1. Purpose

The purpose of this ABC Policy is to:

(a) set out the responsibilities of the Company and its management and Personnel in upholding the Company's commitment to preventing any form of Bribery or Corruption; and

(b) provide information and guidance to Personnel on how to recognise and deal with any potential Bribery and Corruption issues.

2. Scope & Authority

The Company requires all Personnel to comply with this ABC Policy as well as the Anti-Corruption Legislation. The prevention, detection and reporting of Bribery and other forms of Corruption are the responsibility of all those working for the Company or under its control.

This ABC Policy applies to all Personnel, including directors, temporary staff and contractors, and Business Associates of the Company. This Policy supplements, and does not replace, the Code of Conduct Policy applicable to the Company and any of its subsidiaries.

3. Background

Genetic Technologies Limited (the **Company**) is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations. Its Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards. The Company takes a zero-tolerance approach to bribery and corruption and acknowledges that, in addition to being unethical and harmful to the reputation of the Company, there are severe criminal and civil penalties applying to those involved in bribery and corruption.

In particular, the Company is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues, including the Anti- Corruption Legislation. In order to support this commitment, the Company has adopted this Anti-Bribery and Anti-Corruption Policy (**ABC Policy**) to ensure that it has effective procedures in place to prevent Corruption and Bribery.

This ABC Policy applies globally. To the extent that local laws, codes of conduct or other regulations (**Local Laws**) in any countries are more rigorous or restrictive than this ABC Policy, those Local Laws should be followed by any subsidiary operating in that country. Where a country has specific bribery and corruption Local Laws which are less rigorous than this ABC Policy, this ABC Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

This ABC Policy sets out the Company's requirements in relation to interactions with Officials and Third Parties. This ABC Policy does not prohibit interactions with Officials, rather it forbids corrupt interactions with those individuals.

In this ABC Policy, references to the Company includes references to the Company and all of its subsidiaries.

This Policy has been designed to support and be aligned with the Company's Code of Conduct Policy.

4. Definitions

In this ABC Policy the following words or phrases mean the following:

Anti-Corruption Legislation includes many laws such as the *Criminal Code Act 1995* (*Cth)* and any applicable anti-corruption laws and regulations applicable to the location in which the Company operates.

Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or a business advantage that is not legitimately due (whether in respect of an interaction with an Official or any commercial transaction in the private sector).

Business Associates means third party companies and individuals (such as joint venture partners, consultants and agents) acting on the Company's behalf, whether directly or indirectly, by representing the Company's interests to foreign governments in relation to international business development or retention of business opportunities.

Corruption is the abuse of entrusted power for private gain.

Facilitation Payment means payments of nominal amounts or other inducement made to persons in order to secure or expedite the performance of a Government Official's routine governmental duties or actions.

Gifts, Entertainment and Hospitality includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company's business unless they:

(a) fall within reasonable bounds of value and occurrence;

(b) do not influence, or are not perceived to influence, objective business judgement; and

(c) are not prohibited or limited by applicable laws or applicable industry codes.

Government Official means:

(a) any politician, political party, party official or candidate of political office;

(b) any official or employee of a domestic or foreign government (whether national, state/provincial or local) or agency, department or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises);

(c) any official or employee of any public international organisation;

(d) any person acting in a private or public official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation;

(e) any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families);

(f) any person who holds themselves out to be an authorised intermediary of a government official.

Item of Value includes, amongst other things, cash, travel, meals, Gifts, Entertainment and Hospitality, other tangible or intangible benefits or anything of value.

Money-laundering means the process by which a person or entity conceals the existence

of an illegal source of income and then disguises that income to make it appear legitimate.

Official means a Government Official, political party, official or officer of a political party or candidate for political office.

Personnel means all persons acting (whether authorised or unauthorised) on behalf of the Company at all levels, including officers, directors, temporary staff, contractors, consultants and employees of the Company.

Secret Commissions means offering or giving a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business.

Secure an improper advantage includes obtaining any commercial or financial benefit.

Third Party means any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with the Company.

5. Responsibility for Policy Compliance & Training

(a) The Company's Board is responsible for the overall administration of this ABC Policy. The Board will monitor the implementation of this ABC Policy and will review on an ongoing basis the ABC Policy's suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non- compliance with this ABC Policy.

(b) A copy of this ABC Policy will be made available to all Personnel and in such other ways as will ensure the ABC Policy is available to Personnel wishing to use it.

(c) All Personnel are required to understand and comply with this ABC Policy and to follow the reporting requirements set out in this ABC Policy. To this end, regular and appropriate training on how to comply with this ABC Policy will be provided to all senior managers and other relevant Personnel by the Board for each business. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this ABC Policy.

(d) All Business Associates are required to be made aware of this ABC Policy and

to undertake to comply with this ABC Policy in relation to any of their dealings with, for or on behalf of the Company.

(e) The prevention, detection and reporting of Bribery and other improper conduct addressed by this ABC Policy are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the officer responsible for compliance.

6. Personnel Responsibilities

Personnel must ensure they read, understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all Personnel.

7. Consequences of Breaching this Policy

(a) Bribery and the related improper conduct addressed by this ABC Policy are very serious offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.

(b) A breach of this ABC Policy may also expose Personnel and the Company to criminal and/or civil penalties, substantial fines, exclusion from tendering for government or private contracts, loss of business and reputational damage.

(c) Breach of this ABC Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

8. Policy

8.1 General

(a) Personnel must:

(i) understand and comply with this ABC Policy and attend all relevant training;

(ii) not engage in Bribery or any other form of Corruption or improper conduct;

(iii) not make Facilitation Payments;

(iv) not offer, pay, solicit or accept Secret Commissions;

(v) not engage in Money-laundering;

(vi) not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances.

(vii) obtain required approvals for political contributions and charitable donations;

(viii) maintain accurate records of dealings with Third Parties; and

(ix) be vigilant and report any breaches of, or suspicious behavior related to, this ABC Policy.

(b) This ABC Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, Third Parties.

8.2 Bribes

Personnel are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

8.3 Gifts and Hospitality

Personnel must declare all gifts and benefits, valued at $100 or more, in the Gift and Entertainment Register.

Personnel are also expected to decline (or avoid accepting) gifts and benefits which are valued at $400 or more, with the exceptions being:

- work related conferences[1]
- invitations to speak at a professional association (including flights and accommodation)
- working lunches

(c) Approval Process for Gifts and Benefits

- Personnel should, where possible, discuss with their manager the fact that they have been offered a gift / benefit before accepting it, in order to determine the appropriate action.
- Personnel are required to enter any gift / benefit in the Gift and

[1] where travel is involved, it is expected that the Company will pay for the flights and accommodation

Entertainment Register within 5 working days of receiving or being offered the gift / benefit.

- Managers need to action[2] any gifts and benefits reported to them within 5 working days of receiving the disclosure from Personnel.

Noting that gifts / benefits should not be accepted on a re-occurring basis or broken down into parts of less than $100.

(d) Acceptable gift and entertainment expenditure

Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it complies with the following (on next page):

- made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice
- no obligation – it does not place the recipient under any obligation
- no expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction
- made openly – if made secretly and undocumented then the purpose will be open to question
- reasonable value – its size is small and in accordance with general business practice
- appropriate – its nature is appropriate to the relationship
- at "arm's length" – all transactions / gifts should be at an "arm's length" basis with no special favours and no special arrangements
- legal – it complies with relevant laws
- documented – the expense or gift, if valued at $100 or more[3], is fully documented in the Gift and Entertainment Register

Some examples of acceptable gifts and/or benefits:

[2] approve, decline, donate or return the gift

[3] Based on the reasonable person test, i.e. if the value is not known, what value would a reasonable person place on the gift?

- token gifts / benefits where offered in business situations or to all participants and attendees (e.g. work related seminars, conferences, trade and business events and would include items such as a pen, cap, stationery, coffee mug, stress ball, mouse pad, corporate umbrellas and memory sticks)
- a gift / benefit for presenting at a work related conference, seminar, and / or business event
- a ceremonial gift from another organisation on behalf of the Company. Please note that ceremonial gifts belong to the Company and as such Personnel must declare and report the item on the Gifts and Entertainment Register and arrange to display the item within the Company where appropriate
- a gift / benefit given in gratitude when hosting business events or overseas delegations only where refusal would be unreasonable and unnecessarily offensive
- light refreshments (e.g. tea, coffee, water, juice) or a modest meal during a meeting or as a participant of a working group

These circumstances are never acceptable:

- gifts in the form of cash and / or cash equivalent vouchers or gift certificates
- “quid pro quo” (a benefit or advantage offered for something in return)
- making incomplete, false or inaccurate entries in the Company’s books and records, e.g. Gift and Entertainment Register

8.4 Facilitation Payments

Facilitation payments are 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). The payment or other inducement is not intended to influence the outcome of the official’s action, only its timing.

Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

8.5 Political Contributions

Employees are prohibited from offering or making political donations on behalf of the Company other than with the prior written approval by the CEO and Company Secretary and must be within Board approved financial limits.

8.6 Charitable Contributions

The Company's community programs allow Personnel to support causes and charities of their choice from a broad list of charity partners. Charitable support and donations are acceptable (and indeed are encouraged by the Company), whether of in-kind services, knowledge, time, or direct financial contributions. However, Personnel must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

The Company can only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation must be offered or made on behalf of the Company without the prior approval of the CEO. However, there is no need to obtain this prior approval for donations made under a Workplace Giving Scheme.

All charitable contributions made by the Company are publicly disclosed in the Company's Annual Report.

8.7 Compliance with Local Laws Required

If Local Laws in a particular country or region are more restrictive than this ABC Policy, then any Personnel, including any Business Associates operating in that country or region must fully comply with the more restrictive requirements.

8.8 Reporting Violations and Suspected Misconduct

(e) Any Personnel or stakeholder who believes that a violation of this ABC Policy or any laws has been committed, is being committed, or is being planned,

should report the matter immediately to the Board.

(f) If anyone is unsure whether a particular act constitutes Bribery, a Facilitation Payment, Secret Commission, Money-laundering or an improper Item of Value, or has any other queries, they should ask the Board.

(g) The Board must be informed of any material breaches of this Policy in accordance with paragraph 11 of this Policy.

8.9 Protection

(h) The Company prohibits retaliation against anyone reporting such suspicions.

(i) Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The Company encourages openness and will support any Personnel who raises genuine concerns in good faith under this ABC Policy.

(j) If you are not comfortable, for any reason, with speaking directly to the Board, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report.

8.10 Record Keeping

The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties. Personnel must declare and enter in the Gifts and Entertainment Register within 5 business days. This Register may be subject to managerial review and internal and external audit. Personnel must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with the Company's expenses policy and specifically record the reason for the expenditure. Please refer to Appendix 1 for what details are required to be recorded in the Gifts and Entertainment Register.

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 must

be kept "off-book" to facilitate or conceal improper payments. Noting it is an offence under the *Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016* 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.

8.11 Exceptions

Approval for any gifts and entertainment above $400 may only be provided by the CEO and, for the CEO, by the Chairman and must be disclosed in the Gifts and Entertainment Register.

8.12 How to Raise a Concern

Under the Code of Conduct Policy, Personnel have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrong doing in connection with the Company's business. The Company is committed to ensuring that Personnel have a safe, reliable and confidential way of reporting any suspicious activity. Personnel are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with their manager.

If Personnel are unsure whether a particular act constitutes bribery or corruption, or if they have any other queries or concerns, these should be raised with their manager.

If Personnel are not comfortable, for any reason, with speaking directly to their manager, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report.

Any person who receives a report of a breach of this Policy in accordance with the above must provide particulars of the alleged breach to the Board or follow the procedure set out in the Company's Whistleblower Policy.

8.13 Monitoring & Review

Regular reviews of the Gifts and Entertainment Register enable the identification and management of any emerging risks, e.g. if a particular company is presenting a significant number of gifts to various Personnel or if companies are offering frequent and substantial hospitality to Personnel, e.g. dinners, seats at sporting events, access to corporate boxes at sporting or cultural venues, upgrades on flights, theatre tickets

etc.

Internal control systems and procedures will be subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption. There may also be independent reviews undertaken from time to time by External Audit.

The Audit Committee is responsible for the review and oversight of this Policy. In performing this role, the Audit Committee will, with the appropriate support and input from management:

a) review on an annual basis, the effectiveness of this Policy, its objectives and the strategies outlined above, which aim to achieve the objectives; and
b) provide a report to the Board on the outcomes of its review, including any recommendations for changes to those strategies or the way in which they are implemented.

The Board maintains the overall responsibility for approving this Policy and any material changes to it.

9. Appendices

Appendix 1. Completing the Gift and Entertainment Register

The following information is required in completing the Gift and Entertainment Register:

Receiving Gifts and Entertainment	Offering Gifts and Entertainment
Date Received	Date Offered
Name, Position & Business Unit of Recipient	Name, Position & Business Unit of Offeror
Name of Giver (Who is giving you the gift / entertainment)	Name of Receiver (Who are you offering the gift / entertainment too)
Description of gift / entertainment	Description of gift / entertainment
Value $ *	Value $ *
Reason for acceptance	Reason for offering
Decision on what will happen to gift / entertainment	
Name and Position of Approving Manager (e.g. CEO)	Name and Position of Approving Manager (e.g. CEO)

* Based on the reasonable person test, i.e. if the value is not known what value would a reasonable person place on the gift / entertainment

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