and proportionate gifts and benefits given and received in accordance with this Policy are permissible.

The practice of accepting or offering gifts, entertainment or hospitality varies between countries, jurisdictions and industries. What may be normal and acceptable in one may not be in another.

Principles:

- we must only give or receive gifts/benefits where they are:
 - for a genuine purpose in the ordinary course of business
 - proportionate (i.e. not lavish or with a frequency that creates a sense of obligation)
 - will not impact objectivity or undue influence
 - incidental to the establishment of appropriate business relationships
 - not for an improper purpose including improper commercial advantage
 - are provided openly and not secretly
- Offering, promising, giving or accepting anything of value to or from public officials or an external party that could unduly influence business decision-making (or cause this perception) is prohibited.
- Offering, promising, giving or accepting cash or items readily convertible into cash to or from a public officials or an external party (except in the form of legitimate payment for a good or service) will almost always be suspicious and is prohibited.

All gifts and benefits must be authorised and registered as follows:

- obtain authorisation from your Manager for gifts/benefits *received or provided* worth \$150 or greater
- register all gifts/benefits received or provided worth \$50 or more in the Gift and Entertainment Register (cc your Manager)
- site donations made in accordance with the annually approved budgeted allowances and the Ridley Donation Policy must be pre-authorized by Managers and recorded in the Gift and Entertainment Register
- we do not routinely make donations to political parties. Any proposed participation in, or gifts proposed to be given in conjunction with, any political activities is governed by the Ridley Donation Policy and requires Board approval.
- travel, accommodation and conference registrations from a Third Party must be pre-authorized by the relevant member of the Lead Team, or if a Lead Team member is the recipient or provider, the CEO and Managing Director and recorded in the Gift and Entertainment Register
- any proposed participation in, or gifts proposed to be given in conjunction with, any political activities require prior formal approval by the Ridley Board

To record a gift/benefit on the Gift and Entertainment Register email melbourneoffice@ridley.com.au (cc your Manager). Gifts and/or benefits must be declared within five (5) working days.

This Policy in Action

To report a breach or suspected breach of this Policy, the following avenues are available:

1. Report to immediate Supervisor, Manager, to HR or any member of the Lead Team.
2. Access to **Stopline** (an independent, confidential service that is available to anyone):



Telephone (Australia): 1300 304 550
Telephone (Overseas): 02 5500 7307
Online: <https://ridley.stoplinereport.com>
Email: ridley@stopline.com.au
Mail: Ridley c/o Stopline, PO Box 403, Diamond Creek VIC 3089 Australia

We will support anyone who raises genuine concerns in good faith under this Policy.

Review of this Policy

This Policy will be reviewed every three years by the Board, or if there is a material change to the Policy, and by management annually.

Approved by the Board: October 2024