

Anti-Bribery and Corruption Policy

SenSen Networks Limited
 ACN 121 257 412

Name of Policy	Anti-Bribery and Corruption Policy
Policy applies to	All Directors, Employees, Contractors, Consultants and Interns in all countries
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Approver	SenSen Board of Directors
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1. OVERVIEW AND CONTEXT

At SenSen Networks Limited (SenSen or the Company) we are the Internet of Everything's leading data unification layer and sense-making engine, referred to as the Live Awareness Platform. The system works by fusing data from any and every source, finding signal in the noise and delivering insight that human and artificial intelligences can act on. For a more efficient world with a host of better outcomes.

Our purpose is underpinned by our core Values:

- **Integrity** – always do the right thing, and bring this value into all customer and employee relationships.
- **Ingenuity** – solve problems considered impossible by our customers through innovation.
- **Excellence** – deliver solutions and service that exceed our customer expectations.

SenSen's integrity and its reputation are essential elements of the Company's success. Proper business conduct is in the long-term interests of SenSen because it creates loyalty and trust from employees, customers, investors, the communities in which we operate, and other stakeholders. Engaging in bribery or corrupt conduct is contrary to our values, undermines the trust our stakeholders have in us and constitutes a serious offence with criminal and civil penalties in many of the countries in which we operate.

This is our Anti-Bribery and Corruption Policy (the **Policy**) and forms part of SenSen's risk management and compliance frameworks. In particular, it is to be read alongside our Code of Conduct.

This Policy applies to anyone who is employed by or works at the Company or any of its subsidiaries, including employees (whether permanent, fixed term or casual), interns, contractors, consultants, and directors wherever located (collectively referred to as **employees** in this Policy). Where a country in which SenSen operates has specific anti-bribery and anti-corruption laws which are of a lesser standard to this Policy, this Policy prevails.

The purpose of this Policy is to:

- Ensure that the Company, as a minimum, complies with its obligations under the ASX Listing Rules and ASX Corporate Governance framework, and as much as possible, seeks to achieve and exceed best practice;
- Educate employees on what constitutes bribery and corruption and set out ways to manage processes where bribery or corruption could occur (eg provision of or receipt of gifts and benefits, tenders, donations, sponsorships);
- Provide guidance on how to deal with instances of bribery or corruption, including how to raise concerns about whether there has been a breach of this Policy; and
- Promote investor confidence in the integrity of the Company and its securities.

2. ANTI-BRIBERY AND CORRUPTION

At SenSen it is strictly prohibited for any employee to engage in conduct that may be considered to be bribery or corruption.

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided (either directly or indirectly) in order to gain any commercial, contractual, regulatory or personal advantage that can take the form of gifts, loans, fees, rewards or other advantages.

Corruption is a deliberate act of dishonesty, breach of the law, abuse of public trust or power that undermines or is incompatible with the impartial exercise of an official's powers, authorities, duties or functions for private gain (either directly or indirectly).

Examples of conduct that constitutes bribery and corruption includes, but are not limited to:

- bribing a public official with the intention of influencing the office in the performance of their official functions in order to obtain or retain business or an advantage in the conduct of business;
- paying secret commissions to those acting in an agency or fiduciary capacity.

3. PROCESSES TO MINIMISE THE RISK OF BRIBERY OR CORRUPTION

3.1 Gifts and benefits

SenSen employees must declare all gifts and benefits valued at AUD200 or more to the senior manager of their team (Director level) and to the Chief Financial Officer who will both discuss with the employee whether the gift or benefit should be accepted. Generally, employees are expected to decline (or avoid accepting) gifts and benefits which are valued at AUD200 or more with the exceptions being:

- a) work related conferences and professional development sessions;
- b) invitations to speak at a professional association (including flights and accommodation);
- c) working lunches/dinners; or
- d) as part of standard business practice where it is legal, reasonable, appropriate and transparent and there is clearly no obligation or special favour expected in return.

Under no circumstances should a gift or benefit be accepted if it is given in the form of cash, is given on a recurring basis or is broken down into parts of less than AUD200 to avoid the obligations arising under this Policy.

Where approval has been given to accept a gift or benefit valued at more than AUD200, it must be recorded on SenSen's Gift and Benefit Register within 5 business days of acceptance. The Gift and Benefit Register is maintained by the Chief Financial Officer, is reviewed annually by the Board of SenSen and may be subject to internal or external audit. A copy of the information required for the Gift and Benefit Register is included in **Annexure 1**.

3.2 Tenders and procurement

Tender and procurement processes for products or services to be provided to the Company can sometimes give rise to perceptions of bribery or corrupt conduct. Any SenSen employee involved in a

tender or procurement process is required to comply with the following requirements in order to avoid conflicts and unethical behaviour:

- a) all tenders and procurement processes must be conducted fairly and transparently;
- b) consistent with SenSen's Code of Conduct, if an employee involved in a tender process has an actual, potential or perceived conflict of interest with a potential supplier the conflict must be declared to the employee's senior manager (Director level) and to the Chief Operating Officer who will determine whether the employee should be removed from the tender process or if the conflict should be managed in some other way;
- c) there must be no favour or undue preference to any supplier at the expense of the Company;
- d) no personal benefit should be received, directly or indirectly, by any employee in connection with the tender or procurement process; and
- e) the tender and procurement process must be appropriately documented (including to identify any conflicts of interest and why the provider was ultimately selected).

3.3 Government/Public officials

At SenSen we produce and supply products to local and state/provincial government departments and therefore routinely deals with government or public officials. In many jurisdictions there are strict rules and conditions regarding the receipt of gifts and benefits by government/public officials and as a consequence complete transparency is required to avoid any perception of bribery or corrupt conduct. The provision of any gift, entertainment or benefit, no matter how small, to a government/public official must be clearly documented including the name(s) of the government/public official(s) involved, what was provided, when it was provided and how much it cost (including meals).

In some countries in which SenSen operates there may be a practice of paying facilitation payments, a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action e.g. processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). Facilitation payments are prohibited within SenSen regardless of whether or not such payments are legal in a particular country.

3.4 Donations and sponsorships

Any proposed or actual use of SenSen funds for the purpose of donations (including charitable or political donations) or sponsorship is not permitted without the approval of the SenSen Board.

Employees must not provide any donation or financial contribution to any political party or candidate for an election, in a personal capacity if there is any potential for such a donation or gift to be associated with the Company.

4. RESPONSIBILITIES

4.1 Breaches of the Policy and Reporting Instances of Non-Compliance

Each one of us is responsible for ensuring our individual compliance with this Policy.

Breaches of the Policy are considered misconduct or potentially serious misconduct and will be subject to management and/or disciplinary actions. In serious cases, or repeat cases, this may include termination of employment or engagement with SenSen. There is also a real risk that individuals involved in bribery or corruption may face civil or criminal penalties.

For SenSen the consequences of bribery or corruption within the Company can include:

1. Adverse impact on the Company's reputation and/or the Company's ability to procure and retain business and/or clients;

2. Adverse impact on the Company's ability to do business with governments or public international organisations which may require a declaration that the Company has complied, and will comply, with certain laws;
3. Increased regulatory scrutiny and prosecution of the Company and/or its subsidiaries; and
4. Potential breach of certain established contractual provisions relating to compliance with applicable anti-bribery and anti-corruption laws, which may trigger termination rights, penalties and/or litigation.

In order to protect the wider reputation and integrity of the Company we each have a responsibility to prevent, detect and report any actual or suspected form of bribery or corruption.

SenSen recognises that a key test of the Company's corporate governance is whether there are both formal and informal structures in place to enable good news and bad news to travel rapidly to the appropriate destination. All instances of non-compliance with the Policy are to be reported to the Chief Financial Officer or an Executive Team member. The Executive Team member or Chief Financial Officer will refer serious non-compliance to the Board's Audit and Risk Management Committee.

Individuals making reports of non-compliance with the Policy may choose to do so through SenSen's Whistleblower Policy. Concerns raised in good faith through the Whistleblower Policy will be protected from any reprisal or retaliatory action by the Company ensuring that disciplinary action is taken against anyone engaging in such victimising behaviour.

4.2 Record Keeping

SenSen is required to keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties. You must ensure that all expenses and claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure. Requirements in relation to the Gift and Benefit Register are set out above.

All accounts, invoices, memoranda and other documents and records relating to the dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict honesty, accuracy and completeness. No accounts can be kept 'off- book' to facilitate or conceal improper payments. For example, it is an offence under the *Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016* (Cth) for a person to make, alter, destroy or conceal an accounting document, including being reckless in their conduct which allowed such an act to facilitate, conceal or disguise the corrupt conduct.

4.3 Monitoring Compliance and Review

The Chief Financial Officer will conduct an annual review of the Policy to ensure that it continues to reflect the letter and spirit of all applicable laws and regulations and the Company's commitment to its staff and the community.

Directors and employees of the Company are encouraged to report any difficulties or challenges encountered by them in complying with the Policy (including any inconsistencies between the Policy and the business initiatives of the Company) to the Chief Financial Officer. This will assist in the evaluation of the effectiveness of the Policy and will highlight any areas of the Policy that may require amendment or additional guidance.

The Board will review the Gift and Benefit Register on an annual basis to enable the identification and management of any potential or emerging risks, e.g. if a particular supplier is presenting a significant number of gifts to various employees. Internal control systems and procedures may be subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption.

The Chief Financial Officer shall also establish written policies and procedures designed to ensure compliance with the ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance.

ANNEXURE 1

Completing the Gift and Benefit Register (**Register**)

The following information is required in completion the Register:

Receiving gifts and benefits	Offering gifts and benefits
Date received:	Date offered:
Name: Position: Business unit of the recipient:	Name: Position: Business unit of the offeror:
Description of gift / benefit:	Description of gift / benefit:
Value: e.g. AUD	Value: e.g. AUD
Reason for acceptance:	Reason for offering:
Name and position of approving manager:	Name and position of approving manager:
Decision:	Decision:

Note that the above should be based on a reasonable person test, i.e. if the value is not known, what value would a reasonable person place on the gift / benefit / entertainment