Kip McGrath Anti Bribery, Corruption and Conflict of Interest Policy

Kip McGrath Education Centres Limited and each of its subsidiaries and Related Bodies Corporate (as that term is defined in the Corporations Act 2001 (Cth) ("Kip McGrath").

Version: 1.0 Effective date: July 2026.

Contents

1. Kip McGrath Anti Bribery, Corruption and Conflict of Interest Policy Overview

Kip McGrath is committed to conducting all business activities with integrity, honesty, and in full compliance with applicable laws and ethical standards.

Kip McGrath adopts a zero-tolerance approach to bribery, corruption, and undisclosed conflicts of interest. These risks undermine trust, decision making, and expose Kip McGrath and individuals to serious legal, financial, and reputational harm.

This Policy establishes a unified framework to:

- Prevent bribery, corruption, and improper personal gain;
- Ensure conflicts of interest are identified, disclosed, and managed; and
- Promote transparent and ethical business practices.

All employees are expected to uphold both the legal requirements and intent of this Policy at all times.

Bribery, corruption, and conflict of interest are defined as:

- Bribery means directly or indirectly offering, promising, giving, soliciting, or accepting any financial or other benefit or advantage as an inducement or reward for improperly performing a function or duty, or to obtain or retain a business advantage. This applies regardless of whether the benefit is given directly or through a third party, whether it is accepted, or whether the improper performance actually occurs.
- Corruption is any dishonest or improper exercise of a person's duties, powers, or position of trust undertaken for the benefit of that person or another, which adversely affects the honest, impartial, or proper performance of a function.
- Conflicts of Interest means any situation in which a person's private, personal, financial, or other interests (whether actual, potential, or perceived) could improperly influence, or appear to influence, the objective and proper performance of their duties, decisions, or responsibilities to Kip McGrath. A conflict may arise regardless of whether it results in any improper outcome, and includes conflicts involving family members, related entities, or other close personal or business associations.

This Policy replaces all previous policies in relation to bribery, corruption and conflicts of interest.

References to any or all policies relating to those subjects in letters of employment, policies, processes and other documents of Kip McGrath are replaced by reference to this Policy.

2. What is The Purpose of This Policy?

This Policy aims to:

- Define prohibited conduct relating to bribery, corruption, and conflicts of interest;
- Provide practical guidance for employees when making decisions;
- Establish clear reporting, approval, and record keeping requirements;
- Protect Kip McGrath from legal exposure and reputational risk; and
- Reinforce a culture where ethical behaviour is non-negotiable.

This Policy is designed to support compliance with (and does not limit obligations under:

- Australia: Criminal Code Act 1995 (Cth);
- UK: Bribery Act 2010; and
- Crimes Act 1961 and the Organised Crime and Anti-Corruption Legislation Act 2015.

3. Who Does This Policy Cover?

This Policy applies to all employees and Directors of Kip McGrath and third-party companies and individuals (such as consultants and agents) acting on behalf of the Kip McGrath whether directly or indirectly, by representing Kip McGrath's interests in relation to business development or retention of business opportunities ("Business Associates").

If you work for Kip McGrath, you are required to comply with this Policy. It applies whether you work full time, part time, permanent or contract. Whatever your job is, and wherever you work, as long as you work for Kip McGrath in any capacity, this policy applies to you.

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.

This Policy applies globally, regardless of local customs or business practices.

To the extent that laws and regulations in any country set a higher standard for conduct or more rigorous requirements than this Policy, those laws and regulations must be followed by any employee of Kip McGrath located or operating in that country.

4. How We Do Things

At Kip McGrath, we:

- Don't allow any form of bribery, corruption, or improper influence;
- Expect everyone to speak up about conflicts of interest and handle them properly;
- Make decisions based on what's fair and in the best interests of Kip McGrath
- Keep clear, accurate, and honest records of all transactions; and

5. Dealing with a Conflict of Interest?

It is imperative to identify, disclose and discuss any potential or arising conflicts to protect Kip McGrath's ability to optimise operational effectiveness.

Kip McGrath is committed to the prevention of bribery and conflict of interest by those employed and associated with it and is committed to carrying out business fairly, honestly and openly, with zero tolerance towards personal gain.

All employees have a responsibility to prevent, detect and report all instances of a conflict of interest.

5.1 General Obligation

All employees must:

- Avoid situations where personal interests conflict with Kip McGrath interests;

- Act impartially and objectively in all business dealings; and
- Immediately disclose any actual, potential, or perceived conflict of interest.

5.2 Examples of Conflicts

Conflicts may arise where an employee:

- Has a financial interest in a supplier, competitor, or partner;
- Has personal relationships influencing hiring, procurement, or decision making;
- Engages in outside employment that competes with or has the potential to impact fulfilment of their Kip McGrath duties; and
- Uses company information or position for personal gain.

5.3 Other Employment

You are required to devote the whole of your time, attention, and abilities during your hours of work to your duties with Kip McGrath and may not undertake any other work during this time.

You may not, without the prior consent of Kip McGrath, engage in any business or employment which is similar to or competitive with the business of Kip McGrath, or which could be considered to impair your ability to always act in the best interests of Kip McGrath, outside your hours of work.

If you do engage in *any* other employment, you must notify Kip McGrath in writing of hours worked elsewhere to enable us to assess the potential conflict of interest and in the case of UK based employees to comply with statutory obligations. This makes up part of your contractual terms and conditions.

If you already have any other employment or are considering any additional employment you must notify us so that we can discuss any implications arising and in the case of UK based employees also consider and discuss any implications arising from the current working time legislation.

Failure to disclose a conflict will be treated as a breach of this Policy.

6. What is the Procedure for addressing a Conflict of Interest?

The following outlines the procedures and responsibilities in place to support the prevention, detection and reporting of conflicts of interest.

Kip McGrath will:

- Carry out a risk assessment to ascertain the risk of a conflict of interest.
- Undertake due diligence procedures proportionate to the assessed risk.
- Instigate procedures proportionate to that risk.
- Have good internal controls and record keeping.
- Secure the commitment of all employees to the prevention and detection of conflicts of interest.
- Develop a culture in which personal gain and conflict of interest are unacceptable.
- Have clear procedures on what to do should conflict of interest be suspected
- Monitor and review the effectiveness of the conflict-of-interest procedures and update them as necessary to ensure that they remain effective.

Anyone who has concerns regarding acts or potential acts of personal gain or conflict of interest should speak to their manager in the first instance. If for any reason you are not able to speak to your manager, please refer to the Whistleblower Policy for further contacts.

To the extent possible, all reports will be treated in confidence, however if appropriate concerns can be reported anonymously.

7. Bribery and Corruption?

To uphold Kip McGrath's commitment to ethical conduct and compliance with anti-bribery and corruption laws, all employees are expected to act with integrity in all business dealings. The following outlines prohibited conduct and the standards of behaviour required when interacting with clients, suppliers, public officials, and other stakeholders.

7.1 Prohibited Conduct

Employees must not:

- Offer, promise, give, request, or accept any financial or other benefit for improperly performing a role or duty;
- Provide anything of value to obtain a business advantage;
- Engage in kickbacks, secret commissions, or improper inducements;
- Bribe public officials or representatives; and
- Make facilitation payments under any circumstances.

These prohibitions apply:

- Directly and indirectly; and
- Through third parties, agents, or intermediaries.

7.2 Expectations

Employees are required to:

- Exercise sound judgment and integrity in all interactions;
- Escalate any suspicious or unusual requests or behaviour; and
- Refuse any improper payment or benefit.

8. What is the Procedure for Bribery?

Kip McGrath will:

- Carry out a risk assessment to ascertain the risk of bribery or corruption.
- Instigate procedures proportionate to that risk.
- Undertake due diligence procedures proportionate to the assessed risk of bribery or corruption. Have good internal controls and record keeping.
- Secure the commitment of all employees to the prevention and detection of bribery and corruption.
- Develop a culture in which bribery and corruption are unacceptable.
- Have clear procedures on what to do should bribery or corruption be suspected.
- Monitor and review the effectiveness of the bribery and corruption procedures and update them as necessary to ensure that they remain effective.

Anyone who has concerns regarding acts or potential acts of bribery or corruption should speak to their manager in the first instance. If for any reason you are not able to speak to your manager, please read the Whistleblower Policy for further contacts.

To the extent possible, all reports will be treated in confidence, however if appropriate concerns can be reported anonymously.

Kip McGrath expressly prohibits employees from in any acts or omissions of bribery or corruption.

9. How to Address Gifts, Hospitality and Entertainment

Reasonable and proportionate hospitality, advertising, sponsorship and promotional or other similar business expenditure is recognised as an established and important part of doing business, however, hospitality, promotional and similar business expenditure can be used as bribes.

Kip McGrath expressly prohibits the giving and receiving of hospitality/business gifts and similar where the intention in doing so is to receive or confer an advantage in return for giving or receiving the hospitality/business gift or similar.

The following rules must be followed in relation to hospitality and business gifts:

- Quid pro quo arrangements are expressly prohibited.
- Cash gifts are expressly prohibited.
- The provision or acceptance of entertainment of a sexual nature is expressly prohibited.
- Acceptable hospitality and entertaining may include modest meals with people with whom Kip McGrath do business (such as providing a modest lunch after a meeting) or the occasional provision of or attendance at sporting or cultural events, provided that the intention is to build business relationships rather than to receive or confer an advantage.
- All concerns should be reported.

Where a business relationship with an external party is sought or newly established, or the nature of the relationship is changed, appropriate due diligence must be exercised to ensure that there are no circumstances giving rise to a concern. That external party must also be made aware of this policy.

9.1 Principle

Gifts and hospitality must:

- Be reasonable (under $100 AUD equiv), proportionate, and infrequent;
- Be given for legitimate business purposes only; and
- Not influence, or be perceived to influence, business decisions.

9.2 Prohibited Items

- Cash or cash equivalents (e.g., vouchers, gift cards);
- Excessive or lavish hospitality;
- Inappropriate entertainment; and
- Any benefit intended to secure advantage.

9.3 Approval Requirements

- Higher value items must be escalated to direct manager for approval
- All gifts and hospitality accepted must be communicated to direct manager.

9.4 Practical Test

Before giving or accepting, employees must consider:

- Is it legal and compliant with this policy?
- Is it modest and appropriate?
- Is it transparent and properly recorded?
- Could it be perceived as influencing a decision?

10. How to Address Third Parties and Business Relationships

Kip McGrath is committed to ensuring that all third parties and business partners operate in a manner consistent with its ethical standards and compliance obligations. The following outlines the expectations and requirements when engaging and managing third party relationships.

Before engaging a third party:

- Conduct appropriate due diligence
- Assess reputation, integrity, and risk
- Ensure contractual obligations include compliance with this Policy

Ongoing relationships must be:

- Monitored for compliance
- Reviewed periodically
- Supported by accurate documentation

11. What to do in the Case of Donations, Sponsorships and Political Contributions

Kip McGrath is committed to ensuring that all donations, sponsorships and contributions are made ethically, transparently and in compliance with applicable laws. The following outlines the requirements and restrictions that apply to these activities.

Charitable donations must:

- Be transparent and properly approved
- Not be used as a substitute for improper payments
- Sponsorships must serve a legitimate business or community purpose

Political donations are strictly prohibited.

12. How to go About Reporting and Whistleblowing

At Kip McGrath, we all play a role in protecting the company, its people, our reputation and doing the right thing. If you see something that doesn’t feel right, or think this Policy may have been breached, we expect you to speak up.

Refer also to the Kip McGrath Whistle-blower policy for information on what can be reported under that policy and the obligations, channels and protection applicable under that policy.

13. What Happens in the Case of a Breach of Policy?

We take this Policy seriously because it protects our people, our students, our reputation and the company.

If you don't follow the standards set out in this Policy, there may be consequences. Depending on the situation, this could range from a conversation or formal warning through to termination of your employment.

In some cases, breaches may also involve legal consequences. This can include fines, penalties, or other action under applicable laws.

If someone personally benefits from a breach of this Policy, Kip McGrath may seek to recover those benefits.

14. Whose Responsibility is it to Uphold the Policy?

Upholding this Policy is a shared responsibility across the organisation. All employees, play a critical role in maintaining ethical standards, ensuring compliance and addressing potential risks. The following outlines the key responsibilities at each level.

All Employees

- Comply with this Policy
- Act ethically
- Report concerns

Managers

- Lead by example
- Comply with this Policy
- Act ethically
- Ensure team compliance
- Address and escalate risks

Organisation

- Maintain systems and controls
- Support ethical conduct
- Investigate and respond to breaches

15. Glossary

Business Gift
Any item of value given or received in a business context, such as promotional items or tokens of appreciation.

Due Diligence
The process of checking and assessing a person or organisation before entering into a business relationship.

Facilitation Payment
A payment made to speed up routine processes (such as approvals). These are not allowed under this Policy.

Hospitality
Meals, events, entertainment, or other benefits provided as part of a business relationship.

Improper Influence
Any attempt to unfairly affect a decision, including through pressure, incentives, or personal benefit.

Kickback
A payment or reward given in return for favourable treatment or business advantage.

Personal Gain
Any benefit (financial or otherwise) received by an individual that is not legitimately earned through their role.

Third Party
Any external individual or organisation Kip McGrath works with, including suppliers, contractors, agents, or partners.