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Anti-Bribery and Corruption Policy

FDC Consolidated Holdings Limited
(ACN 698 452 229)

Approved by the Board on 28 June 2026

Version 1.0

1 Purpose

FDC Consolidated Holdings Limited (ACN 698 452 229) and its related bodies corporate (together, ***FDC***) are committed to operating in accordance with all applicable laws and regulations and in accordance with the highest standards of ethical behaviour at all times.

FDC will proactively develop, oversee and enforce measures to address bribery and corruption risks within its supply chain, in a manner consistent with FDC's values. FDC is dedicated to conducting all business dealings ethically and with integrity.

As part of this commitment, FDC prohibits any activity that seeks to bribe or otherwise improperly influence a Public Official, or any other individual or entity in the public or private sector, to act (or omit to act) in a way that differs from the proper performance of their role or function.

This Policy:

(a) sets out the responsibilities of FDC and FDC Personnel (defined in section 2 below) in complying with FDC's prohibition on bribery and related improper conduct; and

(b) provides guidance on recognising and addressing instances of bribery and related improper conduct.

This Policy prohibits the following types of improper payments and conduct:

(a) bribery of a Public Official or any other individual or entity in the public or private sector;

(b) offering, giving or authorising donations that confer a personal benefit on a Public Official or if the donation is part of an exchange of favours with a Public Official;

(c) the making of facilitation payments;

(d) the offering, making, soliciting or receiving of secret commissions;

(e) the giving or receiving of improper gifts or entertainment;

(f) money laundering;

(g) the encouragement, authorisation or facilitation of bribery or other related improper conduct by another person, such as an agent or representative of FDC; and

(h) false, misleading, incomplete or inadequate accounting or books or record-keeping.

(i) The above types of improper payments and/or conduct are explained in further detail in this Policy.

This Policy applies to all FDC Personnel. All FDC Personnel must understand and comply with this Policy and follow the reporting requirements set out in this Policy.

Any queries regarding the application of this Policy in any particular circumstance should be directed to your manager or supervisor.

Overall responsibility for the administration of this Policy, including the implementation and monitoring of the Policy, lies with FDC's Legal Counsel.

2 Definitions

In this Policy, the following key terms have the corresponding meaning.

FDC Personnel means:

(a) all directors, officers, employees, consultants and contractors of FDC;

(b) third parties that are effectively controlled by FDC, act on its behalf (either directly or indirectly), or provide services to or for the benefit of FDC (either directly or indirectly). This includes agency workers, contractors, students and trainees; and

(c) other third parties that are contractually obliged to comply with this Policy.

Public Officials include:

(a) an employee, official or contractor of a government body or a wholly or partially state-owned enterprise;

(b) 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;

(c) a person in the service of a governmental body including a member of the military or the police force;

(d) a politician, judge, or member of the legislature of a state, province or country;

(e) an employee, contractor or person otherwise in the service of a public international organisation (such as the United Nations);

(f) an individual who is or who holds himself or herself out to be an authorised intermediary of a Public Official;

(g) a political party, party official or candidate for public office;

(h) a member of a royal family; or

(i) 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 (i.e. a foreign public enterprise).

3 Prohibition on bribery and corruption

FDC Personnel must not participate in any conduct that could reasonably be regarded as constituting bribery or corruption.

FDC prohibits the giving, offering, promising, authorising, accepting or requesting of a bribe under any circumstance.

A bribery offence is committed if a person undertakes any of the following actions with the intention of improperly influencing a Public Official or any other person in order to obtain or retain business or a business or personal advantage (whether or not for themselves):

(a) provides a benefit to another person; or

(b) causes a benefit to be provided to another person; or

(c) offers to provide, or promises to provide, a benefit to another person; or

(d) causes an offer of the provision of a benefit, or a promise of the provision of a benefit, to be made by another person.

Whether the person sought to be influenced works in the public or private sector is irrelevant. The relevant laws apply to the bribery of Public Officials as well as bribery in relation to any commercial transaction in the private sector.

Bribery and corrupt conduct is not limited to cash or gifts and can take many forms. Examples may include offer of employment, access to commercial opportunities, entertainment, use of assets, loans, travel and charitable or political contributions.

It is irrelevant whether the bribe is accepted or ultimately paid. Merely offering the bribe is a contravention of this Policy and usually is sufficient for an offence to be committed; further, business or a business advantage does not need to be actually obtained or retained for an offence to have been committed.

4 Prohibition on facilitation payments

FDC prohibits the making of facilitation payments by FDC Personnel.

Facilitation payments are typically minor unofficial payments to Public Officials either directly or indirectly to expedite or secure the performance of routine government action (for example, to facilitate the expedition of applications for visas or licences).

If asked by a Public Official for a facilitation payment or told that one is required in order for the routine government service to be obtained, or to be obtained by a particular time, you should firmly state that it is FDC's policy that no such payment can be made. If pressed, you should refuse to make the payment and inform your manager or supervisor of the request/demand as appropriate.

5 Prohibition on secret commissions

FDC prohibits the paying or receiving of secret commissions to any person or entity, including any private party or Public Official. It is also an offence in Australia and most countries around the world to pay a secret commission.

Secret commissions arise where a person who is the agent or representative of another person or entity takes or solicits a commission from a third party without disclosing that commission to their principal. The secret commission is given as an inducement to the agent or representative to use their position to influence the conduct of their principal's business. This would include, for instance, making a payment to an agent of a customer of FDC, where that agent does not disclose the payment to the customer and, in return, the agent facilitates favourable commercial terms for FDC with that customer.

6 Prohibition on improper gifts and entertainment

FDC prohibits the giving or receiving of gifts or entertainment in circumstances which could be considered to give rise to undue influence.

If you are in any doubt as to the appropriateness of any gift or entertainment, you should consult your manager or supervisor before it is given or accepted or otherwise as soon as possible.

7 Prohibition on money laundering

FDC 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 FDC of proceeds of illegal activity can give rise to liability to FDC and/or FDC Personnel involved in that conduct.

If you suspect that any transaction might involve the payment or receipt of proceeds of any unlawful activity, you should contact your manager or supervisor immediately.

8 Application of this Policy to FDC's supply chain

FDC engages with a broad range of third parties within the construction industry and acknowledge that there is a risk of unethical dealings within contractor supply chains. For the purposes of this Policy, 'third parties' include agents and other parties who represent FDC, suppliers, consultants, contractors, subcontractors and volunteers.

In some circumstances, FDC may be liable under anti-bribery or other laws for the improper conduct of these third parties.

Where FDC proposes to engage a third party to represent it or act on its behalf, it is important to implement appropriate controls to ensure that the actions of the third party will not adversely affect FDC. This may include conducting due diligence on third parties, ensuring that standard terms that incorporate the issues addressed by this Policy are included in all contracts with third parties, and overseeing the work conducted by the third parties in order to confirm that legitimate work is undertaken and improper payments are not made.

FDC also acknowledges that close working relationships may form between FDC Personnel and FDC's supply chain. Consequently, there may be instances where FDC Personnel wish to engage FDC supply chain members in a personal capacity, for example on private projects or personal ventures.

While FDC does not prohibit such personal engagements, FDC Personnel must not leverage their position to obtain any improper benefit or otherwise interfere with FDC's supply chain.

FDC Personnel must disclose and report any proposed engagements or arrangements with members of FDC's supply chain that are to occur outside of the work environment. FDC Personnel who use FDC subcontractors or suppliers must obtain prior written approval from the Chief Executive Officer.

9 Accounting, books and records

FDC is required to maintain internal financial recording and accounting systems and procedures to make and keep books and records which accurately and fairly reflect, in reasonable detail, the parties, the payment arrangements and the purpose of all transactions and disposition of assets.

No undisclosed or unrecorded fund or account may be established for any purpose.

False, misleading or incomplete record keeping is a criminal and civil offence in Australia.

10 Consequences of non-compliance

Bribery and the other types of improper payments prohibited by this Policy are prohibited under Australian laws. Breaches of such laws are serious and may expose FDC and FDC Personnel to criminal penalties and/or civil action.

For FDC, possible consequences include the imposition of substantial fines, withdrawal of funding, exclusion from tendering for government or private contracts and reputational damage.

For FDC Personnel, possible consequences include criminal and civil liability with associated significant fines and/or lengthy terms of imprisonment.

Further, failure to observe this Policy by FDC Personnel will be regarded as serious misconduct and lead to disciplinary action, which may include dismissal from employment, or termination of any engagement contract.

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

11 Reporting bribery or other improper payments

In line with FDC's Whistleblower Policy, FDC recognises the value and importance of FDC Personnel reporting identified or suspected instances of bribery and other improper conduct.

It is the responsibility of FDC Personnel to remain alert to any instances of directors, officers, employees, subsidiaries, joint venture partners, suppliers or other contractors engaging in, or attempting to engage in, bribery or other improper conduct, or otherwise not meeting the standards of behaviour required under this Policy.

You must immediately notify your line manager or, for sensitive matters, FDC's Legal Counsel if you believe that any breach of this Policy has occurred within FDC's operations, supply chain or engagements.

The Whistleblower Policy sets out the types of conduct which are reportable. This includes bribery, corruption, fraud, money laundering, and the misappropriation of funds.

12 Training, monitoring and review

FDC will develop and deliver appropriate training in relation to this Policy.

The Board will review this Policy biennially to check that it is operating effectively and remains relevant to the current needs of FDC and the Board. This Policy may be amended by resolution of the Board.

Policy governance

Approver	Board
Review Cycle	Biennial
Next Review Date	28/06/2028

Material Revisions

Version	Approval Date	Effective Date	Details