

Anti-Bribery and Corruption Policy

Eildon Capital Group

(comprising Eildon Capital Limited ACN 059 092 198 and Eildon Funds Management Limited ACN 066 092 028 as responsible entity for Eildon Capital Trust ARSN 635 077 753)

Adopted on 26 April 2023

1 INTRODUCTION

The Eildon Capital Group (**Group**) consists of Eildon Capital Limited ACN 059 092 198 (**Company**) and Eildon Capital Trust ARSN 635 077 753 (**Trust**). Eildon Funds Management Limited ACN 066 092 028 (**Manager**) is the responsible entity for the Trust.

The Group has a strong commitment to corporate governance and takes a zero-tolerance approach to bribery and corruption. The purpose of this Anti-Bribery and Corruption (**Policy**) is to:

- (a) ensure that the Group acts legally, ethically and in the public interest;
- (b) enable Employees to understand their obligations under this Policy; and
- (c) ensure alignment with the Group's core values of leading the way on individual and organisational goals, and 'owning it' by taking responsibility for actions and outcomes at the Group.

2 PURPOSE

- (a) Bribery and corruption undermine integrity and fairness in open, competitive markets and compromise the development of trade opportunities.
- (b) A number of countries, including Australia, have strict laws against bribery and corruption. These laws impose serious criminal and civil penalties. Significant reputational damage can be incurred if an organisation is involved in bribery or corruption.
- (c) The Group has implemented this Policy to demonstrate its commitment to upholding high standards of personal, professional and business behaviour. The purpose of this Policy is to outline the Group's controls regarding offering or accepting gifts, entertainment or hospitality and political donations.
- (d) This Policy seeks to protect the Group and its Employees from any appearance or suggestion of unethical behaviour. Employees are prohibited from giving or accepting gifts or other benefits that may compromise, or appear to compromise, their integrity and objectivity in performing their duties, or cause or appear to cause a conflict of interest.

3 WHAT IS BRIBERY AND CORRUPTION?

3.1 What is bribery?

- (a) Bribery means the giving, offering, promising, soliciting, requesting, agreeing to receive, or receipt or acceptance of any advantage, which need not be financial, including any payment, gift, loan, fee, or reward, to or from any person in order to influence them corruptly or improperly in the exercise of their duty. A bribe is an inducement for a reward offered, promised or provided in order to gain any commercial, contractual or regulatory advantage which is intended to change a person's behaviour so that they act:
 - (i) illegally;
 - (ii) unethically;
 - (iii) contrary to any duties they owe to their employer; or
 - (iv) otherwise in breach of trust.

- (b) A bribe can take many different forms. For example, the following acts would be bribes if they were intended to influence conduct:
 - (i) directly or indirectly promising, offering or authorising anything of value;
 - (ii) offering or receiving any kickback, loan, reward, reciprocal favour, or other advantage; or
 - (iii) giving aid, a donation or voting, in a particular way.
- (c) A bribe could be either a direct or indirect promise, offering, or authorisation, of anything of value designed to exert improper influence. It may involve procuring an intermediary or an agent to make an offer which constitutes a bribe to another person, or whether a bribe is made to an associate of any person who is sought to be influenced.

3.2 What is corruption?

Corruption means the abuse of power or position for personal or private gain.

3.3 Practical examples

Bribery and corruption include, but are not limited to, the following scenarios:

- (a) offering, promising or giving a bribe;
- (b) requesting, agreeing to receive or accepting a bribe;
- (c) bribing a foreign public official with the intention of influencing the official in the performance of their official functions in order to obtain or retain business or an advantage in the conduct of business;
- (d) failing to prevent a bribe being made; and
- (e) making facilitation payments (being payments to government officials which are designed to assist in carrying out, influencing or speeding up official procedures).

4 SCOPE

- (a) This Policy applies to all of the Group's business and transactions in all countries within which the Group operates and covers:
 - (i) the Group and each of their related bodies corporate (as that term is defined in section 50 of the Corporations Act 2001 (Cth)), including all subsidiary and affiliate entities over which it exercises control; and
 - (ii) directors, officers and employees of the Group (whether permanent, fixed term, casual, contracting, consulting or temporary) (collectively, the **Employees**), and including any entity controlled by or associated with an Employee.
- (b) Individual and corporate entities associated with the Group, which act for or on behalf of the Group, or who perform functions in relation or on behalf of the Group, are expected to comply with this Policy (**Third Parties**).
- (c) The Group will not engage or deal with any Third Party if there is a known or suspected risk that the Third Party will breach this Policy or any applicable law, regulation, rule or code regarding bribery or corrupt conduct.

5 RESPONSIBILITY FOR POLICY COMPLIANCE

Employees must familiarise themselves and comply with this Policy, including any future amendments to this Policy that may be made by the Group.

6 CONSEQUENCES OF BREACHING THIS POLICY

- (a) Bribery and corruption and other related conduct referred to in this Policy may constitute criminal conduct which gives rise to serious consequences for the Employee/s involved and the Group.
- (b) Any breach of this Policy by Employees will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment. Breaching this Policy may also breach applicable anti-corruption laws and expose an individual to criminal and civil liability, which could result in imprisonment or the imposition of a significant financial penalty.
- (c) Employees must comply with investigations into alleged or suspected breaches of this Policy.

7 POLICY

- (a) The Group strictly prohibits engaging in or tolerating bribery or corruption, at any time or for any reason.
- (b) Employees are required to avoid any activity or conduct that might lead to or suggest a breach of this Policy.

8 GIFTS, MEALS AND ENTERTAINMENT

- (a) The Group prohibits the offering or acceptance of gifts, meals and entertainment which are contrary to this Policy, including in circumstances in which the gifts, meals and entertainment:
 - (i) are provided or accepted with the intention or appearance of improperly influencing another party in order to obtain an improper benefit or business advantage for the Group, or for any other corrupt purpose;
 - (ii) create a sense of obligation;
 - (iii) exceed common courtesies or accepted business practices;
 - (iv) give rise to the appearance of seeking to obtain preferential treatment;
 - (v) are offered by an individual who knows, or ought reasonably to know, that the recipient cannot, pursuant to law or to any duties that they owe, receive the gift, meal or entertainment.
- (b) Employees must declare all gifts, meals or entertainment given or received by an Employee and valued at (or estimated to be valued at) \$300 or more.
- (c) Employees should notify their manager that they have offered or received a gift, meal or entertainment which is valued at (or is estimated to be valued at) \$300 or more. This notification should occur within 5 working days of offering or receiving the gift. If an Employee is aware, in advance, that they will give or receive a gift which is valued (or is estimated to be valued at) \$300 or more, then the giving or acceptance of the gift should be discussed with their manager prior to the gift being given or accepted.

- (d) Gifts, meals and entertainment are only permitted if they meet all the following conditions:
- (i) given or received in a transparent manner;
 - (ii) does not place the other party under any obligation;
 - (iii) does not create any expectation by the individual giving the gift, or an associate of that individual;
 - (iv) compliant with all relevant laws, regulations, rules or codes in the jurisdiction in which the gift, meal and/or entertainment is offered or received;
 - (v) reasonable given the nature of the relationship between the parties;
 - (vi) given solely for the purpose of building a general relationship and understanding with the other party;
 - (vii) not embarrassing to the Group or its Employees or the individual in question;
 - (viii) not intended, and not reasonably able to be construed as, an attempt to influence the performance of the recipient's role or function;
 - (ix) not cash or cash equivalents such as vouchers or gift certificates;
 - (x) not entertainment of a sexual or inappropriate nature;
 - (xi) if the value exceeds \$300, approved and fully documented in accordance with paragraphs (b) and (c) of this Policy;
 - (xii) made at an arm's length to the extent that the exchange of gifts, meals or entertainment is not attached to special favours or special arrangements.
- (e) Gifts, meals or entertainment frequently given to or received from the same person or entity or which create an ongoing expectation do not comply with this Policy.

9 SECRET COMMISSIONS

- (a) Secret commissions are benefits that are given, offered, received or solicited by an agent or representative of another person or entity (principal) where that benefit is:
- (i) not disclosed to the principal; and
 - (ii) given, offered, received or solicited as an inducement or reward for providing or having provided a favour, or the receipt of which would tend to influence the provision of a favour.
- (b) Secret commissions, whether or not legal in the jurisdiction in which a secret commission is paid, are strictly prohibited under this Policy.

10 POLITICAL CONTRIBUTIONS

- (a) The Group may make donations or other contributions to political parties from time to time. The Group will only make donations or contributions to political parties where permitted by law and strictly in accordance with this Policy.

- (b) All political contributions (monetary or non-monetary) made by the Group, regardless of the source of the funds, must be approved in advance by the boards of the Company and the Manager (**Board**). The Group will disclose these contributions in its Annual Report, and as required to relevant electoral authorities such as the Australian Electoral Commission.

11 FACILITATION PAYMENT

- (a) A facilitation payment is a small bribe given to secure or expedite the performance of a routine governmental action. A facilitation payment is not intended to influence the outcome of a public official's action, only its timing.
- (b) Facilitation payments, whether or not legal in the jurisdiction in which a facilitation payment is made, are strictly prohibited under this Policy.

12 CHARITABLE DONATIONS

- (a) Charitable support and donations are acceptable. Charitable donations may take the form of:
 - (i) in kind services;
 - (ii) knowledge;
 - (iii) time; or
 - (iv) direct financial contributions.
- (b) The Group and its Employees must ensure that charitable donations are not used, at any time, to conceal bribery. Charitable donations and sponsorship arrangements entered into by the Group should be for approved causes, made to registered charities, at arm's length, and must not create adverse reputational risks.
- (c) The Group may only make charitable donations that are legal and ethical in accordance with laws, regulations, rules or codes in the jurisdiction in which the donation is made.
- (d) A charitable donation offered or made on behalf of the Group must receive the prior approval of the Chief Executive Officer before it is made.

13 WHAT IS ALLOWED?

This Policy does not prohibit conduct that is appropriate, at arm's length, properly recorded and not intended to improperly influence or corruptly influence people in the performance of their duties or official functions. Acceptable activities includes, for example:

- (a) the giving or receiving of gifts, meals and entertainment within the limits specified in this Policy;
- (b) promotional expenditure that is intended to improve the Group's reputation and the value of the Group's brand.

14 TENDERS AND PROCUREMENT

- (a) Employees must be committed to upholding high standards of personal, professional and business behaviour, particularly when entering into contractual arrangements with Third Parties and external entities. Contractual arrangements should always be entered into at arm's length for the benefit of the Group.

- (b) The Group recommends that Employees observe the following recommendations regarding negotiations with external entities, such as suppliers. These recommendations are designed so that you and the Group act ethically, legally and in the Group's best interest:
 - (i) tender and procurement processes must be appropriately documented and recorded in accordance with the Group's internal policies;
 - (ii) Employees should declare all conflicts of interest or potential conflicts of interest to the Chief Executive Officer in relation to any particular tender or procurement process, who will decide how to proceed;
 - (iii) tenders and procurement processes must be conducted transparently and openly;
 - (iv) Employees must not receive any direct or indirect benefit from tender and procurement processes; and
 - (v) Employees must not favour or give undue preference to any supplier at the expense of the Group or the Group's ability to serve its current clients.

15 RECORD KEEPING

- (a) The Group and its Employees must keep accurate and complete accounts, invoices, and other documents and records relating to dealings with any external entity or Third Party, which will evidence the business reasons for these dealings. No accounts may be kept "off-book" for any reason or treated/managed in a way so as to facilitate, conceal or disguise potential breaches of this Policy.
- (b) All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties and external entities, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness.

16 COMPLIANCE PROGRAM

- (a) The Group will ensure that Employees (including new Employees), applicable business partners and Third Parties are informed about and understand this Policy. Each Employee will have access to this Policy on the Group's website.
- (b) A copy of this Policy will be made available in the Corporate Governance Policies section of the Group's website.

17 RAISING CONCERNS

- (a) All Employees must report breaches or suspected breaches of this Policy directly to a member of senior management or in accordance with the Group's Whistleblower Policy. Employees are encouraged to raise concerns about any issue or suspicion of misconduct at the earliest possible stage.
- (b) If an Employee is unsure whether conduct constitutes bribery or corruption, the conduct should be raised with a manager.
- (c) The Group is committed to ensuring that all Employees have a safe, reliable and confidential way of reporting conduct which may constitute a breach of this Policy.
- (d) If an Employee is uncomfortable disclosing a breach or suspected breach to a manager, the Group has a Whistleblower Policy which affords certain

protections pursuant to Australia's whistleblowing regime under the *Corporations Act 2001* (Cth).

18 REVIEW OF POLICY

- (a) This Policy will be reviewed at least every two years to ensure that reports or breaches are adequately recorded, investigated and responded to in accordance with legislative changes.
- (b) This Policy may be amended by resolution of the Board.
- (c) The Group is committed to ensuring that internal control systems and procedures are subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption.