

CLINUVEL

Anti-Bribery and Anti-Corruption Policy

CLINUVEL Pharmaceuticals Limited

ACN 089 644 119

1. Introduction

CLINUVEL Pharmaceuticals Ltd (“Company”) operates in a highly regulated industry on a global scale and that can, from time to time, pose challenges to the Company’s ability to conduct its business operations with integrity. The Company is committed to maintaining high standards as set out in the Company’s Code of Conduct. CLINUVEL is committed to obeying the laws of all countries in which the business operates and conducting ourselves according to the highest standards of ethical conduct. Throughout its operations, the Company seeks to avoid even the appearance of impropriety in the actions of its directors, officers, employees, contractors and agents, and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities. Any companies that engage in such conduct increase their cost of doing business, risk damaging their reputation and violate the laws of all countries globally.

The Company acknowledges the serious criminal and civil penalties that be incurred and the reputational damage that may be done if the Company is involved in bribery or corruption.

Accordingly, this Policy reiterates CLINUVEL’s commitment to integrity and accountability, and explains the specific requirements and prohibitions applicable to the Company’s operations under global anti-corruption and anti-bribery laws, including, but not limited to, the US Foreign Corrupt Practices Act of 1977 (“**FCPA**”), Section 70.2 of the Australian Criminal Code Act of 1995, the UK Bribery Act of 2010, and other laws in the countries where the Company conducts business that prohibit improper payments to obtain a business advantage (collectively, “the Laws”).

This Policy provides global minimum standards to ensure that the Company’s activities are conducted with ethics and integrity, and individual responsibilities for implementing the Policy.

2. Applicability

This Policy is applicable to all of the Company’s operations worldwide.

This Policy applies to all of the Company’s directors, officers, and employees, contractors, agents and other persons who conduct business on behalf of CLINUVEL (collectively referred to in this Policy as “**Representatives**”) regardless of their citizenship, the country in which they work or the legal entity that employs them.

If travelling or operating outside Australia, Representatives are subject to the laws of the country that they are in, however, the principles and spirit of this Policy should be followed regardless of whether or not that country has specific bribery or corruption laws.

Where a country has specific anti-bribery and anti-corruption laws which are of a lesser standard than this Policy, this Policy prevails. This Policy also applies to the Company’s agents, consultants, joint venture partners, and any other third-party representatives that conduct business on the Company’s behalf or interact with government officials.

This Policy should be considered alongside the Company's other corporate governance policies, including those which are available at the Company's website.

3. Fundamental Principles

- a) The Company acts with integrity, in accordance with the Code of Conduct. Representatives must act with integrity in connection with the Company's business and avoid conduct that might damage the Company's reputation. This commitment means that the Company would rather lose an opportunity or sale than obtain benefits through improper or unethical means.
- b) The Company opposes all forms of corruption, without exception. This Policy prohibits corruption of both government officials and private individuals and entities. This prohibition applies regardless of local customs or traditions. Therefore, corrupt conduct will not be tolerated even if it is "how business is done" in a given location.
- c) The Company maintains strong internal controls. CLINUVEL maintain a strong system of internal controls to ensure that the Company's transactions are accurately recorded in its books and records, all Company assets are accounted for, and access to Company assets is controlled.
- d) The Company's customer interactions are transparent and ethical. CLINUVEL has adopted policies and procedures to ensure that its interactions comply with applicable laws and ethical standards.
- e) The Company holds its business partners to the Company's high standards. The Company requires that its business partners adhere to high standards of business conduct and comply with all applicable laws. When appropriate, parties acting on the Company's behalf are required to adopt the Company's policies and procedures when undertaking activities on the Company's behalf.

4. Prohibited Payments

Representatives are prohibited from directly or indirectly (i.e., through an intermediary or those acting in an agency or fiduciary capacity) making, promising, authorizing, or offering anything of value on behalf of the Company to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition applies even to so-called "facilitating" or "grease" payments (i.e., small payments or gifts to a government official for the purpose of expediting or securing the performance of a routine governmental action). This prohibition includes payments to third-parties where the Representative knows, or has reason to know, that the third-party will use any part of the payment for bribes.

a) **Cash and Non-Cash Payments: Prohibiting “Anything of Value.”** Payments that violate the Laws may arise in a variety of settings and include a broad range of payments beyond the obvious cash bribe or kickback. For example, “anything of value” is a term used in the FCPA to describe an item that has value to a recipient and is extended for an improper purpose. This term is very broad and can include, for example:

- (i) Gifts.
- (ii) Travel, meals, lodging, entertainment, or gift cards.
- (iii) Loans or non-arm’s length transactions.
- (iv) Charitable or political donations.
- (v) Training, scholarships, and internships
- (vi) Business, employment, or investment opportunities.

b) **Payments to a Government Official.** Under the Laws, a “government official” includes:

- (i) Officers or employees of a government or any department, agency, or instrumentality thereof.
- (ii) Officers or employees of a company, business or health care institution owned in whole or in part by a government (a state owned or controlled enterprises).
- (iii) Officers or employees of a public international organization (such as the United Nations, World Bank, or the European Union).
- (iv) Political parties or officials thereof.
- (v) Candidates for political office.

This term also includes anyone acting on behalf of any of the above (e.g., a health care professional employed by a state-owned health care institution).

On occasion, a government official may attempt to solicit or extort improper payments or something of value from Representatives. Such Representatives must inform the government official that the Company does not engage in such conduct and immediately contact the Company Secretary.

c) **Commercial Bribery.** Bribery involving commercial (non-governmental) parties is also prohibited under this Policy. To this end, Representatives and agents shall not offer, promise, authorize the payment of, or pay or provide anything of value to any employee, agent, or representative of another company to induce or reward the improper performance of any function or any business-related activity. Representatives and agents also shall not request, agree to receive, or accept anything of value from any employee, agent, or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

5. Corruption

Corruption is a deliberate act of dishonesty, breach of the law, or 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.

Representatives are expressly prohibited from engaging in Corruption, whether directly or indirectly. Any conduct which may otherwise be permitted by other provisions of this policy is prohibited if it would contravene the preceding prohibition.

6. Gifts and Hospitality

Under the Laws, gifts and hospitality provided to or by the Company's business partners or government officials in connection with the conduct of the Company's business may be permitted in the following limited circumstances, subject to receipt of necessary approvals in accordance with section 7 of this Policy:

- a) Promotional Hospitality and Marketing Expenses or Pursuant to a Contract. The Company may pay for the reasonable cost of a government official's meals, lodging, or travel if, and only if, the expenses are bona fide, reasonable, and directly related to the promotion, demonstration, or explanation of Company products or services, or the execution of a contract with a government or agency, and such expenses are reasonable and customary, in type and in value, in the host country or the country in which the recipient resides or conducts business, whichever is more modest. Lavish entertainment or expensive gifts are never permissible. Travel arrangements or reimbursement are permitted only in connection with legitimate Company business, and never as a gift or incentive.
- b) Promotional Gifts. Promotional gifts of nominal value may be given to a government official as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should generally bear the trademark of the Company or one of its products. Promotional gifts to any health care professional are expressly prohibited. (Educational gifts, refreshments and meals are allowed for health care professionals, please refer to the Health Care Professional interaction policy for more details)

Such gifts and hospitality may never be offered or provided to business partners or government officials as part of a quid pro quo – i.e., with the intent to improperly influence their judgment to do something in return that would favor the Company or to refrain from doing something that would disadvantage the Company. In addition, any gifts and hospitality must be provided openly, rather than secretly and should never be of value or nature, or given in a circumstance, which could cause embarrassment to either the Company or

the recipient. Cash and cash equivalents (e.g., gift certificates, shopping vouchers, and bonus cards) must never be offered as gifts. Per diems or lump sum payments may not be provided as hospitality.

In addition, Representatives are prohibited from accepting any gift, entertainment or any other item from any vendor, customer or competitor that is more than modest in value and consistent with local standards; soliciting any such benefit is expressly prohibited. Soliciting or accepting any cash gift of any value is expressly prohibited. Even if modest and consistent with local standards, accepting such benefit is prohibited if it would obligate, or appear to obligate, CLINUVEL or its Representative to act in a certain way. Accepting any gift from a health care professional is expressly prohibited under any circumstances.

Representatives should consult with the Company Secretary with any questions about these requirements.

7. Political and Charitable Contributions

Under no circumstances are Representatives permitted to make a contribution in CLINUVEL's name to any political candidate or organization.

CLINUVEL supports community development throughout the world and may from time to time make charitable contributions to *bona fide* charitable organizations established to further community health and well-being; any contemplated support in this regard must be pre-approved in writing by the Chief Executive Officer.

Representatives are of course free to make personal charitable contributions to organizations of their choice using their own personal funds; however, Representatives are not permitted to use Company resources to personally support such charitable organizations not specifically sanctioned or approved by CLINUVEL.

Any approved donations are reported in the CLINUVEL Annual Report.

Representatives should consult the Company Secretary with any questions about permissible use of Company resources.

8. Cash Payments Prohibited

Cash payments of any kind to a third-party, other than documented petty cash disbursements, payments for executed written agreements, or other valid and approved payments, are prohibited. Company checks shall not be written to "cash", "bearer," or anyone other than the party entitled to payment except to replenish properly used petty cash funds.

9. Representatives

All third-party Company representatives must fully comply with the Laws.

10. Compliance

Representatives and agents of the Company must be familiar with and perform their duties according to the requirements set out in this Policy. Representatives who violate this Policy are subject to disciplinary action, up to and including dismissal. Third-party representatives who violate this Policy may be subject to termination of all commercial relationships with the Company.

To ensure that all Representatives are thoroughly familiar with the provisions of this Policy and the Laws, the Company shall provide anti-corruption training and resources to those Representatives as appropriate.

Any Representatives who suspect that this Policy may have been violated must immediately notify the Company as specified in the section entitled “Reporting Policy Violations” below. Any Representative who, in good faith, reports suspected legal, ethical, or Policy violations will not suffer any adverse consequence for doing so. When in doubt about the appropriateness of any conduct, the Company requires that you seek additional guidance before taking any action that may subject the Company to potential liability.

11. Duty to Cooperate

The Company may at times undertake a more detailed review of certain transactions. As part of these reviews, the Company requires all Representatives to cooperate with the Company, outside legal counsel, outside auditors, or other similar parties. The Company views failure to cooperate in an internal review as a breach of your obligations to the Company and will deal with this failure severely in accordance with any local laws or regulations.

12. Reporting Policy Violations

To report potential violations of this Policy, immediately notify your supervisor or the Company Secretary. You may also report potential violations anonymously or non-anonymously through the Company’s Whistleblower Policy. The Board shall be notified of any potential Policy violations, and the investigation and disposition thereof.

13. Other matters

If you have any questions arising from the Company’s Anti-Bribery and Anti-Corruption Policy, please contact the Company Secretary.

14. Review

This Policy can only be amended with the approval of the Board. The Company Secretary ensures the Policy is reviewed.

15. Approved and Adopted

This Policy was approved and adopted by the Board on 16 December 2024.

Document version control:

Custodian	Company Secretary
Date of next scheduled review	December 2026
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Regulators	ASX