

ANTI-BRIBERY AND ANTI- CORRUPTION POLICY

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Version	Effective Date	Anti-Bribery and Anti-Corruption Policy
1.0	21 August 2019	Chief Legal Officer

Term	Definition
The Board	Means the Centrepoint Alliance Limited Board of directors.
Bribery	Has the meaning given in Section 3.
Centrepoint and CAF	Means Centrepoint Alliance Limited (ACN 052 507 507).
CAF Group	Means CAF and its related bodies corporate.
Corporations Act	Means the <i>Corporations Act 2001 (Cth)</i> as amended from time to time.
Corruption	Has the meaning given in Section 3.
ERC	<p>Means the CAF Executive Risk Committee.</p> <p>The ERC is responsible (among other things) for establishing and maintaining risk management to ensure the CAF Group complies with the applicable laws, statutory obligations and corporate policies (excluding those which are separately managed by another committee, e.g. financial services laws).</p>
Executive team	Means a team of senior executives within CAF, as nominated from time to time.
Fraud	Has the meaning given in Section 3.
GARCC	<p>Means the CAF Group Audit, Risk and Compliance Committee.</p> <p>The GARCC is a committee of the Board established in accordance with the constitution of CAF. Accordingly, the GARCC is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities.</p>
Officer	Has the meaning given to that term in the Corporations Act.

1. WHO DOES THIS POLICY APPLY TO?

This Policy applies to all Officers, employees, authorised representatives and contractors of the CAF Group

2. WHAT IS THIS POLICY?

Centrepoint and its related bodies corporate are committed to:

- (a) conducting business in an honest and ethical manner;
- (b) taking a zero-tolerance approach to bribery and corruption; and
- (c) acting professionally, fairly and with integrity in all its business dealings and relationships by implementing and enforcing effective systems to counter corruption.

The purpose of this Anti-Bribery and Anti-Corruption Policy (Policy) is to ensure:

- (a) Centrepoint's opposition to all forms of corruption, bribery and fraud;
- (b) that measures are taken by Centrepoint to prevent bribery, fraud and corruption within the business; and
- (c) that there are processes for reporting suspicions or accusations of bribery, corruption or fraud by Centrepoint's Officers, employees, authorised representatives and contractors.

To achieve this, Centrepoint has adopted the following principles:

- (a) We take a 'zero-tolerance' approach to all forms of bribery, corruption and fraud and are strongly committed to deliver accountability and transparency to all stakeholders.
- (b) We have an obligation to clients to implement processes to ensure that fraud is, to the fullest extent possible, prevented and mitigated against.
- (c) We understand that in many countries, corruption is one obstacle to economic and social justice. We will educate and require all Officers, employees, authorised representatives and contractors to take care to avoid participating in practices which promote corruption.
- (d) We understand our obligations with respect to corruption and bribery and are committed to its compliance with relevant legislative and regulatory requirements.
- (e) Our Officers, employees, authorised representatives and contractors:
 - (i) have a responsibility to help detect, prevent and report instances of bribery and corruption and any other wrongdoing;
 - (ii) may not authorise, offer, promise or give a bribe to anyone in the public or private sector;
 - (iii) may not authorise, demand, request, receive, accept, solicit, agree to accept, receive or take a bribe from anyone in the public or private sector;
 - (iv) must not misuse funds or other Centrepoint property or that of its clients (such as but not limited to intellectual property, confidential information and information of third parties);
 - (v) must comply with relevant policies;

- (vi) if in a situation where their employment or contractual duties or responsibilities conflict or may conflict with their personal interests, must disclose the conflict to their manager or a member of the ERC.

Personnel who breach this policy will face disciplinary action.

3. WHAT ARE BRIBERY, CORRUPTION AND FRAUD?

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

Corruption is the abuse of entrusted power for private gain. Commonly this includes bribery or blackmail through the withholding or providing of services in return for personal gain.

Fraud is dishonestly obtaining a benefit, or causing a loss, by deception or other means. This may include theft of funds from Centrepont or its clients.

4. HOW CAN BRIBERY, CORRUPTION OR FRAUD BE DEALT WITH?

Prevention

- (a) Centrepont may undertake pre-employment or pre-appointment nationwide police checks for its Officers, employees, authorised representatives and contractors. Those pre-employment or pre-appointment checks require potential candidates to disclose any name changes and/or relevant charges which may influence their employment or appointment with Centrepont or any of its related bodies corporate.
- (b) The prevention, detection and reporting of bribery and other forms of corruption and fraud are the responsibility of all those working for Centrepont. All Officers, employees, authorised representatives and contractors are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- (c) Centrepont will not provide loans to Officers, employees or contractors for any purpose. Any reimbursement of costs properly incurred as part of Centrepont operation must be properly accounted for through Centrepont's accounting processes.
- (d) All new policies should be written with consideration of risks associated with the potential for financial wrongdoing or impropriety.

Gifts or Benefits

The CAF Group Code of Conduct provides that gifts or benefits that may appear to influence any aspect of our work must be neither solicited nor accepted. Such gifts or benefits might include things like money,

property, a discounted service or goods (consideration), a service or hospitality. Receipt of gifts can be perceived as an inducement to act in a particular way, thus creating a real or apparent conflict of interest. Please refer to the Conflict of Interest Policy for further information.

Centrepont Officers and employees:

- may not accept gifts of money in any circumstances;
- may accept unsolicited gifts or benefits of a nominal value attached to social and cultural events, promotional activities or visits if the acceptance poses no compromise;
- may where practicable, donate consumable gifts to charitable organisations.

Centrepont Officers and employees must not offer or give any gift or benefit:

- Which could be regarded as illegal or improper;
- To any public employee, government official or representative.

Charitable contribution

Charitable support and donations are acceptable, whether of knowledge, time, or direct financial contributions. However, Officers, employees, authorised representatives and contractors must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

Reporting (whistleblowing)

- (a) Centrepont's Officers, employees, authorised representatives and contractors should be aware that at times corrupt individuals may seek to delay or disrupt services to acquire bribes of money or goods. In all instances, Officers, employees, authorised representatives and contractors should avoid indulging such requests. If an Officer, employee, authorised representative or contractor suspects a contact of bribery or corrupt behaviour, they should seek advice from a member of the ERC on an appropriate course of action.
- (b) Any individual with suspicions of bribery, corruption or fraud carried out by an Officer, employee, authorised representative or contractor of the CAF Group, should immediately raise their concerns with a member of the ERC.
- (c) To the extent possible, investigations regarding this policy will be conducted confidentially.
- (d) Actual or suspected breaches may also be reported anonymously however it is important to remember that anonymous reports may be difficult to investigate if relevant information is missing. For this reason, whistle-blowers are encouraged to provide as much information as possible when reporting an actual or suspected breach.
- (e) Centrepont is committed to ensure any Officers employees, authorised representatives or contractor who, in good faith, reports an actual or suspected breach of this policy is protected from any retaliation in the workplace.

Response to accusations of fraud

- (a) The ERC or their delegate will undertake a confidential investigation to attempt to clarify the truth of any accusation, taking steps where appropriate to prevent future or ongoing fraud, or cover-up of misdoings.
- (b) If appropriate a case may be referred to law enforcement agencies. Such action will be at the discretion of the ERC.

5. FURTHER INFORMATION

AVAILABILITY OF THE POLICY

1. For Officers and employees of the CAF Group, this Policy is published on the secure staff portal. For authorised representatives of the CAF Group, this Policy is available of the relevant Licensee intranet.
2. This Policy is also available on the Corporate Governance section of the CAF website at <https://www.centrepoinalliance.com.au/investor-centre/corporate-governance/>.

FOR MORE INFORMATION

If you would like more information on this Policy, please contact the Professional Standards team by emailing professionalstandards@cpal.com.au or by calling Professional Standards on 1300 557 598.