

ANTI-BRIBERY POLICY

A Blackmores Group Policy

Owner: Group General Counsel and Company Secretary

Approved by: Blackmores Board of Directors

Prepared by: Head of Legal and Compliance

Approved date: 31 May 2023

1. Overview

Introduction

At Blackmores, we are honest, trustworthy, and committed to the highest standards of personal, professional, and business behaviour.

Blackmores has a zero tolerance for bribery and corruption.

Our Anti-Bribery and Corruption Policy ('Policy') sets out the behaviours expected from you, as a Blackmores Employee, in line with this commitment.

These behaviours are based on Blackmores' values: Passion for Natural Health, Integrity, Respect, Leadership and Social responsibility (our PIRLS) as set out in our Code of Conduct.

Put simply, acting with integrity means:

I will	I will not
<ul style="list-style-type: none">strive to always act ethically and honestly in my everyday work interactions.	<ul style="list-style-type: none">do anything that compromises my own duty to act ethically and honestly as an Employee of the Blackmores Group; ordo anything that may compromise another person's duty to act ethically and honestly in accordance with their employment or official role.

Sometimes it's clear what you should do. Sometimes it isn't. This Policy is intended to guide you in making ethical decisions. If you've read this Policy and are still unsure what to do, you have several people you can speak with including:

- 1) Your manager. Go to your Direct Line Manager first if you can;
- 2) Your People and Culture partner;
- 3) Your Country Manager; and
- 4) Legal and Compliance.

Purpose

This Policy replaces the:

- 1) The Anti-Bribery and Anti-Corruption Policy; and
- 2) The Gift and Hospitality Policy.

References to either or both of these policies in letters of employment, policies, processes, and other documents of the Blackmores Group are replaced by reference to this Policy.

The purpose of this Policy is to set clear standards for how we behave at Blackmores that will promote ethical business practices and prevent Bribery and corruption within the Blackmores Group.

Doing this also helps protect our employees and the Blackmores Group from any appearance or suggestion of unethical behaviour.

Bribery is the act of offering someone money or something valuable in order to persuade them to do something for you that is dishonest, illegal, unethical or goes against the responsibilities of their employment.

Corruption is the misuse of power for personal gain. For example, a politician, police officer or civil servant misusing their position to benefit themselves.

In some situations, conflicts of interest can lead to corruption. Conflicts of interest can come about when a person is in a position to benefit from actions or decisions they make as part of their job or other official capacity.

As an Employee, if you are in a situation where your duties or responsibilities may conflict or appear to conflict with your personal interests, you need to disclose the conflict to your manager and remove yourself from any decision-making process which may involve or appear to involve your personal interests.

Particular care needs to be taken when giving or receiving gifts, or other benefits such as entertainment and hospitality to prevent bribery and corruption or the appearance of bribery and corruption.

In summary, Employees are not to give or accept gifts or other benefits (such as hospitality or entertainment) that may compromise, or appear to compromise, their integrity and objectivity in performing their duties, or cause, or appear to cause a conflict of interest.

2. Scope

This Policy applies to all Employees of the Blackmores Group.

It applies whether you work full-time, part-time, permanent or contract –whatever your job, wherever you work.

If you are a manager, you are accountable for ensuring the Employees who report to you act in an accordance with this Policy.

We also ask our Employees and managers to encourage others we work with (our partners, sub-contractors, and suppliers) to comply with this Policy and the Supplier Code of Conduct.

This Policy also applies to any third-party individual, company or other entity acting on the behalf of the Blackmores Group. For the purposes of this Policy only, they are included in the definition of “Employee”.

3. Definitions

Capitalised terms used in this Policy have the following meaning and interpretation:

‘Blackmores’ or the **‘Blackmores Group’** means Blackmores Limited and each of its related companies or entities, both current and in the future comprising ‘the Blackmores Group’. Where used in this Policy, a reference to ‘Blackmores’ or ‘the Blackmores Group’ may be to all companies or entities in the Blackmores Group or any one or more of the companies or entities as may be applicable in the context.

‘Bribe’ means any item of value or an advantage which is intended to change a person’s behaviour so that they act:

- illegally;

- unethically;
- contrary to any duties they owe to their employer; or
- otherwise in breach of trust.

A 'Bribe' can take many different forms. For example, the acts below would be Bribes if they were intended to influence conduct:

- directly or indirectly promising, offering or authorizing anything of value;
- offering or receiving any kickback, loan, reward, or other advantage; or
- giving aid, a donation or voting.

'Bribery' means giving a Bribe and/or receiving Bribe.

As a giver, it includes offering, promising, authorising, or giving a Bribe directly or indirectly. As a receiver, it includes demanding, requesting, receiving, accepting, authorising, soliciting, or agreeing to accept, receive or take a Bribe directly or indirectly.

'Corruption' means the abuse of power or position for personal or private gain.

'Direct Line Manager' means the person within the Blackmores Group to whom an Employee directly reports, or other relevant manager whose approval must be obtained under the Blackmores Group Delegation of Authority Policy

'Employee' or **'Employees'** means any person employed as a permanent, casual, or fixed term contract Employee by Blackmores. For the purposes of this Policy only, this definition also includes:

- a contractor or subcontractor or their Employee working for Blackmores;
- an Employee of a labour hire company who has been assigned to work at Blackmores;
- an apprentice or trainee at Blackmores;
- a student gaining work experience at Blackmores;
- any other third-party individual or company acting on behalf of Blackmores including any consultant, agent, distributor, or joint venture partner.

'Facilitation Payment' means any payment to a foreign or government official, political party or party official to facilitate, secure or expedite the performance of a routine or necessary action (for example, to speed up the issuing of a license or permit).

'People and Culture partner' means the People and Culture partner responsible for your business unit or your market.

'Head of Tax' means the Head of Tax of Blackmores Limited.

'the PIRLS' means the values of the Blackmores Group: Passion for Natural Health, Integrity, Respect, Leadership, Social Responsibility.

'Government Official' means any government employee, candidate for public office, or employee of a government owned or controlled company, public international organisation, or political party.

'Prize or Reward' means anything given as a reward to the winner of a competition, in recognition of an outstanding achievement or as part of a legally permitted initiative to promote sales.

'Workplace' means a place where work is carried out for Blackmores and includes any place where an Employee goes, or is likely to be, while working for Blackmores.

4. Policy Requirements.

Key principles

4.1 Anti-Bribery

We never give or take Bribes. This includes facilitation payments – even if legal under local law.

I will	I will not
<ul style="list-style-type: none">talk to my Direct Line Manager (and/or Legal and Compliance) if in doubt about a payment or gift I have been asked to make; orreport any requests for Bribes or facilitation payments straight away to my Direct Line Manager, my Country Manager, Executive Team member for my business unit and the Legal and Compliance department.	<ul style="list-style-type: none">take or offer Bribes –ever. This includes authorising, offering, promising, or giving a Bribe and/or demanding, requesting, receiving, accepting, or agreeing to accept a Bribe.Ask anyone else to do these things for me.Make ‘facilitation’ payments (payments to an official, political party or party official to facilitate doing business.

4.2 Gifts, hospitality, and entertainment

We take care when giving or accepting gifts, hospitality, and entertainment. Gift giving, hospitality and entertainment can help build our corporate image, provide useful opportunities for us to showcase our products and services and strengthen business relationships. They are an established and integral part of conducting business in most countries.

While we recognise their importance, we take care to always act legally, ethically, and transparently when giving or accepting gifts, hospitality, and entertainment.

I will	I will not
<p>When giving:</p> <ul style="list-style-type: none">ensure any gift, hospitality, or entertainment I give is reasonable, proportionate, and nominal in value;ensure any gift, hospitality or entertainment complies with the limits set for my country both in value and frequency (see Appendix “A”);obtain my Direct Line Manager’s approval (the Direct Line Manager may be required to report it to a government authority within a specified timeframe); and	<p>When giving</p> <ul style="list-style-type: none">give a gift of cash, or a cash equivalent (including cheque, money orders, gift vouchers or a gift certificate).give gift, hospitality, or entertainment to any government officials without Legal and Compliance approval.

<ul style="list-style-type: none"> • obtain the customer’s approval prior to giving a gift, hospitality, or entertainment to any of that customer’s employees. 	
<p>When accepting:</p> <ul style="list-style-type: none"> • notify my Direct Line Manager via email as soon as possible after I receive a gift, hospitality, or entertainment less than the local limits set out in Appendix “A”; • where possible, obtain prior approval from Legal and Compliance before accepting a gift, hospitality, or entertainment that more than the local limits set out in Appendix “A”; • ensure I follow the required process for reporting and recording gifts, hospitality, and entertainment; and • If prior approval is not possible, and refusing the gift, hospitality or entertainment would be impolite, rude, or otherwise damaging to the business relationship or the Blackmores Group you may accept the gift, hospitality, or entertainment. In this case, the gift must be reported via email to the Legal and Compliance department as soon as possible. The gift should then be delivered to Legal and Compliance department. 	<p>When accepting:</p> <ul style="list-style-type: none"> • accept a gift of cash, or a cash equivalent (including cheque, money orders, gift vouchers or a gift certificate); • accept accommodation and/or interstate or overseas travel as a gift or other benefit; • accept gift, hospitality, or entertainment from any government officials without Legal and Compliance approval; • accept gifts on a recurring basis or broken down into parts of less than the local limits set out in Appendix “A”; and • accept a gift, hospitality or entertainment over the local limits set out in Appendix “A” unless it would be impolite, rude, or otherwise damaging to the business relationship, or the Blackmores Group reputation to refuse it. In such a case, I will report it via email to the Legal and Compliance department as soon as possible. If a gift has been received, I will deliver the gift to the Legal and Compliance department.

4.3 Ask yourself – Does it meet all Blackmores’ requirements?

Before giving or accepting a gift, hospitality, or entertainment, make sure you can mentally answer ‘yes’ to all these questions:

- 1) Is it in compliance with the local limits both in value and frequency as set out in Appendix “A”, and is it considered common business practice for this location? For example: a Blackmores cap, calendar, pen or bag, box of chocolates or seasonal produce, or item or book representing local country specific culture.
- 2) Am I clear that this is not a cash equivalent?
- 3) If it is relating to a government official, have I sought approval from Legal and Compliance?
- 4) Is it legal? For example, some countries ban or limit certain products as gifts, or gifts to government officials.
- 5) Is it in line with our values and appropriate for our brand and reputation? (For example, inappropriate entertainment or hospitality at inappropriate venues cannot be given or accepted).
- 6) Is it clear that it is being given to show appreciation or as common courtesy? (For example, it’s not for personal gain, is not intended to place the recipient under any obligation, or to induce, facilitate, expedite or influence any business decision).

- 7) Is it being made openly and transparently? (For example, it's not interpreted, or intended to give the impression of being a Bribe, secret commission or facilitation payment and is accurately documented in the Blackmores Group books and records).
- 8) Is it being made without the expectation of anything in return? (For example, no expectations are created, with no special favours and no special arrangements suggested, promised, or expected).

4.4 Reporting and recording gifts

As soon as possible after you receive a gift, entertainment, hospitality over the local limits as set out in Appendix "A", you need to report it via email to the Legal and Compliance department, to be recorded in the Blackmores Group Gift, Entertainment and Hospitality Register. Legal and Compliance is responsible for ensuring any gift valued over the local limits as set out in Appendix "A" is either used for a charitable purpose, or where this is not appropriate (such as a ceremonial statue or gift of cultural significance) they are to be put on display in a Blackmores Group location.

4.5 Gifts accepted when hosting business events or overseas delegations

Depending on your job role, you may be in a position where you accept, on behalf of Blackmores:

- a ceremonial gift from another organisation, or
- a gift/benefit given in gratitude when hosting business events or overseas delegations, where refusal would be unreasonable and unnecessarily offensive.

If you accept a ceremonial gift or gift of appreciation for hosting on behalf of Blackmores it remains the property of the Blackmores Group and is to be displayed as directed by your People and Culture partner.

4.6 Donation of gifts

In demonstration of our value of Social Responsibility, you are strongly encouraged to donate any gifts you receive to the staff social club where they will be used by the business, raffled at Blackmores Group staff functions and the funds donated to charity, or donated directly to a charity.

To donate your gift, deliver it to the Legal and Compliance or People and Culture teams.

4.7 Political gifts

Political gifts, entertainment, hospitality, and any other donation made in the name of, or on behalf of Blackmores Limited, or its related entities, are strictly prohibited.

Maintaining relationships with key Government policymakers and influencers is essential to maintaining market relevance. As such we may pay to:

- Attend political party events where business representatives commonly attend as observers.
- Participate in politically run business groups.
- Participate in industry-run groups where political representatives may be in attendance.

Where we do participate in political party-affiliated forums, we select an entry-level tier and comply with all relevant electoral laws requiring disclosure of payments made to attend such gatherings.

To avoid the perception of bias, participation in politically affiliated business gatherings extends to both major Australian parties. All requests within the Blackmores Group to join these types of forums require approval from Blackmores Limited Board of Directors.

I can	I will not
<ul style="list-style-type: none"> • Only discuss my political opinions with Employees and other internal or external stakeholders who wish to hear them, doing so respectfully and provided it is not disruptive to work. • Share this policy which is available on Blackmores.com.au, with any person seeking to know more about Blackmores' position on political donations or political gifting. 	<ul style="list-style-type: none"> • Represent Blackmores when participating in the political process, without authorisation. • Force my political interests and opinions on other Employees or stakeholders.

4.8 Charitable gifts

We support many charitable and community focused groups. All charitable giving is recorded and audited on a yearly basis.

I will	I will not
<ul style="list-style-type: none"> • Ensure any charitable gift is made in accordance with local laws, this Policy, the Delegation of Authority and Blackmores Giving Policy. • Obtain prior approval from my Direct Line Manager and the Head of Tax before pledging any Blackmores Group funds for charity auction items. 	<ul style="list-style-type: none"> • Use a charitable donation or sponsorship as a cover for a Bribe. • Make a direct or indirect contribution to an organisation or individual engaged in politics as a way of gaining improper advantage, all such contributions need approval from the Head of Public Affairs. • Make, a direct or indirect, political donation on behalf of Blackmores.

Any charity auction items purchased with Blackmores Group funds are the property of the Blackmores Group and must be recorded by the Legal and Compliance department in the Blackmores Group Gift, Entertainment and Hospitality Register.

4.9 Product samples

We give away product samples to allow others to experience their benefits directly. Blackmores Group product samples may be provided to consumers, customers and/or staff of customers if:

- the purpose of the sampling is to enable them to try the product/s;
- the requirements relating to gifts have been satisfied in relation to the product samples;

And

- providing samples of the product is permitted under local laws and regulations; and
- the quantity of samples given are within reasonable limits.

4.10 Prizes and rewards

We take care offering prizes and rewards and ensure they are legal, pre-approved and appropriate. Offering prizes and rewards can be a highly effective way of motivating sales and recognising and rewarding high achievers. At Blackmores, we sometimes reward our own Employees with prizes or rewards of a cash equivalent (for example, vouchers, cheques, money orders or credit).

We also offer prizes or rewards to our customers' (for example, pharmacy or health food store assistants).

On occasion, we run competitions that offer a prize as a way to encourage people to try our products. While we recognise their importance, we take care to always act legally, ethically, and transparently when offering prizes or rewards.

All prizes or rewards to our customers (non-rebate) must be approved in advance by the Legal and Compliance and Finance departments and must comply with local laws and regulations.

I will	I will not
<ul style="list-style-type: none">• obtain the prior written approval of the customer before offering the customer's Employees the opportunity to win a prize or reward.• Only give prizes or rewards to recognise outstanding achievement or as part a legal sales promotion.• Only offer a cash equivalent prize or reward (for example, a voucher, cheque, money order or credit) if I have obtained prior written approval from my Direct Line Manager, Finance and the Legal and Compliance Department.• Make sure I meet all legal and regulatory requirements for prizes and rewards (for example, legal requirements for running competitions).	<ul style="list-style-type: none">• Ever provide money in coins or notes as a prize or reward.

4.11 Reporting and recording prizes and rewards

All prizes and rewards need to be recorded fully, truthfully, and accurately in the Blackmores Group books and records and treated as required under applicable tax laws.

4.12 Distributors and others who act for us

We recognise our business reputation relies on us holding anyone who acts for us to the same Code of Conduct and standards of ethical behaviour we set for ourselves.

Distributors of Blackmores products and other third parties who act on our behalf are expected to follow the Blackmores Group Code of Conduct, Supplier Code of Conduct, this Policy and any other relevant policies and procedures, at all times.

If you are a Blackmores manager, following these steps before you engage a third party will help safeguard our reputation:

- 1) evaluate the business need for using the services of a third party and obtain all necessary approvals in accordance with the Blackmores Group Delegation of Authority Policy;

- 2) evaluate the background, experience, and reputation of the third party using available screening technologies and compliance questionnaires. Escalate any issues identified to the Compliance and Legal department for review;
- 3) understand the services being provided and arrangements for compensation and payment;
- 4) provide the third party with the Blackmores Group Code of Conduct, Supplier Code of Conduct, this Policy and other relevant policies and documents and obtain the third party's written agreement to adhering to these requirements;
- 5) clearly document the respective commitments and expectations of the Blackmores Group and the third party in a legally binding agreement which has been reviewed by the Legal department or outside legal counsel and signed by both parties;
- 6) ensure all compensation and payments to the third party are fully, truthfully and accurately recorded in the Blackmores Group books and records and treated in accordance with all applicable tax laws; and
- 7) take reasonable steps to monitor the transactions of the third party and conduct regular reviews of performance and compliance.

4.13 Record keeping, accounting and payment practices

If you are a manager, you need to ensure that books, records and overall financial reporting are complete, truthful, accurate and transparent, comply with all applicable laws, and meet the standards required for good corporate governance.

Employees need to ensure all expense claims relating to gifts, hospitality, entertainment, product samples, prizes and rewards are submitted in accordance with Group Expense Policy and Group Travel Policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, including but not limited to customers, suppliers and business contacts, must be prepared and maintained with strict accuracy and completeness. No accounts are to be kept "off-book" to facilitate or conceal improper payments. Employees should consult the lead finance person for their business unit or country if they have any questions regarding the requirements in this section.

5. Consequences for Breach of This Policy

5.1 How to raise a concern about a breach

All Employees share a responsibility to safeguard our reputation. If you know of, or suspect, a breach of this Policy, you need to speak up. You are required to report it to your People and Culture partner, your Country Manager, and the Legal and Compliance department immediately. If you don't, you too will be considered in breach of this Policy.

All reports received will be investigated under the direction of the Legal and Compliance department. External enforcement agencies may be notified if a report involves a potential infringement of government legislation or other regulatory requirements.

Your confidentiality will be protected if you raise a concern, your identity and the information you provide will only be shared on a 'need to know' basis. To the extent possible, investigations will be conducted confidentially.

If you wish to remain anonymous, say so when reporting your concern. Anonymous reports may be difficult to investigate, especially if relevant information is missing. For this reason, if you wish to remain anonymous it is important you provide as much information as possible at the time you raise your concern. If you act in good faith, you will be supported. You can submit your concern online via the Blackmores Group 'Speak Up' platform powered by WHISPLI. To learn more about this process, please read the Blackmores Speak Up Whistleblower Protection Policy.

Blackmores is committed to ensuring that Employees who in good faith report an actual or suspected breach of this Policy are protected from any retaliation in the workplace.



If you are a manager, more is expected of you.

We rely on our managers to role model behaviour, explain what is required of Employees and to monitor and ensure compliance with this Policy and our Code of Conduct.

- 1) As a manager you need to ensure your direct reports are educated and trained to protect them from unknowingly committing any act of Bribery or Corruption or being subject to the suspicion of doing so.
- 2) If one of your direct reports is found in breach of this Policy or our Code of Conduct, you may, as their manager, also be subject to disciplinary action (up to and including termination).
- 3) Managers who engage distributors or other third-party representatives are accountable for ensuring they follow this Policy and our Code of Conduct
- 4) Managers need to ensure they follow our requirements for record keeping, accounting and payment practices.
- 5) Managers who know, suspect, or receive reports that this Policy has been breached are to immediately notify the Legal and Compliance department.
- 6) Country Managers need to take all necessary steps to maintain an effective system of internal control and monitoring to prevent Bribery and Corruption.

Any questions about this Policy, reporting and investigations should be directed to the Legal and Compliance department.

5.2 Consequences of Breach of This Policy

We take failure to follow the standards and requirements set out in this Policy seriously.

If you are found to be in breach of this Policy, you will face consequences ranging from a verbal warning through to termination of employment, as appropriate.

An Employee, or any third party acting on behalf of Blackmores, who breaches this Policy may also be subject to criminal and/or civil actions. This can result in fines, penalties, and in certain circumstances imprisonment. Certain acts of Bribery and corruption committed in one country may result in prosecution locally in the country in which the act/s occur as well as in other jurisdictions.

Blackmores reserves the right to recover any moneys from an Employee where an Employee has personally benefited because of, or arising from, a breach of this Policy.

6. Variations From Policy Requirements

Any variations from the above policy requirements must be approved by the Blackmores Board of Directors.

7. No Waiver

A delay or failure to enforce a provision of this Policy does not constitute a waiver of Blackmores' right/s to do so.

8. Related Documents

This policy should be read in conjunction with:

- Blackmores Code of Conduct;
- Blackmores Supplier Code of Conduct; and
- Blackmores Giving Policy

9. Appendix

Appendix A



Any spending relating to public officials needs Legal and Compliance approval in advance (except for a 25AUD limit for use by the Head of Public affairs for the Australian market only).

Market	Local limit per occasion, per person – no more than 3 times per year
New Zealand	150 AUD
Australia	150 AUD
Hong Kong	100 AUD
Singapore	100 AUD
China	100 AUD
Taiwan	75 AUD
Thailand	70 AUD
Indonesia	60 AUD
Malaysia	50 AUD
Korea	50 AUD
Vietnam	50 AUD
Philippines	50 AUD
India	40 AUD

10. Document Control

This document may be varied, withdrawn, or replaced at any time. Printed copies, or part thereof, are regarded as uncontrolled and should not be relied upon as the current version. Refer to the document location below, for the most recent version.

Change history and review cycle (as of 2019)

Version	Date of change	Reason
1	November 2019	Policy Cycle Review
2	November 2022	Policy Cycle Review
2.1	May 2023	Amendment to Policy, following new Donations Policy and updates to Code of Conduct Policy.
Document level:	L1	
Frequency of review:	Yearly	
Next review due:	May 2024	
Document location:	Blackmores.com.au and Policy Library	