

Anti-Bribery and Anti-Corruption Policy

Document Management

Version Control	Date	Description of change
V.202008.1	21/08/2020	Original copy
	26/08/2020	Approved by the Audit & Risk Committee

1 Objective, Purpose and Roles & Responsibilities

1.1 Objective

Prospa is committed to promoting and supporting a culture of honesty, corporate compliance and ethical behaviour. This Anti-Bribery and Anti-Corruption Policy is one of a number of policies that promote a culture of ethical behaviour both within Prospa and by Prospa within the community.

Prospa is also committed to the highest standards of conduct, transparency and ethical behaviour in all of its activities. Prospa has a zero tolerance policy in relation to bribery and corruption. This Policy details what constitutes Prohibited Conduct in this space as well as key parameters and considerations around the giving and receiving of gifts and benefits by and to Prospa Directors, Officers and Employees.

The Policy is aimed at protecting you and your reputation as well as minimising any potential negative consequences for you and Prospa in relation to instances which may appear to constitute bribery or corruption.

1.2 Summary of prohibitions and parameters

Under the Policy you must:

- not engage in any kind of bribery or corrupt behaviour, regardless of whether or not a benefit is given to or received from another person, including public officials. This prohibition applies regardless of the value of any such benefit;
- not give or accept gifts and/or benefits that will compromise, or may appear to compromise, the integrity and objectivity of Prospa or of you in performing your duties;
- not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest;
- not engage in any false accounting; and
- not make any political donations on behalf of the Group.

In addition to the above prohibitions, the Policy further sets out the terms and parameters under which gifts or benefits may be given or received by Prospa or its Directors, Officers and Employees. For gifts or benefits that may be given to or received from a third party, the relevant Prospa Director, Officer or Employee must report and record in the Gift and Entertainment Register any gift or benefit valued at \$250 per head or more that is received or given on behalf of Prospa.

1.3 Scope

This Policy applies to all Directors, Officers and Employees of Prospa. Any reference to “you” in this Policy is to such individuals.

The Policy applies globally. When travelling outside of Australia, Prospa Directors, Officers and Employees are subject to the laws of the country they are in; however, the principles of this Policy must be followed regardless of whether or not that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws which are of a lesser standard to this Policy, this Policy prevails.

2 Terms & Definitions

- 2.1 For the purposes of this Policy, "**Prospa**" includes Prospa Group Limited and each of its subsidiaries and related bodies corporate.
- 2.2 **Employee** includes all permanent, full-time, part-time, casual or contract employees of Prospa.
- 2.3 In this Policy, a **gift or benefit** may include cash, travel, entertainment, meals, gifts, services and other tangible or intangible benefits (including entering into contractual or commercial arrangements).
- 2.4 A **Bribe** is any inducement, reward or gift/benefit that is either offered, promised or provided to influence the behaviour of the recipient in order to gain a commercial, contractual, regulatory or personal advantage. This may take the form of a gift, a fee, monetary or non-monetary rewards or other advantages or inducements. **Bribery** includes any offer, promise, giving, acceptance or solicitation of an advantage as an incentive or inducement for an action which is illegal, unethical or constitutes a breach of trust.
- 2.5 **Corruption** is the misuse of a power in order to provide a particular advantage or achieve a particular outcome. This can include Bribery or other forms of dishonest or unethical behaviour.
- 2.6 **False Accounting** is an act or omission in relation to an accounting document for the purposes of concealing, disguising or enabling a Bribe.

3 Prohibited Conduct

3.1 What is "Prohibited Conduct"?

Directors, Officers and Employees of Prospa must not:

- offer, promise, give, request, accept, or agree to receive a Bribe, whether directly or indirectly;
- give or accept gifts or benefits that will compromise, or may appear to compromise, the integrity and objectivity of Prospa or of you in performing your duties;
- engage in any activity that is, or may appear to be corruption;
- undertake or be complicit in any False Accounting;
- give or accept gifts or benefits that may cause, or could appear to cause a conflict of interest; and
- make any political donations on behalf of the Group.

(each item above being "**Prohibited Conduct**" for the purposes of this Policy).

All interactions of Directors, Officers and Employees with third parties must comply with this Policy. Prospa and its Directors, Officers and Employees must not take any actions, whether direct or indirect, which create the appearance of impropriety regardless of whether there is any improper intent behind their actions.

Notwithstanding anything else in this Policy, the giving and receiving of cash (or cash equivalents including gift cards or equity instruments) to or from third parties by Prospa Officers, Directors or Employees is never permitted.

4 What gifts and benefits are permitted?

4.1 What is permitted?

Prospa permits the giving and receiving of normal and appropriate corporate entertainment, gifts, hospitality and promotional expenditure to or from third parties where this is undertaken:

- for the purpose of establishing and maintaining good business relationships;
- to improve the image and reputation of Prospa; or
- to present or showcase Prospa's services,

provided that such gifts or benefits are:

- made in good faith; and
- not offered, promised or accepted to secure an advantage for Prospa, the relevant Director, Officer or Employee or to influence the impartiality of the third party; and
- comply with the requirements set out in the remainder of this clause 4 above.

You should always consider the intention and motive behind any gift or benefit that you are giving or receiving. If there is an intention to improperly influence an individual or any outcome, then it is likely that such gift or benefit is or may be construed as Prohibited Conduct. In making this assessment you may also have regard to the surrounding circumstances, for example, it is often common for gifts to be given or received at the end of the year in connection with the holiday period and such gifts are unlikely to constitute Prohibited Conduct.

4.2 What if you are offered a gift or benefit by a third party?

If you are offered a gift or benefit by a third party in connection with your role at Prospa, or on behalf of Prospa, you must:

- ensure that receiving such gift or benefit will not constitute Prohibited Conduct as set out in clause 3.1; and
- if the gift or benefit has a value in excess of \$250 per head, you must record it in the Gift and Entertainment Register (which is available on Prospa intranet).

If, after considering this Policy, you are still in any doubt as to the appropriateness of any gift or benefit that you have been offered, you should consult your manager before it is accepted or otherwise as soon as possible.

4.3 What if you wish to give a gift or benefit to a third party?

If you wish to provide a gift or benefit to a third party in connection with your role at Prospa, or on behalf of Prospa, you must:

- ensure that providing such gift or benefit will not constitute Prohibited Conduct as set out in clause 3.1; and
- if the gift or benefit has a value in excess of \$250 per head, you must record it in the Gift and Entertainment Register (which is available on Prospa intranet).

If, after considering this Policy, you are still in any doubt as to the appropriateness of any gift or benefit you wish to give, you should consult your manager before it is given or otherwise as soon as possible.

5 Breaches of the Policy

5.1 Examples of what might constitute Prohibited Conduct

There are many scenarios that may constitute Prohibited Conduct or fall foul of relevant laws and regulations. The below is a non-exhaustive list of some scenarios which Prospa Directors, Officers or Employees may encounter which would be considered to be in breach of this Policy:

- giving, promising to give, or offering a gift or benefit to a third party with the expectation or hope that a business advantage will be received (or where such gift or benefit is given after-the-fact to reward a business advantage that has already given);
- giving, offering to give, or make a promise to a foreign public official to induce that public official to obtain or retain business or an advantage in the conduct of business; or
- requesting, agreeing to receive or accepting a gift or benefit (including a payment) from a third party where you know or suspect that it is offered with the expectation that it will obtain a business advantage for them.

5.2 Consequences of Breaching this Policy

Bribery, Corruption and False Accounting are very serious offences. In Australia, such offences are covered under the Criminal Code. If Prospa or one of its Directors, Officers or Employees is found to have taken part in Bribery, Corruption or False Accounting, Prospa and the relevant individual could face consequences including substantial fines and reputational harm. In addition, an individual may be subject to penalties or imprisonment.

Breach of this Policy by any Director, Officer or Employees of Prospa will be regarded as serious misconduct which may result in disciplinary action including termination of employment.

5.3 What if I believe Prohibited Conduct has occurred?

If you believe that you, or another Director, Officer or Employee of Prospa may have engaged in Prohibited Conduct, you should report such conduct to your manager. You may

also make a report of such conduct in accordance with the procedures set out in Prospa's Speak Up policy.

5.4 **Reporting to regulators**

Nothing in this Policy is intended to restrict any Director, Officer or Employee from disclosing suspected Prohibited Conduct, providing information to, or communicating with a government agency, law enforcement body or a regulator in accordance with any applicable law, regulation or prudential standard that may apply.

6 **General**

6.1 **Updating this Policy**

The General Counsel and the Audit and Risk Committee of Prospa will monitor and review the effectiveness of this Policy on an annual basis.

This Policy can only be amended with the approval of the Audit and Risk Committee.

6.2 **Records**

The General Counsel will maintain the Gift and Entertainment Register that is a record of all gifts and benefits given and received by Prospa and its Directors, Officers and Employees that exceed the value of \$250 per head.

6.3 **Access to this Policy**

This Policy will be made available on Prospa's intranet and website.