



GENEVA FINANCE LIMITED

ANTI-BRIBERY AND CORRUPTION POLICY (ABAC)

Version History

Version	Date	Owner	Approver	Amendments
1.0	31.01.2024	Head of Risk & Assurance	BOARD	NEW ABAC POLICY

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1. OVERVIEW

1.1 Purpose and Scope

1.1.1 This Policy and its supporting documents specify the mandatory requirements that apply to all Employees of Geneva Finance Limited (**GFL**), its controlled entities and associated parties to comply with applicable legal and regulatory obligations in relation to bribery and corruption.

1.1.2 The scope of this Policy is focused on corruption in the form of Bribery.

1.1.3 This Policy applies across **GFL**, including subsidiary entities and Employees, as well as to all agents, contractors and other Third Parties acting on behalf of **GFL**.

1.2 Roles and Responsibilities

1.2.1 All **GFL** Persons must comply with this Policy. Failure to do so may lead to disciplinary action including termination of employment or contracts and civil and/or criminal penalties as set in the Crimes Act 1961 and Secret Commissions Act 1910.

1.2.2 Business Leaders are accountable for implementing this Policy within their Division, managing any identified non-compliance in a timely manner and maintaining documentary evidence of implementation and compliance with policy.

1.3 Related Documents

- Code of Conduct
- Risk Management Framework
- Whistleblower Policy

1.4 Policy Principles

1.4.1 The Policy reflects the **GFL**'s commitment to:

- 1.4.1.1 Acting honestly, with integrity and upholding the highest ethical standards in all activities.
- 1.4.1.2 Zero tolerance for Bribery or corrupting payments in any form.
- 1.4.1.3 Complying with applicable anti-bribery and corruption laws.

1.4.2 Bribery is a serious offence and can result in criminal and civil penalties for any person or entity involved in such an offence.

1.4.3 Bribery is strictly prohibited in any form, whether directly by an Employee or indirectly such as through a Third Party acting on behalf of the Group. This prohibition covers the offering, promising, giving, accepting, or requesting of Bribes by **GFL** Persons.

1.4.4 Bribes are prohibited when dealing with any person whether they are in the public or private sector.

1.4.5 All Employees must comply with **GFL**'s Code of Conduct and raise any concerns related to breaches of this Policy to a Business Leader, Risk or Compliance Partner, via GFL's independent whistleblower policy.

2. POLICY REQUIREMENTS

2.1 Prohibition of Bribery

2.1.1 **GFL** Persons must not offer, promise, give, accept or request cash or cash equivalents (e.g. gift cards, gift certificates, personal or bank cheques) or Any Other Benefit to or from any person (whether a Government Official or a private individual or entity), to improperly obtain or retain business, secure an improper advantage, influence them to act improperly or for any other improper purpose. This prohibition includes:

- Any improper advantage provided to a close family member or other closely connected person of the person being influenced.
- The person being influenced need not directly receive the cash, cash equivalent or Any Other Benefit, and can be unrelated to the person receiving the cash, cash equivalent or Any Other Benefit.
- The policy requirements set out below regarding:

2.3 Sponsorships, Political and Charitable Donations;

2.4 Dealing with Government Officials; and

2.5 Procurement

2.6 Employment.

2.1.2 **GFL** Persons must not use or allow a Third Party to Bribe on behalf of the Group.

2.1.3 **GFL** Persons must not authorise or otherwise knowingly facilitate Bribery.

2.1.4 Facilitation Payments must not be made by **GFL** Persons.

2.1.5 The falsification of any book, record or account of the Group or any related documentation to conceal Bribery is a criminal offence and is prohibited by law and this Policy.

2.2 Risk-based review

2.2.1 Risk assessment must be reviewed and updated by the Policy Owner in the event of a significant change to the structure or activities of the Group.

2.3 Sponsorships, Political and Charitable Donations

2.3.1 **GFL**'s prohibition against Bribery in parts 2.1.1 to 2.1.5 includes a prohibition that **GFL** Persons must not provide a charitable donation or sponsorship that constitutes Bribery.

2.3.2 Political donations must not be made by or on behalf of the **GFL** Group.

2.3.3 Business Leaders must undertake and document risk-based due diligence review of the beneficiary of sponsorship initiatives or charitable donations before entering the relationship and provide the same to the Policy Owner upon request.

2.4 Dealing with Government Officials

2.4.1 **GFL's** prohibition against Bribery in parts 2.1.1 to 2.1.5 includes a prohibition that **GFL's** Persons must not provide money or Any Other Benefit, no matter how small, to any Government Official, either directly or via a third party, to improperly influence them in their official capacity.

2.4.2 Employees must obtain prior approval before offering or accepting any gift or entertainment, regardless of value, to or from a Government Official.

2.4.3 If a gift or entertainment is impromptu and prior approval cannot be obtained, approval must be obtained within 2 business days.

2.5 Procurement

2.5.1 Bribery & Corruption issues arise in relation to procurement.

Common areas of procurement risk include:

- gifts and hospitality being provided by tendering entities, with bribes or kickbacks being provided or promised in order to win contracts;
- Obtaining commercially sensitive information (Such as tender specification) or
- Influencing tender specification or procurement processes.

2.6 Employment

2.6.1 **GFL's** prohibition against Bribery in parts 2.1.1 to 2.1.5 includes that a **GFL** Person must not offer or provide employment opportunities, whether paid or unpaid, permanent, or temporary, as an inducement to anyone to act improperly to obtain or retain an advantage in business.

2.7 Internal and Confidential Reporting

2.7.1 Employees must take immediate steps to raise any concerns regarding non-compliance with this Policy to a Business Leader, Risk & Compliance partner or **GFL's** independent Whistleblower Policy.

2.8 Investigating and Dealing with Bribery

2.8.1 All suspected or actual Bribery or breaches of paragraphs 2.1.1 to 2.1.5 of this Policy involving a **GFL** Person must be investigated by Risk & Assurance team.

2.8.2 Employees must cooperate with any internal investigation into breaches of this Policy and relevant information must be made available to the appropriate internal investigations team for the purposes of conducting a thorough investigation.

2.8.3 The Group must cooperate with any external law enforcement investigation of potential breaches of applicable anti-bribery and corruption laws to the extent legally possible.

2.8.4 The existence, status and results of Bribery related investigations must be promptly communicated to the Policy Owner, to the extent legally permissible.

2.9 Record Keeping / Record Retention

2.9.1 Adequate financial records and record-keeping are important anti bribery and corruption controls. Accurate transparent, complete, and accessible records of all transactions, payment and expenses must be maintained.

No accounts can be kept 'off book' or in any way facilitate or conceal Bribery or Corruption.

Details of all gifts must be recorded in the Gifts and Entertainment Register where item is above **\$100**.

2.10 Training

2.10.1 Employees must undertake anti-bribery and corruption training that covers materials that are up to date and proportionate to the Bribery risks faced by the Group.

3. SPEAK UP – REPORTING BRIBERY AND CORRUPTION

3.1 The importance of speaking up.

3.1.1 Staff must promptly report suspected or actual incident of Bribery, Corruption or breaches of this Policy.

3.2 How to report – Staff

3.2.1 Staff must promptly report "Reportable Matters" to the Risk & Assurance Team or Whistleblower Team.

3.2.2 **GFL** is committed to protecting from detriment those who raise concerns in accordance with the whistle policy. These protections apply to Staff and to certain external parties as defined in the Whistleblower Policy.

3.2.3 Subject to the requirement of this Policy and the Whistleblower Policy, staff should also consider the requirement to escalate and report incidents captured by the Anti Money Laundering and Counter Terrorism Financing Policy.

4. POLICY EXEMPTIONS

4.1 An exemption is required where a business is unable to comply with the mandatory requirements of this Policy for a defined period no greater than 12 months and immediate action cannot be taken to achieve compliance.

Authority for approval of exemptions is held by the Policy Owner and all exemptions must be submitted to the Policy Owner (or their nominated delegate) and will be granted at their discretion.

5. POLICY BREACHES

5.1 All Policy breaches must be communicated immediately to Risk & Assurance Team. Any material or systemic breach of this Policy must be communicated to the Policy Owner and appropriate remediation measures agreed and implemented.

Material breaches of this Policy must be reported to the Board.

6. POLICY CHANGES

6.1 Administrative Changes

6.1.1 Administrative changes to this Policy may be approved by the Policy Owner (or if applicable their nominated delegate)

6.2 Other Changes

6.2.1 All other changes to this Policy must be submitted by Policy Owner/Manager and approved within the Delegated Authority.

7. GLOSSARY

'Any Other Benefit' extends beyond cash to include, but is not limited to, any form of gifts, entertainment, charitable donations, business advantage, and employment or internships for clients, Government Officials, or their related persons.

Term Definition

Approval Authority Group Head of Risk & Assurance

Bribery Means the act of offering, promising, giving, accepting, or requesting any gift, fee, reward or other benefit to or from any person as an inducement for an action which is dishonest, illegal or a breach of trust. Bribery can occur directly or indirectly.

Employee includes all employees of GFL and its controlled entities, including directors, officers (including part & fixed-term employees), contractors, interns, & temporary workers engaged by GFL.

Close Family member or other closely connected person includes immediate family members (Spouse, parent, dependent, non-dependent child, sibling, mother in law or father in law)

Facilitation payment is a undue material benefit to the person making the payment.

Facilitation Payment

Means an unofficial payment made in return for services which the payer is legally entitled to receive without making such a payment.

Government Official

Means any person or entity representing or working for a government body or entity, entities which are owned (at least 50%) or controlled (directly or indirectly) by a government and public organisations.

Must

Any deviation from this will require a formal policy exemption.

APPENDIX A: Roles & Responsibilities

Role	Responsibility
Board or Board Committee	Maintain an adequate understanding of the anti-bribery and corruption risks to which /GFL is exposed and how they are being controlled and managed.
All Staff	Must comply with applicable ABAC requirements of this policy and related procedures. Being vigilant to “Red Flags” which necessitate further investigation.
Line 1	Primary accountability for risk management lies with the business, the first line of defence (1LOD). The business has ownership of risks that arise in, or because of the business operations. The risk owner has oversight of systems, resources, management processes and operational controls in place for identifying, measuring, evaluating, monitoring, and controlling or mitigating ABAC risks as a material risk.
Line 2	Compliance forms the second line of defence (2LOD). Compliance provides independent and objective review and challenge, oversight, monitoring, and reporting. Compliance is functionally independent from the first line of defence.
Line 3	Internal audit, as the third line of defence (3LOD), provides independent and objective risk-based assurance on compliance and risk management framework. IA assesses whether material risks have been properly identified and key controls have been properly designed and are operating effectively and sustainably to mitigate those material risks.

APPENDIX B: Potential Bribery/Corruptions Risk Scenarios: “Red Flags”

There are a number of issues i.e. “Red Flags” that may raise concerns and require further investigation/due diligence into whether a particular transaction presents a potential bribery issue. Potential issue that may call for further investigation include:

- A third party engages in, or has been accused of engaging in, improper business practises;
- A third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has reputation for having a “special relationship” with government officials;
- A third party insists on receiving a commission or fee payment (over and above terms and conditions) before committing to sign up to a contract with us, or carrying out a government function or process for **GFL**;
- 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.
- The third party requests an unexpected additional fee or commission to “facilitate” a service, or a fee that is not published.
- A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- A third party requests that a payment is made to “overlook” potential legal violation.
- A third party insists on the use of side letter or refuses to put terms agreed in writing;
- A third party request or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to **GFL**;
- An individual is offered an unusually generous gift;
- **GFL** receive an invoice from a third party that appears to be non standard or customised;
- **GFL** have been invoiced for commission or fee payment that appears large given the service stated to have been provided;
- Payments of unusually high fees or commissions;
- Requests for cash payments;
- Request for payment to different companies;
- Undefined or unreported payment to third parties made on **GFL**’s behalf;
- Absence of written agreements;
- Unusually close relationships with government officials;
- A refusal to certify compliance with this policy;

Employees who encounter any of these red flags must report them promptly to their Business Leader and to Risk & Assurance Team.

GIFT AND ENTERTAINMENT REGISTER

Recipient	Team	Description of Gift or Hospitality	Provider of Gift or Hospitality	Estimated Cost	Date	Outcome Accepted / Declined