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# Anti-Bribery and Corruption Policy

**COG Financial Services Limited (ACN 100 854 788) (the  
“Company”) and its controlled entities (together, the “Group”)**

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The purpose of this Policy is to set out our commitment to conducting our business with honesty and integrity and in accordance with laws that prohibit bribery and corruption.

This Policy has been issued by the Board of COG Financial Services (“**COG**”) and applies to all officers and staff of the businesses within the COG corporate group (collectively referred to as “**the Business**” and each entity within the group as “**COG Entity**”) where “staff” includes employees, contractors and consultants. This Policy will apply across the Business and each COG Entity will adopt the Policy and make it available to officers and staff and any person wishing to read or use it.

This Policy is underpinned by the Company’s values.

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## **1. COG COMMITMENT**

COG is committed to the highest standards of conduct and ethical behaviour in all of its business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

COG strictly prohibits the offer, provision or acceptance of bribes or other improper payments or benefits to public officials. The payment of secret commissions to those acting in an agency or fiduciary capacity is also prohibited.

This Policy sets out COG’s standards and guidelines on:

- offering, accepting and providing gifts and hospitality;
- participating in tenders and procuring goods and services; and
- providing donations and sponsorship.

This policy also provides you with a guide on what you must do if you have any concerns that any employee, director, contractor or agent of COG is acting outside this policy, or engaging in unlawful conduct. COG encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving COG's businesses and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal in accordance with its Whistleblower Policy.

Any person found in breach of the provisions in this Policy will be subject to disciplinary procedures, up to and including the termination of your employment or engagement with the Business.

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## **2. WHAT IS BRIBERY?**

Bribery is the act of offering, promising, giving or accepting a benefit 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, in order to provide the COG Entity with business or a business advantage that is not legitimately due. The relevant laws apply to bribery of public officials as well as bribery in respect of any commercial transaction in the private sector. Merely offering a bribe will usually be sufficient for an offence to be committed.

The most commonly identified form of bribery is bribery of public officials, however anti-bribery laws often extend to bribery in the private sector.

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.

Bribery may be indirect, for example where:

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

The financial penalties for bribery offences can potentially be very significant and serious for individuals and the company. There is real risk that individuals involved may also be subject to imprisonment.

The impact of bribery can be much broader than civil and criminal penalties. Other possible consequences include:

- impact on reputation and ability to attain and retain business;
- impact on ability to do business with governments or public international organisations which may require a declaration that we have complied with certain laws;
- breach of contract provisions requiring “compliance with all applicable laws” or “compliance with applicable anti-bribery and corruption laws”, which may trigger penalties, give the third party a right to terminate the contract and/or litigation; and
- regulatory scrutiny and prosecution of COG and/or its subsidiaries and associated businesses.

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### **3. GIFTS AND HOSPITALITY**

It is critical to the Business that we remain independent and objective. The offer, provision or acceptance of gifts and/or hospitality requires the exercise of the utmost care and judgment. In particular, the utmost care must be taken to ensure that there can be no reasonable perception that the gift or hospitality is intended to influence the business relationship between the COG Entity and the recipient of the gift (or vice versa) in an improper or unprofessional way.

Gifts and hospitality must never be solicited. Where the offer, provision or acceptance of gifts or hospitality is permitted under this Policy, you must still exercise the utmost care. If you have any doubt about any situation, you must consult with the CEO or General Counsel. In particular, you must comply with the spirit of this Policy, including avoiding multiple gifts and hospitality which, if aggregated, may breach this Policy.

You must:

- not make or accept gifts of money; not make or accept gifts or arrange or attend

hospitality in circumstances that could be reasonably regarded as unduly influencing the recipient or creating a business obligation on the part of the recipient;

– not make gifts to, or arrange hospitality for, public officials or clients where their governing statute or internal policy prohibits the giving or receiving of gifts or attendance at corporate hospitality. Due to special regulatory controls that often apply to public officials, all gifts to and hospitality involving public officials must be reported to and approved by either CEO or CFO;

– not make gifts to, or arrange hospitality for, a particular person so regularly or frequently as to create an impression of impropriety;

– not make gifts or arrange hospitality which is illegal or inconsistent with the company's image as a leading intermediary business in the asset finance market, or could be considered disproportionate;

– not request a gift or hospitality in any circumstances;

– not accept a gift or hospitality with a value of more than A\$1,000 without the prior written approval of the CEO; and

– decline any offer of free travel or accommodation unless it is on client related business.

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#### **4. DONATIONS AND SPONSORSHIP**

Care must be exercised when providing donations or sponsorship. You must comply with the spirit of this policy.

No donation or other financial contribution to any political party, candidate for an election or recipient which is controlled by or part or wholly owned by a government organisation or official may be made using the company funds.

If you are advising a client or you otherwise become aware in your professional capacity that a third party has offered or is providing a donation or sponsorship and you are concerned that this conduct may be unlawful, please notify either the CEO or General Counsel immediately.

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#### **5. WHO CAN I MAKE A REPORT TO?**

COG has several channels for making a report if you become aware of any issue or behaviour which you consider to be Reportable Conduct:

It is important that employees take responsibility for helping to detect and bring any suspicious circumstances to our attention. If you have any concerns, whether or not these are based on suspicions, rumours or actual knowledge, that any individual or individuals are acting outside this Anti-Bribery and Corruption Policy or unlawfully, you must raise your concerns immediately. Conscious disregard, deliberate ignorance or wilful blindness will not avoid liability for bribery and corruption.

Any breaches of this policy must be raised with either the CEO or General Counsel. Alternatively, you can follow the reporting procedure set out in the Whistleblower Policy. The COG Board will be informed of any material incidents of bribery or corruption.

Reports of illegal conduct or alleged illegal conduct will be taken seriously. We are committed to pursuing investigations promptly and adopting an appropriate and fair response which reflects our commitment to preventing bribery and corruption. COG will take all available steps to provide protection to persons who raise concerns, from any victimisation or detrimental action in reprisal for making a report.

For the purposes of this Policy to ensure appropriate escalation and timely investigation, we request that reports are made to COG's Compliance Officer in the first instance and General Counsel or the Chairperson of the Audit and Risk Committee if the Compliance Officer is not available for any reason. Email contact can be initiated by sending an email to [compliance@coglimited.com.au](mailto:compliance@coglimited.com.au)

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## **6. DUTIES IN RELATION TO REPORTABLE CONDUCT**

It is expected that officers and staff of any COG Entity who become aware of actual, or suspect on reasonable grounds, potential cases of Reportable Conduct will make a report under this Policy or under other applicable policies of the Business.

All officers and staff of COG Entities:

- (a) are expected to demonstrate the highest standards of honesty at all times;
- (b) have a responsibility to protect the assets and reputation of the Business; and
- (c) are expected to be alert to the potential for misconduct and serious wrongdoing.

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## **7. TRAINING**

The Company will offer periodic compliance training to ensure that all staff are up-to-date on their obligations under the Policy and the relevant anti-corruption laws. All staff must participate in such training whenever they are requested to attend. Such training will include, but is not limited to, the following:

- (a) the obligations of employees, directors and officers under this Policy;
- (b) how to recognise Bribery and corruption; and
- (c) how to effectively deal with and report Bribery, corruption or other breaches of this Policy.

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## **8. AMENDMENT OF THIS POLICY**

This Policy cannot be amended without approval of the COG Board. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of COG and the Business.

**LAST AMENDED:** 30 June 2021 (effective)