Anti-Bribery and Corruption Policy
Lindsay Australia Limited ACN 061 642 733

1. Introduction

1.1 General

As an ASX listed company, Lindsay Australia Limited, together with its related or controlled parties (the **Company**) is required to comply with laws governing anti-bribery and corruption, both domestic and international as applicable.

This document sets out the Company's Anti-bribery and Corruption policy and forms part of the Company's risk management framework. The Company's policy is strict, the company will not tolerate staff, suppliers and any third parties with which the Company operates engaging in the activity of bribery or corruption.

1.2 Policy overview

(a) This document outlines the obligations of the Company and its personnel in respect of bribery and corruption.

(b) To provide information to facilitate recognition of bribery and corruption and how to manage any such issues.

2. Definitions and interpretation

2.1 Definitions In this document:

Term	Definition
ASX	means ASX Limited ACN 008 624 691.
Board	means the board of Directors.
Company	Means Lindsay Australia Limited ACN 061 642 733 and, as the context requires, its related or controlled parties forming part of its corporate group.
Listing Rules	means the rules of the ASX as amended from time to time.
Policy	means the policy contained in this document or in any amending or replacement document.
Secretary	means the appointed Company Secretary(s).
Senior Management	means any person with a title that includes the words General Manager, Chief Executive Officer, Chief Financial Officer, Head of Technology and Transformation, Chief Operating Officer, Executive Director, Head of Corporate Services, Head of Safety, Risk and Compliance, Company Secretary or General Counsel.

2.2 Interpretation

Concepts not defined in this document, but which have a meaning in relevant laws, or the Listing Rules have that same meaning in this document.

3. Introduction

The Company is committed to operating in a manner consistent with the laws of the jurisdictions in which it operates, including those relating to anti-bribery and corruption. Honesty, integrity and fairness are considered integral to the way the Company operates consistent with the Company's values, and conduct associated with bribery and corruption is inconsistent with these values.

The Company has a strict policy which does not tolerate its personnel, suppliers and all third parties with whom we conduct business, engaging in activity that constitutes bribery or corruption. The Company strictly prohibit the payment, offer or authorisation of a bribe, as well as the receipt or acceptance of a bribe.

This Policy sets out the Company's requirements and procedures.

The Company has taken these laws into account in framing this Policy.

The purpose of this Policy is to:

- set out the responsibilities of the Company and its personnel in observing and upholding the prohibition on bribery and corruption;
- to provide information and guidance on how to recognise, avoid and deal with instances of bribery and corruption; and
- protect the Company's reputation.

The laws prohibiting bribery and corrupt practices include:

- Australian Criminal Code and the Corporations Act (Cth) 2001;
- US Foreign Corrupt Practices Act; and
- UK Bribery Act.

4. Application

This Policy applies to:

a. The Company including its directors, officers, employees, contractors, long term consultants (whether, fixed-term, full-time, part-time, casual or temporary), trainees, interns and volunteers (referred to in this Policy as "personnel");
b. any of the Company's subsidiaries, related parties or controlled entities, and their respective personnel; and
c. any individual or organisation associated with the Company including clients, customers, suppliers, joint venture partners, contractors, agents, intermediaries, consultants, distributors, business contacts and advisers (referred to in this Policy as "third parties").

5. Personnel Responsibilities

All Company personnel are required to:

a. read, understand and comply with this Policy;
b. complete any anti-corruption training that they are required to undertake from time to time;
c. communicate our policy of prohibition of bribery and corruption, where practicable in writing, to all third parties at the outset of our business relationship with them.

Any failure by personnel to comply with this Policy will be treated as a serious breach of duty for disciplinary purposes.

The prevention, detection and reporting of bribery and corruption are the responsibility of all personnel and third parties. You are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

If anyone is unsure whether an act constitutes bribery or corruption, they should ask a member of Senior Management or the Company Secretary.

6. What is Bribery and Corruption?

Bribery is the act of offering, promising, giving, demanding or accepting of an advantage or anything of value (whether directly or indirectly) as an inducement for an action which is illegal, unethical or a breach of trust.

Acts of bribery are designed to influence an individual to act dishonestly in the performance or discharge of their duty. The relevant laws prohibiting bribery and corruption apply to both the public and private sector.

It is irrelevant if the bribe is accepted or ultimately paid. Merely offering the bribe can be enough for an offence to be committed.

Bribery encompasses both monetary and non-monetary benefits in direct and indirect forms. "Anything of value" should be interpreted broadly to include anything that provides a benefit to the recipient.

Examples of bribery include:

a. the direct or indirect promise, offering, authorization, receipt or request to receive, of anything of value (whether the value is material or not) on the understanding or with the intention to influence or affect the receiver's conduct;
b. the offer or receipt of any kickback, loan, fee, reward, reciprocal favors, business or employment opportunities, lavish corporate hospitality or other advantage; and
c. the giving of aid, political or charitable donations or voting, designed to exert improper influence.

Corruption in the context of this Policy is the misuse of office, power or influence for personal gain.

7. Prohibition of Bribery and Corruption

The Company prohibits bribery and corruption, in any form, whether direct or indirect, whether in the private or public sector.

Under no circumstances will the Company approve of any offers, or make, request or receive an irregular payment or other thing of value, to win business or influence a business decision in the Company's favor.

You must not engage in any form of corrupt business practice, whether for the benefit of Company, yourself or another party.

As bribery can take many forms, it is important that you understand where risks may arise and what is expected of them.

It is not acceptable and is a breach of this Policy for you (or someone on your behalf) to:

a. give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or reward a business advantage already given, that is not legitimately due;
b. accept or ask to receive payment from a third party that you know, or reasonably suspect is offered with the expectation that it will obtain an illegitimate business advantage for them;

c. accept or ask to receive a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that an illegitimate business advantage will be provided by Company in return;
d. threaten or retaliate against another person who has refused to commit a bribery offence or breach of this Policy, or who has raised concerns under this Policy; or
e. engage in any other activity of a similar nature which may influence or affect the conduct of another person.

A business advantage or benefit will be legitimate when it is given or offered in accordance with the applicable law of a country. A business advantage, for example, includes the grant of a tax concession, license or permit.

A business advantage will be illegitimate when it is granted because of the making of a payment or giving of a gift, rather than based on merit.

8. Facilitation Payments

Facilitation payments are typically minor, unofficial payments made to secure or expedite a routine or necessary government action by a government official or employee, when Company has already paid, or is entitled to, that action.

The Company's policy is to prohibit facilitation payments.

You are encouraged to identify at-risk areas and to use your initiative to make demands for facilitation payments more difficult. This may include:

a. Restricting meetings which were previously held in-person to telephone conversations or email communications;
b. choosing only to meet in the presence of senior staff or management; or
c. choosing only to meet with a team of other people.

If faced with a situation where a demand for a facilitation payment is made, the response should be as follows:

a. question the legitimacy of the demand and request receipts or documentation;
b. request identification details of the individuals making the demand;
c. explain to the individual that the payment is not required;
d. explain that facilitation payments are against Company policy and that you will have to report the request to senior management;
e. explain that facilitation payments are against local law and will result in an offence; and
f. request to consult with superiors/managers of the individual making the demand.

All details of demands for facilitation payments made must be recorded including, if possible, the name and identification details of the individual requesting the payment and must be reported immediately to a member of Senior Management.

9. Gifts, Entertainment and Hospitality

9.1 Prohibition

The Company prohibits the offering or acceptance of gifts, entertainment or hospitality in circumstances where it:

- is inappropriate considering the underlying business relationship;
- is so frequent, excessive in value or of such a nature that it might give rise to a perception of impropriety;
- might cause embarrassment to the Company and/or bring our reputation into disrepute;
- might cause the recipient to improperly perform his or her duties;
- might be construed as seeking to gain any improper business advantage, as representing an inducement for investment or other business, or as a bribe;
- might improperly influence the recipient's judgement and/or potentially impact or alter the provision or receipt of a service; or
- violate any applicable laws or regulations.

This is to ensure that the offer or acceptance of a gift or hospitality does not create an obligation or cannot be construed or used by others to allege favoritism, discrimination, collusion or other unacceptable practices by Company.

Examples of inappropriate gifts include cash, expensive jewellery, first class airline tickets, holidays, electronic goods, alcohol or extravagant purchases of any kind.

Personnel must not accept gifts, entertainment or hospitality from, or offer or provide them to, a person they know through their employment with us, except in accordance with this Policy.

When considering offering to or accepting from an existing or prospective client, consultant, intermediary or other goods/services provider, personnel must never use their position with the Company for personal or private gain for themselves, their families or other persons.

9.2 Acceptable Gifts, Entertainment and Hospitality

The Company recognises that in certain countries offering or accepting gifts, entertainment or hospitality of moderate value may be customary and in accordance with usual, reasonably acceptable or local business practice.

The offer or acceptance of gifts or hospitality is not prohibited where:

- it is done for the purpose of general relationship building only;
- it is not made with the intention to improperly influence a third party to obtain or retain a business advantage or benefit;
- it complies with local law;
- it is given in an open and transparent manner;
- it does not include cash or cash equivalents such as gift certificates or vouchers;
- it is reasonable and justifiable; and
- the gift has been registered on the Company's gift register as required by this Policy.

Examples of acceptable gifts include flowers, chocolates or Company merchandise. The more lavish the gift the greater the risk it could be considered to give rise to undue influence.

In addition to the above, gifts are not prohibited if they are:

- of a purely personal nature to mark occasions such as a wedding, birth of a child or retirement, which are not subject to this Policy provided there is no expectation that a relevant function or activity will be performed improperly or that business will be obtained or retained as a result of the gift; and

- seasonal or traditional, given to mark local festivals, where it is local business practice to exchange such gifts and provided that the gifts do not appear to be excessive in the circumstances.

The practice of giving business gifts and taking part in corporate hospitality events varies between countries and regions and what may be normal and acceptable in one may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. In any event, personnel should not solicit entertainment from third parties.

9.3 Public and Government Officials

The Company requires a high degree of caution to the offering or giving of gifts or hospitality to government officials.

A government official includes:

- any political party, party official or candidate of political office;
- any official or employee of a government (whether national, state/provincial or local) or agency, department or instrumentality of any government or any government-owned or controlled entity (including state owned enterprises);
- anyone working in a legislative, administrative or judicial position;
- any official or employee of any public international organisation;
- any person acting in an official function or capacity for such government, agency, instrumentality, entity or organisation;
- any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity;
- any person who holds themselves out to be an authorised intermediary of a government official; and
- consultants who hold government positions.

For the purposes of this Policy, the term 'governmental official' will also cover immediate family members (parent, spouse, child, in-law, sibling) or anyone else to whom the government official provides material support.

You must contact your relevant manager or the Company Secretary if you have any concerns as to whether an individual is a government official.

The provision of a gift or hospitality to government officials or politicians may be a legitimate and justifiable business activity in some circumstances; however, the practice has the potential to create the perception that Company has sought to improperly influence an individual to achieve an improper advantage or obtain preferential treatment.

9.4 Gift Record Keeping

The Executive Assistant to the CEO will maintain a centralised gift register that records details of all gifts, benefits or entertainment given or received which have a value of AUD$300 or more, including any rejected gifts, the Secretary has oversight of the maintenance of the register.

It is the responsibility of anyone covered by this Policy to register receipt of all gifts with a value of AUD$300 or more by sending an email to executive@lindsayaustralia.com.au detailing the following:

- Date gift was received.

- The gift item, benefit or service received.
- Who the gift was received from.
- Who the gift was received by.
- Detail if it was for a special occasion.
- Estimated value in Australian Dollars.
- Circumstances for the gift.
- Whether the gift was retained.

Gifts or hospitality or assistance must not be offered to, or accepted from, public or government officials without the prior approval of the CEO or Board.

A cash gift will never be permitted no matter how small.

The Company Secretary or a nominee will periodically review (at least annually) the frequency of gifts and entertainment being received and given and seek the advice of the Board where the cumulative monetary value of gifts and entertainment given or received by any individual appears excessive or inappropriate.

10. Sponsored Travel

Payment of travel and travel related expenses for third parties will only be permitted in the following circumstances:

a. prior approval is given bythe CEO or Board;
b. the payment is for reasonable and bona fide expenditure properly incurred for travel related activities; and
c. the travel is undertaken to a Company project site or to an alternative location as required in connection with the execution or performance of a government official's regulatory function.

Travel expenses should be modest and comply with government travel guidelines where applicable. Travel expenses should only be paid direct to a third party travel provider and not directly to a third party. A valid tax invoice should always be obtained.

11. Donations

11.1 Political Donations

The Company does not make political donations to any political party, politician or candidate for public office in any country unless the donation has been approved in advance by the Board.

11.2 Charitable Donations

The Company may make charitable donations that are legal and ethical under local laws and practices. In some countries, charities can be used as a screen for illegal bribes. Care must be taken to ensure that charitable donations are applied for the intended purpose.

Donations should only be made to bona-fide charities that are regulated by local laws.

Donations are not to be made to charities that operate for the benefit of government officials or where charities have a government official as an officeholder.

11.3 Donation Record Keeping

All donations will be recorded in the Company accounting systems.

Charitable donations may only be authorised in accordance with the Company's expenditure related delegations.

12. Dealing with Third Parties

The Company may in certain circumstances, engage a third party to act for or on behalf of the Company. These third parties may include agents, representatives, advisers or contractors.

Third parties that pose particular risk to Company of breaching anti-bribery laws include those that are involved in negotiating any business arrangements or transactions with the public or private sector on behalf of the Company.

The process to appoint third parties to represent the Company should include sufficient due diligence to ensure it is appropriate for the:

a. third party to represent Company;
b. the standards of conduct set out in this Policy must be clearly communicated;
c. the appointment of a representative must be documented in a written agreement which contains anti-bribery and corruption clauses consistent with this Policy and termination rights for failure to comply with this Policy; and
d. oversight of the work of the third party must be maintained by relevant Company personnel.

Any concerns arising from this should be raised with appropriate member(s) of Senior Management.

13. Reporting

You must immediately (and if not reasonably practicable, within 24 hours) notify a member of Senior Management if you:

a. discover an instance of bribery or corrupt practice;
b. suspect that a bribe has been, or is in the process of being paid or received or merely discussed;
c. become aware of information of any suspected or actual instances of bribery or corrupt practices. For example, a client or customer offers you something to gain a business advantage with Company, or indicates to you that a gift or payment is required to secure their business or an outcome;
d. suspect that a related breach of this Policy has occurred; or
e. receive or otherwise become aware of information which suggests that a related breach of this Policy has been or is in the process of being committed.

If you are unsure whether an act constitutes bribery or corruption, you should ask your relevant manager or the Company Secretary (or in the case of third parties, their nominated contact point within Company).

Every effort will be made to observe anonymity as required. However, you should be aware that anonymity may be difficult or even impossible to preserve if, as a result of investigations, the police are informed, or necessary disciplinary action is taken.

All reports of alleged violations, concerns or complaints will be treated in confidence and fully investigated you may anonymously under the Company's Whistleblower Policy.

Once you have reported a suspicion or concern to the appropriate person, the matter should not be discussed with any person other than those responsible for investigating it.

The Company Secretary, relevant manager or contact person to whom concerns are expressed or notifications made must act promptly and inform the disclosing person of any action taken. Where it is decided that further investigation is not appropriate, the person will be given a prompt explanation of the reasons for reaching this conclusion.

The Company Secretary or other member of Senior Management will manage the investigations of reports of alleged violations of this Policy and will report the findings to the Board of Directors as appropriate.

14. Protection

The Company personnel or third parties who raise a concern or report a violation of this Policy will not suffer any form of retaliation or detrimental treatment. Company will never sanction a person who refuses to make a facilitation payment.

If you believe that you have suffered any such treatment, you should inform your relevant manager or the Company Secretary.

15. Consequences of Breaching this Policy

A breach of this Policy is a serious matter which will be investigated and addressed by the Company.

Disciplinary action will be taken against any personnel who breach this Policy. This includes failure to report breaches of this Policy. The action taken will depend on the severity of the breach but may include:

a. reprimands;
b. formal warnings;
c. demotions; and
d. termination of employment or any analogous arrangements.

In the case of third parties to whom this Policy also applies, the Company will not hesitate to terminate its relationship with a third party who has been found to breach this Policy.

The Company may, at its sole discretion, consider any mitigating circumstances for breaches of this Policy.

Depending on the circumstances, the Company may refer matters to law enforcement agencies.

A breach of this Policy may also expose an individual to criminal and civil liability and could result in imprisonment or the imposition of a significant financial penalty.

If a Company is found to have taken part in bribery and corrupt practices, it could face a fine and suffer reputational harm.

16. Regulators

Nothing in this Policy prevents or limits or prevents a report to a regulator under applicable law.

17. Application

The CEO is accountable to the Board for ensuring that this Policy is implemented.

Changes to this Policy must be submitted to the owner of the Policy and approved by the Board.

This Policy will be reviewed routinely as required to ensure its effectiveness, but not less than every three years or as required by any change to the Listing Rules or relevant laws.

This Policy is available to staff, management and officers of the Company; it will be placed on the internal intranet and website and is also publicly available on the Company website: https://www.lindsayaustralia.com.au/company/corporate-governance/