Anti-Bribery and Corruption Policy

Purpose

Ridley Corporation Limited and its subsidiaries, partnerships and ventures (collectively, Ridley) is committed to conducting its business dealings in an honest and ethical manner and to meeting applicable legal requirements in the countries in which it operates.

As part of our commitment, we will not tolerate any form of bribery or corruption within our organisation or in others who perform services on our behalf.

Ridley faces a range of bribery and corruption risks arising from the geographic areas in which it operates and the nature of its business and has adopted controls responsive to such risks (including this Policy).

This Policy sets out;

- our responsibilities, including as Ridley employees, officers and third parties, in upholding and observing Ridley's position on bribery and corruption;
- the standards required to refrain from activity that is, or could be alleged to be, corrupt – including in the nature of a bribe;
- anti-bribery and corruption controls Ridley has adopted;
- an authorisation and registration process for gifts and benefits (**Annexure**: Gifts Register Procedure).

The Policy operates in conjunction with Ridley's Sanctions Policy, Speak Up Policy, Code of Conduct, Supplier Code of Conduct, Donation Policy and Gifts Register Procedure.

1. Application of Policy

This policy applies to:

- Ridley,
- all directors, officers and employees of Ridley,
- any joint venture controlled by Ridley,
- Third Parties:
  - Public Officials (as defined below);
  - any customer of Ridley or any other individual or entity with whom Ridley does business;
  - agents – being individuals and entities with legal authority to act on Ridley's behalf;
  - intermediaries – being individuals and entities that otherwise represent Ridley, including in facilitating sales;
  - distributors – being individuals and entities that sell Ridley's goods or services on Ridley's behalf (but, for the avoidance of doubt, distributors do not include resellers of Ridley's products who resell those products on their own account); and
  - other representatives, consultants, contractors, persons or entities providing services for or on behalf of Ridley and third parties that directly or indirectly act for or on behalf of Ridley.

Ridley's management must positively promote this Policy by personal example, providing clear and unambiguous guidance and assistance on its operation, and ensuring that it is communicated and understood by all Ridley employees, directors and officers, as well as to all customers, suppliers, contractors and other third parties who represent or act on behalf of Ridley or engage in any business with Ridley.

2. Relevant Laws

Laws prohibiting the types of bribery and corruption covered by this Policy apply in all of the countries in which Ridley operates and/or engages in trading activities.

For example, the Foreign Corrupt Practices Act 1977 (**FCPA**) in the United States, the Criminal Code Act 1995 (Cth) (**Criminal Code**) in Australia, and the Bribery Act 2010 (**Bribery Act**) in the United Kingdom.

These laws have extraterritorial reach. This means that, for instance:

Under the FCPA, any US citizen or US company may be found liable in the US for any activity that occurs in any country outside the US. A non-US citizen or non-US company may also be liable for FCPA-prohibited activity (even emails, phone calls or bank transfers) that occurs in the US.

- Under Australian law, an Australian citizen, permanent resident or company may be liable in Australia even where the relevant activity occurred entirely overseas. In addition, where the activity occurs in Australia, a foreign national or foreign company may be liable under Australian law. (Substantially similar principles apply in relation to laws in other countries where Ridley operates).

Australia has a corporate offence of 'failure to prevent bribery of a foreign public official' under its Criminal Code. Under the Code, Ridley will commit an offence if an 'associate' of Ridley commits foreign bribery for the 'profit or gain' of Ridley, unless Ridley has in place adequate procedures designed to prevent the foreign bribery.

Additionally, laws prohibiting all other types of improper payments covered by this Policy, including private sector bribery, false accounting and money laundering, as well as the improper conduct of joint venture partners or agents, distributors and other third parties, are in place in all of the countries in which Ridley operates and/or engages in trading activities.

This means that Ridley and/or any of its directors, officers or employees or any third parties representing or acting on behalf of Ridley may be found liable in the country where the offending conduct occurs or in their home jurisdiction.

3. Prohibition on Public Sector Bribery

Ridley prohibits giving or offering any Benefit to any person, or causing any Benefit to be given or offered to any person, with the intention of improperly influencing a Public Official, in order to obtain or retain:

- **business or a business advantage for Ridley; or**
- **a personal advantage for a person to whom this policy applies.**

Public Official includes:

- an employee, official or contractor of a government body or a wholly or partially state-owned enterprise;
- a person performing the duties of an office or position created under a law of a foreign country or by the custom or convention of a country or region (for example, indigenous elders or community representatives who are authorised to act on behalf of a community who can influence local government actions on behalf of a community, or who directly or indirectly receive salaries, wages or benefits from a government body in connection with their community leadership);
- a person in the service of a governmental body, including a member of the military or the police force;
- a politician, judge, or member of the legislature of a state, province, or country;
- an employee, contractor or person otherwise in the service of a public international organisation (such as the United Nations);
- an individual who is or who holds himself or herself out to be an authorised intermediary of a public official;
- a political party, party official or candidate for public office;
- a member of a royal family; or
- a commercial entity, or the directors, officers or employees of a commercial entity, in which a government body has a significant ownership interest, or over which it otherwise exerts control.

Benefits are any financial or non-financial advantage, and examples include, but are not limited to:

- cash payments;
- vouchers and other cash equivalents;
- political contributions and charitable donations;
- gifts, hospitality or entertainment;
- sponsorships and donations;
- the provision of personal services and gratifications;
- the provision of employment opportunities; and
- the provision of business or investment opportunities.

Attempting to improperly influence a Public Official:

- includes, but is not limited to, trying to induce a Public Official to misuse their office or position or decide a matter other than on its merits;
- does not include making a legitimate payment to a public agency (as opposed to a Public Official) to expedite a routine government action (for example, paying a recognised fee to an immigration department for expedited visa processing, a commerce department for expedited processing of business registration forms, or a state-owned telecommunications company for the expedited connection of an internet service to an office).

Business advantages that might be sought through improper influence include, but are not limited to, improper or preferential:

- access to confidential information;
- access to public facilities, resources and services;
- access to senior Public Officials;
- grants or extensions of approvals, permits or licences; or
- determination of legal or regulatory disputes, issues or queries.

- **Personal advantages** that might be sought through improper influence include the bestowal of a personal title or honour, the processing of visa or immigration requests, or the reduction of a personal tax liability.

Importantly, a person contravenes the law and this Policy whether or not the giving or offering of a benefit to a Public Official:

- is viewed as customary, necessary or officially tolerated in a situation – bribery still occurs irrespective of how corruption is perceived in a place;
- is done in an attempt to obtain a specific business advantage – bribery still occurs where an attempt is made to gain general favour at an undefined point in the future; or
- ultimately secures a business advantage – bribery still occurs if a person attempts to improperly influence a Public Official but fails to obtain a business advantage.

Benefits that would otherwise be prohibited under this Policy *may be given in circumstances where your personal safety is compromised*. Such benefits must be reported to a Chief Operating Officer (**COO**) or functional head of your business unit as soon as possible.

The COO or functional head of your business unit is required to ensure awareness of the requirements of this Policy, including in relation to engaging with Public Officials.

4. Prohibition on Private Sector Bribery

Ridley prohibits giving or offering 'secret commissions' to any person or entity, or requesting or receiving **'secret commissions'** from any person or entity.

'Secret commissions' arise where a person who is the agent or representative of another person takes or solicits a commission from a third party without disclosing that commission to their principal. This would include, for instance, the making of a payment to an agent of a customer of Ridley, where that agent does not disclose the payment to the customer, in return for facilitating further business or favourable commercial terms for Ridley with that customer.

5. Prohibition on Improper Benefits, Hospitality and Entertainment

Improper **"benefits"** (as defined in section 3 above) to any person or entity, or requesting or receiving Benefits from any person or entity may amount to public or private sector bribery.
Consequently, benefits, gifts, hospitality and entertainment must only be provided or accepted in accordance with this Policy, Ridley's Gifts Register Procedure, Ridley's Donations Policy and any guidance and procedures implemented pursuant to these policies.

Ridley does not prohibit the giving or receiving of proportionate gifts, hospitality and entertainment (including in-house seminars) to or from any private entity when the "Principles" set out below apply.

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 Ridley's policies are permissible. The practice of accepting or offering gifts, entertainment or hospitality varies between countries, jurisdictions and industries. What may be proportionate, 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 unduly influence
  - incidental to the establishment of appropriate business relationships
  - not for an improper purpose including improper commercial advantage
  - are provided openly and not secretly
  - comply with local laws
- 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.

If you are in any doubt as to the appropriateness of any gift, hospitality or entertainment, you should consult the COO or functional head of the applicable business unit beforehand or otherwise as soon as possible. You must also comply with the Gift Register Procedure (Annexure).

6. Prohibition on Money Laundering

Ridley prohibits any form of money laundering in connection with its business activities.

Money laundering is the process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate. Use by Ridley of proceeds tainted by illegality can give rise to liability in a number of countries in which Ridley operates.

If you become aware of any transaction that you suspect might involve the payment or receipt of proceeds of any unlawful activity, you must contact the Legal Team immediately.

7. High Risk Third Parties and Due Diligence

Ridley engages with third parties in a range of circumstances, particularly across its supply chain. Third parties Ridley engages with present significant risks, because Ridley may be liable for their improper actions under anti-bribery or other laws, including Australia's 'failure to prevent foreign bribery by associates' offence.

Third parties may also present significant risks due to their government relationships or jurisdiction.

Ridley prohibits providing a benefit to a third party where there is a material risk that some or all of that benefit will be provided or offered to another person as a bribe. Particular care must be taken with, for example, arrangements with agents or representatives that assist in securing business or arrange introductions to potential customers or key government decision-makers in a foreign country.

High-Risk Third Parties include:

- state-owned enterprises;
- private companies owned by public officials or their relatives;
- third parties (eg suppliers, customers etc) from medium or high-risk jurisdictions (being jurisdictions with a score of 60 or below on Transparency International's Corruption Perceptions Index); and
- third parties that Ridley's overseas trading team propose to contract with.

Due Diligence

Before Ridley engages a third party, it must consider the proposed party is a High Risk Third Party, and if so, conduct risk-based due diligence in accordance with Ridley's Anti Bribery and Corruption Due Diligence Process (Due Diligence).

Due Diligence must always be conducted where:

- a Business Unit proposes engaging or transacting with a High Risk Third Party (including an indirect engagement through an intermediary), and Ridley has not previously engaged or transacted with this third party; and/or
- a Business Unit proposes engaging or transacting with a High Risk Third Party that Ridley has previously engaged with, but it has been two or more years since anti-bribery due diligence was last conducted or there has been a change in circumstances that creates heightened risk.

Any bribery or corruption risk indicators must be referred to the Legal Team for review.

Contractual controls and monitoring

Business Units must include terms that seek to mitigate the risks addressed in this Policy in all contracts that are negotiated with High-Risk Third Parties. Those terms must reflect Ridley's standard anti-bribery contractual terms unless the Legal Team has approved a different approach.

Business Units must:

- maintain oversight of the High-Risk Third Party's work (including, where appropriate, receiving progress reports, reviewing invoices and other documentation etc.) to confirm improper payments have not been made.
- ensure refreshed due diligence is conducted as required by this Policy; and
- report to the Legal Team any issues of concern that arise at any time.

8. Consequences of Non-Compliance

Penalties for breaches of the laws that this Policy aims to uphold can include imprisonment and the payment of significant fines (by the company, its directors, officers and employees), depending on the jurisdiction. Risks can also include:

- being barred from government work;
- losing private supply contracts;
- facing additional compliance obligations;
- civil litigation (e.g. law suits by competitors and shareholder class actions); and
- reputational damage.

Failure to observe this policy may also lead to disciplinary action by Ridley, which may include termination of employment.

9. Reporting of Bribery or Suspicious Activity

To report suspicious activity or a breach or suspected breach of this Policy, you can:

1. Report to immediate Supervisor, Manager, to the Legal or People Team 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. 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.

10. 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.

VERSION CONTROL
Last approved by Board: August 2026
Last approved by Lead Team: August 2026

Annexure - Gift Register Procedure

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. CFO and/or CEO approval must always be sort for gifts/benefits worth $500 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-authorised 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-authorised 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.