

## 1. INTRODUCTION AND PURPOSE

Credit Clear Limited (together with its subsidiaries (unless the context requires otherwise), the **Company**) is committed to operating in a manner consistent with the laws and regulations of the jurisdictions in which its businesses operate, including those relating to anti-bribery and corruption.

Honesty, integrity and fairness are considered integral to the way our businesses operate, and conduct associated with bribery and corruption is inconsistent with these values.

The Company has developed a strict policy which prohibits employees or other personnel or representatives of the Company from engaging in activity that constitutes bribery or corruption (**Policy**).

Laws prohibiting the types of improper payments covered by this Policy apply everywhere that the Company has operations and/or engages in trading activities. These laws apply to the Company as well as employees or other personnel or representatives working for or on behalf of the Company.

The purpose of this Policy is to:

- (a) set out the responsibilities of the Company and Employees and Representatives (defined below) in observing and upholding the prohibition on bribery and related improper conduct; and
- (b) provide information and guidance on how to recognise and deal with instances of bribery and corruption.

In this Policy, third party means any individual or organisation with whom Employees and Representatives, come into contact during the course of their employment or business relationships with the Company, and includes actual and potential clients, customers, suppliers, joint venture partners, contractors, agents, intermediaries, consultants, distributors, business contacts, advisers and government and public bodies and regulators.

## 2. APPLICATION OF THIS POLICY

This Policy applies to employees or other personnel or representatives at all levels and grades, including senior executives, officers, directors and employees (whether permanent, fixed-term, casual, contracting, consulting or temporary), who are employed by, act for or represent the Company (**Employees and Representatives**).

## 3. RESPONSIBILITY FOR POLICY COMPLIANCE

The Company has designated the Chief Legal Counsel as the person responsible for monitoring and applying this Policy (**Anti-Bribery Officer**).

All Employees and Representatives are required to understand and comply with this Policy and to follow the reporting requirements set out in this Policy. All Employees and Representatives should be vigilant and report any breaches or suspicious activity in accordance with the Company's Code of Conduct.

## 4. CONSEQUENCES OF BREACHING THIS POLICY

Bribery and the related improper conduct addressed by this Policy are very serious offences.

If the Company is found to have taken part in bribery or any other related improper conduct addressed by this Policy it could (among other things) face civil or criminal penalties, lose contracts and suffer reputational harm. An individual may be subject to penalties or lengthy terms of imprisonment.

Breach of this Policy by Employees and Representatives will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment. 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.

The Board will be informed of any material breaches of this Policy.

### 5. WHAT IS BRIBERY?

Bribery has three elements:

- (a) there must be an act of offering, promising, giving or accepting a benefit;
- (b) the act must be undertaken 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; and
- (c) the act must provide a business advantage that is not legitimate to a person with whom the Company has dealings.

The relevant laws apply to bribery of public officials as well as bribery in respect of any commercial transaction in the private sector. It is irrelevant if the bribe is accepted or ultimately paid. Merely offering a bribe will usually be sufficient for an offence to be committed.

Bribery can take many forms. The benefit that is offered, given or accepted may be monetary or non-monetary. For instance, it may involve non-cash gifts, political or charitable contributions, loans, reciprocal favours, business or employment opportunities or lavish corporate hospitality.

Acts of bribery are designed to improperly influence an individual in the performance of their duty or function. Whether the payee or recipient of the act of bribery or corruption works in the public or private sector is irrelevant. The relevant laws apply to bribery of public officials as well as bribery in respect of any commercial transaction in the private sector.

Bribery can encompass both direct and indirect forms, such as:

- (a) a person procuring an intermediary or an agent to make an offer which constitutes a bribe to another person; or
- (b) an offer which constitutes a bribe is made to an associate of a person who is sought to be influenced.

Examples of “red flags” indicative of bribery or corruption are set out in Schedule 1.

### 6. PROHIBITION ON BRIBERY

Employees and Representatives must not give, offer, promise, accept or request a bribe and must not cause a bribe to be given, offered, promised or accepted by another person.

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 favour.

Such actions are in breach of this Policy and illegal in the jurisdictions in which the Company operates.

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

### 7. GIFTS, ENTERTAINMENT AND HOSPITALITY

The Company recognises that accepting or offering gifts, entertainment or hospitality of moderate value is customary and in accordance with local business practice. The Company, however, prohibits the offering or acceptance of gifts or hospitality in circumstances which could be considered to give rise to undue influence.

The Company HR Policy Suite/ Code of Conduct may, from time to time, set out the financial limits on gifts, entertainment or hospitality that may be accepted or offered, or may ban the offering or acceptance of any gifts, entertainment or hospitality entirely. Where the offering or acceptance of gifts, entertainment or hospitality is permitted for a division, business unit or particular officer, the Anti-Bribery Officer will set the financial threshold above which gifts, entertainment or hospitality must be recorded in the Company Gifts and Hospitality Registry (**gift registration threshold**).

Where the offering or acceptance of gifts, entertainment or hospitality is permitted, they may only be offered or accepted where all of the following conditions are met:

- (a) it is done for the purpose of general relationship building only;
- (b) it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- (c) it complies with the local law of the jurisdiction in which the expenditure is made;
- (d) it is given in an open and transparent manner; and
- (e) it does not include cash, loans or cash equivalents (such as gift certificates or vouchers).

If the value of any gifts, entertainment or hospitality exceeds the gift registration threshold, it must be promptly recorded in the Company Gifts and Hospitality Register. Further information may be required from any person to verify that the conditions set out above are met in relation to any gifts, entertainment or hospitality that is recorded on the Company Gifts and Hospitality Registry.

The practice of giving business gifts and taking part in corporate hospitality events varies between countries, regions and industries, and what may be normal and acceptable in one may not be in another. It is a matter to be approached conservatively and prudently by Employees and Representatives.

The frequency with which gifts, entertainment or hospitality are provided to a single individual or single organisation over time may be such that receipt on multiple occasions may be viewed as a breach of this Policy. It may also be a breach of this Policy if gifts, entertainment or hospitality are received in a context that makes them inappropriate (for example, the provider is in the process of a competitive tender).

**8. FACILITATION PAYMENTS, SECRET COMMISSIONS AND MONEY LAUNDERING**

The making of facilitation payments by the Company is prohibited. Facilitation payments are typically minor, unofficial payments made to secure or expedite a routine government action by a government official or employee.

Secret commissions are also prohibited. Secret commissions typically arise where a person or entity (such as an Employee or Representative) offers or gives a commission to an agent or representative of another person (such as a customer of the Company) which is not disclosed by that agent or representative to their principal. Such a payment is made as an inducement to influence the conduct of the principal's business.

Money laundering is also prohibited. Money laundering is 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.

Employees and Representatives who have any suspicions, concerns or queries regarding a payment made by or on behalf of the Company should report this in accordance with the requirements of the Company Code of Conduct.

**9. POLITICAL AND CHARITABLE DONATIONS**

Political donations shall not be made.

Apart from political 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. Accordingly, care must be taken to ensure that the charity or cause is legitimate.

No charitable donation other than community involvement activities may be offered or made without the prior approval of the Anti-Bribery Officer.

The Anti-Bribery Officer may put in place standing authorities for managers to make donations to specified levels, provided that these are consistent with delegated authorities, are reviewed annually and are made available to the Company's auditor.

**10. JOINT VENTURES AND ACQUISITIONS**

Prior to any acquisition of a new company or business or entry into a proposed joint venture partnership, anti-bribery due diligence must be undertaken in accordance with the procedures set out in Schedule 2. Detailed written records of those investigations must be retained.

Additionally, where the Company has an existing interest in a joint venture, or is considering acquiring such an interest, it must comply with the following procedures:

- (a) where the Company effectively controls a joint venture, the joint venture must comply with this Policy;
- (b) where the Company does not have effective control of a joint venture, the Company is committed to exercising its influence to assist the joint venture entity to avoid improper conduct; and
- (c) any Company Employees and Representatives engaged with a joint venture partner should pay attention to signs of improper conduct and voice or report concerns where appropriate.

**11. ACCOUNTING AND RECORD KEEPING**

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties (including due diligence reports), such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts may be kept “off-book” to facilitate or conceal improper payments.

All expenditure by Employees and Representatives, including on gifts, entertainment and hospitality, shall be included in expense reports and approved in accordance with the Company’s applicable policies and procedures.

**12. RESPONSIBILITIES OF EMPLOYEES AND REPRESENTATIVES**

All Employees and Representatives must understand and comply with this Policy.

The prevention, detection and reporting of bribery and other improper conduct addressed by this Policy are the responsibility of all those working for or engaged by the Company. All Employees and Representatives are required to avoid any activity that might lead to, or suggest, a breach of this Policy.

Employees and Representatives must immediately report their concern in accordance with the requirements of the Company Code of Conduct if they believe or suspect that a conflict with this Policy has occurred, or may occur in the future.

**13. HOW TO RAISE A CONCERN**

Employees and Representatives must report suspected or actual instances of bribery or other improper conduct in accordance with the requirements of the Company Code of Conduct.

If anyone is unsure whether a particular act constitutes bribery, a facilitation payment, a secret commission or money laundering, or has any other queries, they should ask the Anti-Bribery Officer.

Suppliers, contractors or other business partners who have any concerns which they wish to raise under this Policy should refer to and raise their concerns in accordance with the Company Whistleblower Policy and Company Code of Conduct.

All reports will be handled in accordance with the Company Whistleblower Policy.

**14. TRAINING AND COMMUNICATION**

Training on this Policy forms part of the induction process and should be conducted annually for all relevant Employees and Representatives. Training for Employees and Representatives can be conducted online or in-person.

The Company’s prohibition on bribery should be communicated to all suppliers, contractors and business partners at the outset of the Company’s business relationship with them, and as appropriate during the course of their work for the Company. Where the volume of suppliers, contractors and business partners for the Company makes communication to all of them prohibitive or onerous, the Company may communicate this Policy to those operating in the most high risk jurisdictions and otherwise in accordance with any guidelines issued by the Company’s legal team from time to time and as disclosed on the Company’s website.

**15. REVIEWS, CHANGES TO AND PUBLICATION OF THIS POLICY**

The Anti-Bribery Officer will review this Policy and related procedures as often as they consider necessary to check if reports or breaches were appropriately recorded, investigated and responded to and ensure this Policy and related procedures remain effective and relevant to the current needs of the Company.

The Board may change this Policy from time to time by resolution.

This Policy will be made available on the Company's website.

**Policy history**

| <b>Date</b> | <b>Action</b> | <b>Description</b>                           |
|-------------|---------------|--|
| 18/08/20    | Created       | Initial version created by Company Secretary |
| 19/08/20    | Approval      | Approved by the Board                        |
| 08/11/21    | Approval      | Approved by the Board                        |

**SCHEDULE 1****POTENTIAL RISK SCENARIOS: RED FLAGS**

The following is a list of bribery and corruption “red flags” that may arise during the course of working for or providing services to the Company. The list is for illustration only and is not intended to be exhaustive.

If you encounter any of the following, you must report them promptly in accordance with paragraph 13 of this Policy.

- (a) You learn that a third party engages in, or has been accused of engaging in, improper business practices.
- (b) You learn that a third party has a reputation for paying bribes.
- (c) A third party insists on receiving a commission or fee payment before committing to sign up to a contract with the Company, or carrying out a government function or process for the Company.
- (d) A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made.
- (e) A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business.
- (f) A third party requests an unexpected additional fee or commission to “facilitate” a service.
- (g) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.
- (h) You learn that a colleague has been taking out a particular supplier for very expensive and frequent meals.
- (i) A third party requests that a payment is made to “overlook” potential legal violations.
- (j) A third party requests that the Company provide employment or some other advantage to a friend or relative.
- (k) You receive an invoice from a third party that appears to be non-standard or customised.
- (l) A third party insists on the use of side letters or refuses to put terms agreed in writing.
- (m) You notice that the Company has been invoiced for a commission or fee payment that appears large given the service stated to have been provided.
- (n) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Company.
- (o) You are offered an unusually generous gift or offered lavish hospitality by a third party.

**SCHEDULE 2****PROCEDURES FOR JOINT VENTURES AND ACQUISITIONS**

The Company must implement the following procedures in relation to a proposed joint venture partnership, or where a target for a merger or acquisition is identified:

- (a) where the Company effectively controls a joint venture, the joint venture must comply with this policy;
- (b) where the Company does not have effective control of the joint venture, the Company must exercise its influence to assist the joint venture to avoid improper conduct;
- (c) If the Company is considering acquiring an interest in a joint venture or merger or acquisition of a target (**Target**), the Company must:
  - (i) undertake sufficient due diligence to ensure that it is appropriate for the Company to enter into contractual relations with that prospective joint venture partner or merger or acquisition target (**Target**);
  - (ii) complete a due diligence report based on due diligence that seeks to identify any indications or “red flags” that the relationship with the proposed Target might expose the Company, their directors, officers or employees, to allegations of corruption, bribery or violations of any related laws. Any contractual relations with a proposed Target cannot be entered into if issues identified in due diligence cannot be satisfactorily resolved; and
  - (iii) ensure that any contractual arrangements with the Target include standard terms, representations as well as any third party agent and representative agreements approved by the Anti-Bribery Officer concerning anti-bribery and other issues addressed by this Policy.
- (d) Employees and Representatives engaged with the Target should pay attention to signs of improper conduct, and voice or report concerns where appropriate.