



Anti-Bribery and Anti-Corruption Policy

NOVONIX Limited ACN 157 690 830

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SCOPE

This anti-bribery and anti-corruption policy (the “Policy”) applies to NOVONIX Limited, its affiliates, subsidiaries and divisions (collectively, the “Company”) all directors, officers and employees, of the Company, and any third-party or other person acting for or on behalf of the Company (collectively, “Company Personnel”).

This Policy should be read in conjunction with the Company’s Code of Conduct and all relevant Company policies, including, but not limited to, policies dealing with whistleblowing and continuous disclosure.

PURPOSE

This Policy reflects the Company’s commitment to combatting bribery and corruption and the Company’s zero-tolerance approach to such conduct. Based on the *U.S. Foreign Corrupt Practices Act* and the *UK Bribery Act 2010*, the gold standards for anti-bribery and anti-corruption compliance, the Policy also contains guidance intended to reduce the risk of bribery and corruption for Company Personnel. Such persons must comply with the letter and spirit of the Applicable Anti-Corruption Laws (as defined below) and shall conduct themselves in accordance with all laws and regulations applicable to the Company in each jurisdiction in which the Company operates or to which it is subject, regardless of the location of the Company Personnel’s office or residence. The point is worth emphasizing: the Company strictly prohibits all forms of bribery and corruption.

OUR VALUES – A MESSAGE FROM OUR CEO

NOVONIX is on a journey to help provide revolutionary solutions to the battery industry to enable the adoption of clean energy. NOVONIX is also on a journey to create a culture of compliance through policies, training, risk assessments, reinforced messaging and a constant dialogue about compliance topics. While policies like this one provide the rules, compliance is lived, and each of us, beginning with me, has a role in creating a solid culture of compliance.

We begin by reading and being trained on this Policy. But we do more. We reject all forms of bribery and corruption. We ask questions. We speak out when there are concerns to report. We suggest improvements. And we remain curious about compliance topics. In the process, we safeguard the Company, carry out our obligations to stakeholders, operate transparently and lawfully in all jurisdictions where NOVONIX has a presence and honor our values.

This Policy thus reflects our values, which require that we act legally, ethically, honestly, conscientiously and justly, in accordance with the law, and in the interests of shareholders, employees and other stakeholders. In representing the Company, we are expected to act in a manner consistent with these key values:

- our actions must be governed by the highest standards of integrity and fairness;
- our decisions must be made in accordance with the spirit and letter of the applicable law;



- our business must be conducted honestly and ethically, with our best skills and judgment, and for the benefit of customers, employees, shareholders and the Company alike; and
- we must report any concerns we have of unethical conduct and treat such reports fairly and promptly when made in good faith.

Remember that our compliance culture is stronger when we are curious and ask questions. I thus encourage you to pose any questions about this Policy to our Legal department or through the hotline described below. And I thank you for joining me on this compliance journey.

- Chris Burns, Co-Founder & CEO, NOVONIX

DEFINITIONS

The following terms shall have the following definitions for purposes of the Policy:

“Anything of Value” means any financial or other advantage or benefit including any cash, cash equivalents, gifts, services, meals, travel, entertainment, hospitality, loans, political contributions, charitable donations, promises or offers of employment, discounts or other favorable terms on a product or service, investment opportunities or any other thing to which value could attach.

“Applicable Anti-Corruption Laws” means all laws and regulations in the jurisdictions in which the Company operates, or to which the Company or Company Personnel may be subject, regarding bribery, corruption or the keeping of accurate books and records or maintenance of adequate internal accounting controls.

“Facilitation Payment” means a payment made to a Public Official, as defined below, directly or indirectly through another person or entity, to perform or expedite the performance of a routine, non-discretionary act that the Public Official is otherwise required to perform as part of his or her ordinary duties. Examples of facilitation payments include payments to obtain visas or police protection, when these are non-discretionary acts.

“Governmental Authority” means (i) any governmental body at the national, provincial, state or local level (or any subdivision thereof), including executive, legislative, judicial, administrative and military bodies and any department, agency or instrumentality thereof; (ii) entities partially or wholly-owned or controlled, directly or indirectly, by a government body, including state-owned companies, sovereign wealth funds and entities owned by sovereign wealth funds; (iii) any public international organization (e.g., the United Nations, the World Bank, the International Red Cross, etc.); and (iv) any political party or campaign.

“Prohibited Benefit” means the offer, promise, provision, payment or authorization to pay or provide Anything of Value, directly or indirectly through another person or entity, to:

- (a) a Public Official (or another at a Public Official’s assent or acquiescence) to influence any official act, decision or failure to act to help the Company or any other person or entity obtain, retain or direct business or secure an advantage in the conduct of business; or



- (b) any other person to induce or reward the improper performance of his or her duties or obligations or where it is known or believed that the acceptance would itself constitute improper performance of his or her duties or obligations; or
- (c) when a person requests, agrees to receive or accepts Anything of Value, directly or indirectly through another person or entity:
 - (i) intending to or anticipating that he or she will perform his or her role improperly as a result;
 - (ii) where the very act of requesting, agreeing to receive or accepting would amount to the improper performance of that person's role; or
 - (iii) as a reward for having improperly performed his or her role;
- (d) anything else that would otherwise violate Applicable Anti-Corruption Laws or the Policy.

“Public Official” means (1) any officer or employee of a Governmental Authority, (2) any individual holding a legislative, administrative or judicial position of any kind of a country or territory, whether appointed or elected, or (3) any person acting in an official capacity or exercising a public function for or on behalf of any Governmental Authority, any country or territory or for a public agency or public enterprise of that country or territory. It includes officials, employees and agents from international organizations and political party officials and candidates for office.

PROHIBITIONS

The solicitation of or demand for a Prohibited Benefit or any attempt to extort a Prohibited Benefit must be reported to the Chief Legal and Administrative Officer as soon as practicable, as must be any instances of Company Personnel requesting, agreeing to receive or accepting a Prohibited Benefit.

No Company Personnel may do anything that would constitute a violation of Applicable Anti-Corruption Laws or this Policy.

Public Officials

The Company and Company Personnel shall not directly, or indirectly through another person or entity, offer, promise, provide, pay, or authorize payment or provision of a Prohibited Benefit to a Public Official.

It is irrelevant whether a Prohibited Benefit is accepted or ultimately paid. Merely offering or promising a Prohibited Benefit violates this Policy and may constitute a violation of Applicable Anti-Corruption Laws.

In addition, the Company and Company Personnel shall not, on behalf of the Company, pay or provide, directly or indirectly through another person or entity, Anything of Value, including meals, gifts, travel, and entertainment or any other form of hospitality for or to Public Officials, or make political contributions or charitable donations benefiting a Public Official. Indeed, Company and Company Personnel must take extra care when interacting with Public Officials to avoid even the appearance of impropriety.



Private Parties

The Company and Company Personnel shall not, directly or indirectly through another person or entity, offer, promise, provide, pay or authorize payment or provision of a Prohibited Benefit to any private party (individual or entity).

Benefits from Others

The Company and Company Personnel shall not, directly or indirectly through another person or entity, request, agree to receive or accept a Prohibited Benefit from any individual or entity as an inducement or reward for the improper performance of any function or business-related activity.

Facilitation Payments

Facilitation Payments are prohibited under the Policy. Any requests for Facilitation Payments must be reported to the Company's Chief Legal and Administrative Officer as soon as practicable.

MEALS, GIFTS, TRAVEL, ENTERTAINMENT AND PROMOTIONAL OR MARKETING EXPENSES

To reiterate, the Policy prohibits paying or providing, directly or indirectly through another person or entity, Anything of Value, including meals, gifts, travel and entertainment or any other form of hospitality, for or to Public Officials.

All other meals, gifts, travel and entertainment or other form of hospitality and any promotional or marketing expenses must be properly authorized and documented in accordance with the Company's Travel and Expense Policy available on [the Hub](#) and must be properly recorded in the Company's books and records, as indicated below.

CHARITABLE DONATIONS AND POLITICAL CONTRIBUTIONS

Charitable contributions, concessions and donations of goods and services cannot be provided by the Company where: (1) they will benefit, directly or indirectly, a Public Official or (2) the purpose is to influence any act or decision of a Public Official, induce a Public Official to do or omit any action in violation of his or her lawful duty, secure an improper advantage or induce the Public Official to use his or her influence to affect an official act or decision.

The making of donations to charities or civic organizations on behalf of the Company requires the prior written approval of the Chief Legal and Administrative Officer. Such donations will only be approved after investigation of the proposed recipient entity in a manner similar to that used to investigate prospective business relationships. While the Company believes in contributing to the communities in which it conducts business, the Company will investigate proposed recipients to ascertain whether the charity or civic organization is bona fide. All approved donations must be properly recorded in the Company's books and records, as indicated below.

Under Section 17 of the Company's Code of Conduct, Company Personnel may not make political contributions on behalf of the Company.

REPORTING VIOLATIONS



You are required to report any actual, potential or suspected breaches of the Policy and violations of Applicable Anti-Corruption Laws and other laws, among other unethical, illegal, fraudulent or undesirable conduct, as soon as practicable. The Company has adopted a Whistleblower Policy that applies to all Company Personnel and sets out the Company's policy regarding the reporting of, and dealing with, actual, potential or suspected breaches of the Policy, violations of Applicable Anti-Corruption Laws and other laws, among other unethical, illegal, fraudulent or undesirable conduct. A copy of the Whistleblower Policy is available on [the Hub](#).

To facilitate the submission of concerns under the Policy in a confidential and secure manner and in accordance with the rules of the U.S. Securities and Exchange Commission for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters, the Company has implemented a confidential Ethics & Compliance Hotline. You may file a report via the Ethics & Compliance Hotline using either of two encrypted and secure methods: via telephone at 833-304-2392 or online at www.whistleblowerservices.com/nvx.

In addition, you may raise your concerns with:

- (a) your supervisor, unless your supervisor's knowledge or conduct is at issue; or
- (b) the Chief Legal and Administrative Officer

All issues can also be raised with members of higher management, who will assess the appropriate action to be taken under the circumstances.

ANTI-RETALIATION

The Company does not tolerate acts of retaliation against any Company Personnel who makes a good-faith report of known, potential or suspected breaches of the Policy or violations of Applicable Anti-Corruption Laws or other laws, among other concerns. Any such retaliation may result in disciplinary action, up to and including termination of employment, or termination of a contract or engagement. Nor will the Company tolerate discrimination against anyone for raising concerns or reporting issues.

INVESTIGATIONS

Preliminary investigations of reported breaches will be administered by the Chief Legal and Administrative Officer (or his or her designee) or, in certain instances, the Board of Directors or the Audit & Risk Management Committee of the Board (depending on the nature of the reported matter). Investigations of reported breaches will be conducted in as confidential a manner as possible. The Company may engage external resources to assist with an investigation. Company Personnel should assist with investigations, to the extent possible, as and when requested.

DISCIPLINE

Breach of this Policy may result in disciplinary action or other penalties, including termination of employment or termination of a contract or engagement. The Company also reserves the right to inform the appropriate authorities when the Company has determined or reasonably believes that there has been criminal activity or a violation of the law or when the Company is required by law to do so. Any breaches of the prohibitions set forth in this Policy will be communicated [by the



Chief Legal and Administrative Officer] to the Board of Directors or the Audit & Risk Management Committee of the Board.

BOOKS AND RECORDS PROVISIONS AND INTERNAL CONTROLS

All books, records and accounts shall be kept accurately and shall fairly reflect all transactions and dispositions of assets. Legal practices and accounting principles applicable to the Company (International Financial Reporting Standards, as of the effective date of this Policy) for accounting and financial reporting shall be followed by all Company employees, and no undisclosed or unrecorded accounts are to be established for any purpose. False or misleading entries are not to be made in the Company's books and records for any reason.

In addition, the Company shall maintain a system of internal accounting controls sufficient to provide reasonable assurances that:

- (a) transactions are executed in accordance with management's general or specific authorization;
- (b) transactions are recorded as necessary to permit preparation of financial statements in conformity with applicable principles and maintain accountability for assets;
- (c) access to Company assets is permitted only in accordance with management's general or specific authorization; and
- (d) recorded transactions in corporate assets are compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any noted differences.

THIRD PARTIES

Before entering into an agreement with a third-party that may act on behalf of the Company with regard to Governmental Authorities or other instrumentalities, written assurances that the third-party understands and will abide by this Policy are required.

Prior to the Company retaining a third-party , the Chief Legal and Administrative Officer shall conduct, or cause to be conducted, a risk-based due-diligence review to research and document in writing the reputation, background and past performance of the prospective third-party . Such background investigations may include interviews with principals of the third party. The Company shall only retain a third-party using a written agreement that contains appropriate anti-corruption provisions, including, but not limited to, the following provisions as appropriate in the context of each particular transaction:

- The third-party's acknowledgment that he or she understands the provisions of this Policy and agrees to comply with its terms and with any other applicable laws;
- The third-party's acknowledgment that the contents of the agreement may be disclosed by the Company to other third parties including government agencies;



- The third-party's representation and warranty that neither it, nor any of its owners, directors, officers, principals or key employees are Public Officials - and that it will promptly inform the Company of any changes in that regard;
- Payments by the Company will be made by check made out in the third-party's name or by wire transfer to a bank account that is registered in the name of the third-party and located in the country in which the services are to be performed;
- The possibility of automatic termination without compensation in the event the third-party has violated the Policy;
- Annual certifications by the third-party of its compliance with applicable laws and the Policy; and
- The Company shall have the right to audit the third-party's compliance with the agreement and the Policy.

ACKNOWLEDGEMENT OF COMPLIANCE AND TRAINING

All Company Personnel are expected to comply with this Policy and to:

- Execute the certification of receipt that shall be provided yearly regarding receipt of and compliance with the Policy; and
- Complete any related training required by the Legal Department.

THE CHIEF LEGAL AND ADMINISTRATIVE OFFICER'S RESPONSIBILITIES

All Company Personnel are responsible for complying with the Policy and ensuring that those who report to them or are operating at their direction or under their supervision also comply with the Policy. The Chief Legal and Administrative Officer shall be responsible for administering the Policy. In particular, the Chief Legal and Administrative Officer shall be responsible for:

- Establishing and maintaining the practices and procedures required to implement the Policy;
- Ensuring that the Policy is provided to all Company Personnel;
- Ensuring that training on the substance of the Policy is provided to all Company Personnel, as appropriate;
- Procuring certifications of compliance from Company Personnel on, at a minimum, an annual basis;
- Ensuring that any investigation required to be conducted under the Policy is properly conducted; and
- Maintaining a centralized file with all records and documentation related to and in connection with compliance with the Policy and Applicable Anti-Corruption Laws.



The Company's Chief Legal and Administrative Officer is authorized to employ all means and resources required for purposes of administering the Policy and otherwise fulfilling the Company's duties and obligations under it, including the employment of outside consultants and advisors as needed.

ADMINISTRATION OF THIS POLICY

The Company expressly reserves the right to change, modify, or delete the provisions of this Policy without notice. NOVONIX will comply with all applicable federal, state, provincial, and local laws. In case of any conflict or inconsistency between this Policy and applicable federal, state, provincial, and/or local law, the applicable law shall govern.

The Legal Department is responsible for the administration of this Policy. All Team Members are responsible for consulting and complying with the most current version of this Policy. If you have any questions regarding this Policy or concerning the scope or delegation of authority, please contact the Legal Department.