

ANTI-BRIBERY AND CORRUPTION POLICY **CS-0020**

PURPOSE

The purpose of this policy is to set out Clean Seas responsibilities and the responsibilities of those working for us or on our behalf, to act professionally and fairly in all our business dealings and relationships wherever Clean Seas operate and implement and enforce an effective system to counter bribery.

SCOPE

This policy applies to all workers working at all levels and grades within Clean Seas Seafood including Directors, Senior Managers, Officers, Trainees, Interns, Casual workers (whether permanent, fixed-term, casual or temporary), Consultants, Contractors, Seconded staff and Agency staff, Volunteers, Agents, Sponsors or any other person associated with Clean Seas.

DEFINITIONS

TERM	MEANING
Bribe	<p>A bribe is any advantage or benefit (including a financial advantage or benefit)(“a Benefit”) offered, promised or provided by a person (“the Offeror”) to another person that is not legitimately due to that person, and in circumstances where the Offeror:</p> <ul style="list-style-type: none"> (a) intends the Benefit to influence a person in order to obtain or retain business, or in order to obtain or retain an advantage that is not legitimately due to the recipient, or intended recipient of the advantage(which may be the Offeror or another person); or (b) intends the Benefit to induce a person to improperly perform a function or activity, or to reward a person for such improper performance. <p>Improper performance includes where a person fails to act:</p> <ul style="list-style-type: none"> (a) in good faith. (b) impartially, or (c) in accordance with a position of trust. <p>A Benefit can include anything of any value, and may include a Gift,Employment, Entertainment or Hospitality.</p> <p>Under the laws of some jurisdictions (such as the UK), a Bribe may include a Facilitation Payment.</p>
Board	The board of Clean Seas.
Bribery	Bribery includes the direct or indirect (for example, via a third party or intermediary) offering, promising, giving, accepting, requesting or soliciting of aBribe, or the authorisation or causing of the offering, promising, giving, accepting, requesting or soliciting of a Bribe.
Corruption	Corruption includes the abuse of public or private office or other position of trust (including the performance of an act or a failure to perform an act) for personal gain or advantage, or for the personal gain or advantage of anotherperson or entity.
Employment	Employment means an offer of employment to, or actual, employment of any person.
Entertainment	Entertainment includes an invitation or tickets to sporting, social, cultural, or musical events.
Gift	A gift includes a benefit of any value and of any kind, including but not limited to money, vouchers, goods, services, or other non-financial benefits providedas a mark of appreciation or friendship. A gift can be Entertainment, but doesnot, for the purpose of this Policy, include Hospitality.

Type	Number	Version	Author	Approved By	Effective Date	Review Due	Page
Policy	CS-0020	3	CEO/CS	CEO	12/8/2024	12/8/2027	Page 1 of 9
This document is uncontrolled when printed or saved on local drives							

ANTI-BRIBERY AND CORRUPTION POLICY CS-0020

Hospitality	Hospitality means the provision of food and beverages but does not include Entertainment.
Worker	A person is a worker if the person carries out work in any capacity for a person conducting a business or undertaking. Examples of workers include an employee; crew; a contractor or subcontractor; an employee of a contractor or subcontractor; or an employee or a labour hire company who has been assigned to work in the person’s business or undertaking; an apprentice or trainee; or a student gaining work experience or a volunteer.
Third Party	Includes contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

POLICY

Clean Seas will not tolerate wilful acts of bribery and corruption in its operations and activities since such acts are legally, morally and ethically wrong. It is our Policy to conduct all our business dealings in an honest and ethical manner. As such, Clean Seas takes a zero-tolerance approach to Bribery and Corruption.

Compliance with the law

Workers and representatives must comply with domestic and applicable foreign laws relating to Bribery and Corruption. If applicable local or extra territorial laws, codes of conduct or regulations are more restrictive than this Policy or Australian laws, then the more restrictive requirements must be complied with.

Prohibition on Bribery

Clean Seas workers and representatives must not give, offer, promise, accept or request a Bribe and must not authorise or cause a Bribe to be given, offered, promised or accepted by another person, either directly or through any third party (such as an intermediary, agent or distributor).

Specifically, workers and representatives must not:

- Bribe a Foreign Public Official anywhere in the world; or
- Authorise or cause a Foreign Public Official anywhere in the world to be bribed.

In addition, Clean Seas workers and representatives are prohibited from soliciting, arranging or accepting bribes intended for the benefit of the workers or representatives family, friends, associates or acquaintances.

Under no circumstances will Clean Seas approve of any bribes, or make, request or receive an irregular benefit, payment or other thing of any value, to win business or influence a business decision in Clean Seas favour.

Type	Number	Version	Author	Approved By	Effective Date	Review Due	Page
Policy	CS-0020	3	CEO/CS	CEO	12/8/2024	12/8/2027	Page 2 of 9
This document is uncontrolled when printed or saved on local drives							

ANTI-BRIBERY AND CORRUPTION POLICY CS-0020

Gifts and Hospitality

Clean Seas workers, representatives and third parties operating on behalf of Clean Seas, must not offer or give (or authorise or cause to be offered or given) any Gift or Hospitality that is not permitted to be given to a person in accordance with the requirements of local legislation and applicable industry code(s) of conduct / ethics to which Clean Seas subscribes (whether as a member or not).

Notwithstanding Clean Seas workers, representatives and third parties operating on behalf of Clean Seas, must not offer or give (or authorise or cause to be offered or given) any Gift, Hospitality or Employment, or make (or authorise or cause to be made) any payment to a government or non-government official or representative, politician or political party, worker, customer, or other person or entity:

- Which is, or could be, regarded as a bribe, or otherwise as illegal or improper;
- Where the Gift is cash, a cash equivalent (e.g. gift cards, savings bonds, etc.), or any other item that is of, or could be regarded as, lavish or extravagant nature (to be assessed having regard to all relevant factors and circumstances, including the relative value of the item in the relevant country); or
- Where there is any suggestion that a return favour will be expected or implied.

In all instances, where a Gift is given that Gift must be appropriately recorded by the worker or representatives completing a Gift Disclosure Report Form **CS-4005** which the employee or representatives must provide to the People and Culture Manager.

In relation to Gifts and Hospitality, Clean Seas shall maintain a register of:

- Relevant local legislation; and
- The applicable industry code(s) of conduct / ethics to which Clean Seas subscribes whether as a member or not).

Clean Seas is committed to ensuring that workers, representatives and third parties are trained in those Country and region-specific requirements in addition to other training as may be required by this Policy.

Clean Seas workers, representatives and third parties operating on behalf of Clean Seas, may not accept or request (or authorise or cause the acceptance or request) any Gift or Hospitality from suppliers, customers or anyone looking to do business with the company:

- Which is, or could be, regarded as a bribe, or otherwise as illegal or improper; or
- Where the Gift is cash, a cash equivalent (for example, gift cards, savings bonds, etc.), or any other item that is, or could be regarded as, lavish or extravagant in nature (to be assessed having regard to all relevant factors and circumstances, including the relative value of the item in the relevant country);
- Where there is any suggestion that a return favour will be expected or implied; or
- That is not permitted in accordance with the requirements of local legislation and applicable industry code(s) of conduct / ethics to which Clean Seas subscribes (whether as a member or not).

Type	Number	Version	Author	Approved By	Effective Date	Review Due	Page
Policy	CS-0020	3	CEO/CS	CEO	12/8/2024	12/8/2027	Page 3 of 9
This document is uncontrolled when printed or saved on local drives							

ANTI-BRIBERY AND CORRUPTION POLICY CS-0020

If it is not appropriate or reasonable to decline the offer of a Gift, the Gift may be accepted, provided it is then declared to the worker or representative’s Manager or the People and Culture Manager. A decision in respect of the Gift will then be made by the Manager subject to the approval of the People and Culture Manager. Where possible, the Gift should be donated to charity or otherwise shared between workers and representatives at a site.

In all instances, where a Gift is received (or offered and refused) that Gift must be appropriately recorded by the employee or the representative completing a Gift Disclosure Report form **CS-4005**, which the employee or representative must provide to the People and Culture Manager. The People and Culture Manager will maintain records of Gifts given and received by completion and maintenance of a Register of Gifts, as well as being publicly disclosed (when required by law).

Clean Seas appreciate that the practice of giving business Gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the Gift or Hospitality is reasonable and justifiable. The intention behind the Gift should always be considered.

Within the parameters prescribed by this Policy, the Board may define specific guidelines and processes to reflect local professional and industry standards, including with reference to regional and country-specific legislation and codes of conduct.

Dealing with and Through Third Parties

Clean Seas could be liable for the acts of Third Parties that act on our behalf. These Third Parties may include agents, distributors, intermediaries, suppliers and/or purchasers or other contractors. As such Clean Seas are committed to promoting compliance with effective anti-bribery and anti-corruption policies by all third parties acting on behalf of Clean Seas.

It is important that any Clean Seas company proposing to engage a Third Party to act for or on behalf of Clean Seas implement appropriate controls to ensure that the actions of the Third Party will not adversely affect Clean Seas. Clean Seas workers and representatives must not engage any Third Party whom they know or reasonably suspect of engaging in Bribery or Corruption.

Third Parties that pose particular risk to Clean Seas of breaching anti-bribery laws include those that operate in developing or emerging economies or are involved in negotiating any business arrangements or transactions with the public or private sector on behalf of Clean Seas in any country (including bidding for tenders, negotiating supply contracts, arranging leases or licenses or providing transportation or customs clearance services).

Type	Number	Version	Author	Approved By	Effective Date	Review Due	Page
Policy	CS-0020	3	CEO/CS	CEO	12/8/2024	12/8/2027	Page 4 of 9
This document is uncontrolled when printed or saved on local drives							

ANTI-BRIBERY AND CORRUPTION POLICY CS-0020

The People and Culture Manager will also be responsible for determining the categories of Third Parties engaged with by the Company, and which of the following controls should apply to those categories of Third parties:

- The communication of the standards of conduct set out in this Policy to the Third Party.
- Due diligence to ensure that it is appropriate for the Third Party to represent Clean Seas. This includes completion of a documented due diligence assessment. If any issues of concern or 'red flags' are identified by this due diligence, the People and Culture Manager must be informed immediately and prior to the engagement of the Third party. Due diligencemay include, but is not limited to:
 - Ensuring that there is a real commercial justification for the engagement of theThird Party;
 - Obtaining references;
 - Obtaining information in respect of owners, partners and principals; and
 - Obtaining information/exploring any links between a Third Party and people in government.
 - Incorporation of standard terms in the contractual arrangements with the Third party that incorporate the issues addressed by this Policy.
 - Maintaining oversight of the work of the Third Party by the relevant Clean Seas personnel.

Commissions paid to distributors (if any) must be justifiable remuneration for legitimate services rendered and in line with industry standards in the region in which the distributor operates.

The distributor agreements will be transparent in the commissions paid and retail prices charged to the customer. Distributor agreements will provide authority for Clean Seas to audit the selling price of the productand any Third-Party agreements with agents or other intermediaries.

Facilitation Payments

Facilitation Payments tend to be demanded by low level officials to obtain a level of service to which Clean Seas would normally be entitled. Clean Seas strict policy is that Facilitation Payments must not be paid. Clean Seas recognise, however, that our workers or representatives may be faced with situations where there is a risk to the personal safety or security (“life, limb or liberty”) of a worker representative or his/her familyand where a Facilitation Payment may be unavoidable, in which case the following steps mustbe taken by the person making the Facilitation Payment:

- Keep the value of any payment or benefit to the minimum;
- Create a record concerning the benefit or payment; and
- Report it to the employee’s or representative’s Manager.

The record of the payment must include the following information:

- The value of the benefit concerned;
- The date on which the conduct occurred;
- The identity of the recipient of the benefit;
- Particulars of the routine service or action that was sought to be expedited or secured;and
- The signature of the person that made the payment, or other means of verifying that person’s identity.

A Gift Disclosure Report form **CS-4005** may be used by workers and representatives to report a Facilitation Payment to the People and Culture Manager.

Type	Number	Version	Author	Approved By	Effective Date	Review Due	Page
Policy	CS-0020	3	CEO/CS	CEO	12/8/2024	12/8/2027	Page 5 of 9
This document is uncontrolled when printed or saved on local drives							

ANTI-BRIBERY AND CORRUPTION POLICY CS-0020

In order to achieve our aim of not making any Facilitation Payments, each business of the Company will keep a record of all such payments made in the above-mentioned circumstances, which must be reported as soon as possible to the People and Culture Manager, in order to evaluate the business risk and to develop a strategy to minimise such payments in the future. Records of facilitation payments must be retained for at least 7 years.

Political Contributions

Clean Seas does not make donations, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

Charitable Contributions

Charitable support and donations are acceptable (and indeed are encouraged), whether of in-kind services, knowledge, time, or direct financial contributions. However, workers and representatives must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. Clean Seas only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Managing Director of Clean Seas Seafood or a regional head.

Within the parameters prescribed by this Policy, Clean Seas may define specific guidelines and processes for charitable contributions to reflect local professional and industry standards, including with reference to regional and country-specific legislation and codes of conduct.

Sponsorship

Sponsorships must not be used to disguise corrupt payments or Bribery. Before any sponsorship is engaged in, due diligence must be undertaken to ensure that the proposed sponsorship is not a means of disguising corrupt payments or Bribery.

Mergers, Acquisitions and Joint Ventures

Clean Seas acknowledges the risks of Bribery and Corruption involved in mergers, acquisitions and joint ventures with other entities. These risks relate to the other entity not having a program for the management of risks of Bribery and Corruption and a culture of compliance consistent with those of Clean Seas.

Before entering into any agreement for merger, acquisition or joint venture with another entity Clean Seas will undertake sufficient integrity due diligence to ensure:

- It has adequately assessed the risk of the entity’s non-compliance with anti-bribery legislation; and
- The entity has an anti-bribery and anti-corruption program consistent with that of Clean Seas or is willing to comply with the Clean Seas anti-bribery and anti-corruption program.

Record-Keeping

Clean Seas must keep accurate financial records and have appropriate internal controls in place which evidence the business reason for making payments to Third Parties.

Type	Number	Version	Author	Approved By	Effective Date	Review Due	Page
Policy	CS-0020	3	CEO/CS	CEO	12/8/2024	12/8/2027	Page 6 of 9
This document is uncontrolled when printed or saved on local drives							

ANTI-BRIBERY AND CORRUPTION POLICY **CS-0020**

Workers and representatives must declare and keep an accurate written record of all Hospitality or Gifts accepted or offered, as well as entering details in the appropriate register, which will be subject to managerial review. Workers and representatives must also ensure all expenses claims relating to Hospitality, Gifts or expenses incurred by Third parties are submitted in accordance with our expenses policies and processes and specifically record the reason for the expenditure accurately.

All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts shall be kept “off-book” to facilitate, conceal or disguise the giving or receiving of any benefit, including any financial payment.

No record or document (including electronic records or documents) may be made, altered, destroyed or concealed for the purpose of facilitating, concealing or disguising the giving or receiving of any benefit, including any financial payment.

Records or documents include hard copy and electronic copies of:

- Any account;
- Any record or document made or required for any accounting purpose;
- Any register under the *Corporations Act 2001* (Cth) (Australia); or
- Any financial report or financial records, including
- Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- Documents of prime entry; and
- Working papers and other documents needed to explain the methods by which financial statements are made up and adjustments to be made in preparing financial statements.

Internal Controls

Clean Seas will establish and maintain effective systems of internal controls to assist counter Bribery and Corruption, comprising financial and organisational checks and balances over Clean Seas accounting and record keeping practices and other business processes.

How to Raise a Concern

Workers and representatives are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If unsure whether a particular act constitutes Bribery or Corruption, or if there are any other queries or concerns, these should be raised with workers or representative’s Manager in the first instance. However, if, for whatever reason this is not practical, concerns can be raised and emailed to the Chief Executive Officer. Refer to the Clean Seas Seafood Whistleblower Policy for further information.

Type	Number	Version	Author	Approved By	Effective Date	Review Due	Page
Policy	CS-0020	3	CEO/CS	CEO	12/8/2024	12/8/2027	Page 7 of 9
This document is uncontrolled when printed or saved on local drives							

ANTI-BRIBERY AND CORRUPTION POLICY **CS-0020**

What to do if You are a Victim of Bribery of Corruption

It is important that workers and representatives tell their Manager or the People and Culture Manager as soon as possible if they are offered a Bribe by a Third Party, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity. In order to provide an accurate record of the event, workers and representatives should document the conversation and circumstances as soon as possible after the occurrence of the event.

Protection

Workers and representatives who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. Clean Seas aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

Clean Seas is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in Bribery or Corruption, or because of reporting in good faith their suspicion that an actual or potential Bribery or other Corruption offence has taken place or may take place in the future. Detrimental treatment includes actual or threatened dismissal, disciplinary action, or other unfavourable treatment connected with raising a concern in compliance with this Policy.

If a worker or representatives believes that they have suffered any such treatment, they should inform the People and Culture Manager immediately.

ROLES and RESPONSIBILITIES

Clean Seas	<ul style="list-style-type: none"> • Gain an understanding of the risks associated with the operations. • Ensure the organisations complies with domestic and foreign laws, regulation or codes of conduct relating to bribery and corruption. • Implement a systematic approach to identify, assess, control and review the risks and counter bribery and corruption. • Assign responsibilities in relation to bribery and corruption. • Ensure the provision of adequate resources to implement this policy.
Managers	<ul style="list-style-type: none"> • Ensure the implementation of this policy within their area of responsibility. • Ensure workers are encouraged to report any activity that might lead to, or suggest, a breach of this Policy. • Ensure gifts, benefits and facilitation payments are reported on the Disclosure form and provided to the People and Culture Manager. • Monitor workplace for signs of any activity that might lead to, or suggest, a breach of this Policy. • Take action and report any activity that might lead to, or suggest, a breach of this Policy. • Provide training, instruction and supervision in relation to this policy.

Type	Number	Version	Author	Approved By	Effective Date	Review Due	Page
Policy	CS-0020	3	CEO/CS	CEO	12/8/2024	12/8/2027	Page 8 of 9
This document is uncontrolled when printed or saved on local drives							

ANTI-BRIBERY AND CORRUPTION POLICY **CS-0020**

Workers/Representatives

- Be aware of and comply with this Policy at all times.
- Avoid any activity that might lead to, or suggest, a breach of this Policy.
- Must notify their Manager or the People and Culture Manager if they believe or suspected that a conflict with or breach of this Policy has occurred or may occur in the future.
- Must cooperate with Clean Seas in any investigation into suspected Bribery, corruption or unethical conduct (such as fraud), including participating in interviews if requested.

People and Culture Manager

- Provide assistance and support to management in the implementation of this procedure and any matter concerning gifts, benefits, facilitation payments, third party representation, bribery or corruption.
- Ensure gifts, benefits and facilitation payments are reported on the Disclosure form and maintained in a register.
- Ensure relevant record keeping documentation is completed and kept onsite for the time specified in this policy.
- Ensure disciplinary procedures are invoked in consultation with Managers as required by this procedure.

AUTHORISED



Rob Gratton – CEO

DATE

24/10/2024

Type	Number	Version	Author	Approved By	Effective Date	Review Due	Page
Policy	CS-0020	3	CEO/CS	CEO	12/8/2024	12/8/2027	Page 9 of 9
This document is uncontrolled when printed or saved on local drives							