



## **Anti-Bribery and Corruption Policy**

H&G High Conviction Limited  
ACN 660 009 165  
(Company)

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## 1 Scope and Purpose of Policy

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### Company's Commitment

The purpose of this Policy is to establish controls to ensure compliance by the Company with all applicable anti-bribery and corruption laws and to ensure that the Company conducts its business within the scope of the Company's core values and commitments with honesty and integrity and in a socially responsible manner.

The Company has a “zero tolerance” approach to acts of bribery and corruption by any of our Directors, Officers, Employees, contractors and consultants. As well as being morally wrong and harmful to the reputation of the Company, bribery and corruption are criminal offences that expose the Company and individuals to the risk of prosecution, fines and imprisonment.

This Policy sets out the requirements of the Company regarding the management of gifts and benefits. Directors, Officers, Employees, managers (including the Investment Manager), contractors and consultants of, or engaged by, the Company must not give or accept gifts and benefits that will compromise, or appear to compromise, their integrity and objectivity in performing their duties, or cause, or appear to cause a conflict of interest.

This Policy applies globally. Directors, Officers, Employees, contractors and consultants of the Company are advised that the Australian Criminal Code, the US Foreign Corrupt Practices Act and the UK Bribery Act have extra-territorial reach. As such, for example, an Australian citizen may be prosecuted under the Australian *Criminal Code Act 1995* (Cth) (**Code**) for a violation of the Code that occurs outside of Australia.

Any breach of this Policy may result in disciplinary action, including termination of employment or contract. If the matter involves a breach of law or other regulation, the matter may also be referred to an appropriate law enforcement authority.

This Policy should be read together with the Whistleblower Policy.

## 2 Definitions

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General terms and abbreviations used in this Policy have the meanings set out below:

**Board** means the board of Directors of the Company.

**Company** means H&G High Conviction Limited ACN 660 009 165.

**Director** means a director of the Company.

**Employee** means executive Directors, managers and all other staff engaged or employed by the Company either on a contract of employment or a salaried basis.

**Investment Manager** means the manager engaged by the Company to manage its investment portfolio from time to time.

**Officer** means a senior executive of the Company.

**Policy** means this 'anti-bribery and corruption policy'.

**Secretary** means the company secretary of the Company.

**Whistleblower Policy** means the Company's whistleblower policy.

### **3 What is Bribery and Corruption**

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#### **3.1 Bribery**

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, donations, loans, fees, rewards or other advantages.

#### **3.2 Corruption**

Corruption is the abuse of entrusted power for private gain.

### **4 Policy**

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#### **4.1 Bribery and Corruption**

Directors, Officers, Employees, managers (including the Investment Manager), contractors and consultants of, or engaged by, the Company are not permitted to give, offer, promise, accept, request or authorise a bribe or engage in any form of corruption, whether directly or indirectly. By way of example, an Employee will be in breach of this Policy if their family member or business associate accepts a benefit that is offered with the intention of influencing the Employee.

#### **4.2 Gifts and Hospitality**

Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it does not place the recipient under any obligation or create any expectation that the giver will receive any special benefit or favour.

Directors, Officers, Employees, managers (including the Investment Manager), contractors and consultants of the Company and the Group Members must declare and report gifts and/or benefits, either offered or accepted and valued at \$500 or more, in a gift and entertainment register within 5 working days of receiving or being offered the gift or benefit to safeguard and make transparent their relationships and dealings with individuals, organisations and client groups. Gifts should not be accepted on a recurring basis or broken down into parts of less than \$500.

If it is known in advance, the receipt of the gift or benefit should be discussed with the Secretary or the Board prior to acceptance.

The Secretary or the Board (as applicable) must, within 5 business days of being notified of an offer or receipt of a gift or benefit in accordance with this Policy, provide the recipient of the offer, gift or benefit with notice of any action that should be taken by that person in relation to the gift or benefit. Such actions may include declining, donating or returning the gift or benefit.

#### **4.3 Secret Commissions**

Secret commissions or payments occur where a commission from a third party (acting in a fiduciary capacity) is taken or solicited without disclosing that commission to that third party's principal. The secret commission is given as an inducement to that third person to use their position to influence the conduct of their principal's business. Secret commissions are a form of bribery and are prohibited under this Policy.

#### 4.4 **Facilitation Payments**

Facilitation payments are minor unofficial payments made to public officials to expedite or secure the performance of routine government action (for example issuing permits or licences). Facilitation payments are a form of bribery and are prohibited under this Policy.

#### 4.5 **Dealings with politicians and government officials**

All dealings with politicians and government officials which relate to the Company and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

You must not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the Secretary.

#### 4.6 **Political Contributions**

The Company prohibits its Officers, Employees, managers (including the Investment Manager), contractors and consultants from making political contributions on behalf of the Company, other than with the prior written approval of the Board.

#### 4.7 **Charitable Contributions**

The Company is committed to the communities in which they do business and encourage and support Directors, Officers, Employees, contractors and consultants participating in local community development initiatives, making donations and undertaking volunteer work.

This Policy does not seek to curtail an individual's freedom to make donations or undertake volunteer work in their personal capacity.

#### 4.8 **Compliance with Local Laws**

If a Director, Officer, Employee, manager (including the manager engaged by the Company to manage its investment portfolio), contractor or consultant of the Company travels outside of Australia, that person must comply with local laws, codes of conduct, or other regulations in that jurisdiction relevant to bribery and corruption, even if those local laws are more restrictive than this Policy.

### **5 Your responsibilities**

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All Directors, Officers, Employees, contractors and consultants of the Company must:

- (a) ensure that they read, understand and comply with this Policy;
- (b) avoid any activity that might lead to, or suggest, a breach of this Policy; and
- (c) notify the Chairperson (or in the Chairperson's absence, the Board) as soon as possible if they believe or suspect that a conflict with, or breach of, this Policy has occurred, or may occur in the future. Notifications may also be made pursuant to the Whistleblower Policy.

### **6 Responsibility for Policy Compliance, Training and Review**

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The Board is responsible for the overall administration of this Policy and must periodically monitor the implementation of this Policy and review on an ongoing basis the Policy's suitability and

effectiveness. Internal control systems and procedures are to be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy.

Each Director and the Secretary must notify the Board of any material breach of this Policy.

All Directors, Officers, Employees, managers (including the Investment Manager), contractors and consultants of the Company are required to understand and comply with this Policy and to follow the reporting requirements set out in this Policy. To this end, training on how to comply with this Policy will be provided by the Company.

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 Directors, Officers, Employees, contractors and consultants of the Company should be vigilant and immediately report any breaches or suspicious activity in accordance with this Policy.

## **7 Review and publication of this Policy**

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The Board will review this Policy periodically to check that it is operating effectively and whether any changes are required to this Policy. This Policy may be amended by resolution of the Board.

This Policy is available on the Company's website. Key features are published in:

- (a) either the annual report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the annual report.

**Adopted by the Board on 8 August 2022**