



# Anti-bribery and Corruption Policy.

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# 1. Overview.

## 1.1 Policy purpose and scope.

In line with our core values of *Trust, Teamwork, Accountability and Performance*, Judo Capital Holdings Limited and Judo Bank Pty Ltd (together, *Judo, we, us, our*) are committed to compliance with all applicable anti-bribery and anti-corruption laws in the jurisdictions in which we operate.

Judo has zero tolerance towards bribery and corruption and the purpose of this Policy is to outline our approach to identifying, managing and preventing bribery and corruption in our business dealings and business relationships.

This Policy is intended to:

- Clearly articulate Judo's processes and measures designed to mitigate corruption risks and prevent bribery in relation to Judo's business.
- Provide Judo's investors, customers, and the broader community with assurance that we, our Board, senior management and representatives conduct ourselves with ethics, honesty and integrity.
- Apply to any dealings with foreign public sector officials or agencies, domestic public sector officials or agencies and private sector organisations.
- Support our Risk Appetite Statement.
- Support the Judo Code.

This Policy applies to all of Judo's Board members, officeholders, employees (including temporary and permanent employees), consultants, distributors, agents and contractors of Judo (each a **Representative**).

## 1.2 Related policies and documents.

This policy is to be read in conjunction with the Judo Code, Conflicts of Interest Policy, Supplier Management Policy, Sanctions Policy, Whistleblower Policy, Travel and Expenses Policy (known as "Spending Judo's Money"), Fraud Policy, AML/CTF Program Parts A & B and Delegations of Authority Framework.

## 1.3 Approval and review.

This policy will be reviewed and updated on a regular basis to ensure it remains relevant, useable and appropriate. At a minimum a formal review will be completed and approved by the Executive Committee biennially.

The Head of Operational Risk & Compliance is responsible for the application and administration of this Policy. Any amendments to this Policy must be approved by the Executive Committee (ExCo).

## 2. Applicable laws.

In Australia, anti-corruption and anti-bribery laws are comprised of a combination of Commonwealth and State and Territory laws. Judo complies with applicable laws in the jurisdictions in which we operate, which at a minimum includes the *Criminal Code Act 1995* (Cth). Australia is also a signatory to the United Nations Convention against Corruption and has also ratified the Organisation for Economic Cooperation and Development's *Convention on Combating Bribery of Foreign Public Officials in International Business Transactions*. Both treaties require State parties to criminalise bribery of foreign public officials in the course of international business (see, for example, the new criminal offence of corporate 'failure to prevent' foreign bribery, an absolute liability offence under Australian law).

Penalties for non-compliance by individuals, or by Judo, may be severe and could include civil or criminal liability, reputational harm and/or enforcement actions. If you have any questions or uncertainty about whether or how a particular law applies to your activities, you should seek guidance from Compliance.

## 3. What is bribery and corruption?

While there is no universally accepted definition of bribery or corruption, broadly, both relate to a misuse of position and/or influence in return for an improper advantage or benefit (that is not limited to property). They can occur in both the public and private sectors.

Broadly, bribery involves the offering, promising, giving, receiving, acceptance or solicitation of an advantage or benefit to another person to induce or achieve an act, exercise or misuse of their duty, behaviour, authority or outcome which is improper, illegal, or unethical, including because it was not otherwise legitimately due.

Importantly, the benefit or advantage:

- can be direct or indirect (i.e., the rules will still apply where the benefit is offered to a business associate or family member of the person sought to be influenced, or offered by an intermediary or third party to Judo);
- does not have to be monetary and can include improper gifts, travel and accommodation, entertainment, expense claims, favours, vouchers, awarding of contracts or employment, fees/payments/commissions (including facilitation payments or secret commissions that are not publicly available/advertised), donations, taxes and services; and
- does not have to be accepted or ultimately paid. Merely offering a bribe will usually be sufficient for an offence to be committed.

Broadly, corruption is understood in Australia as the misuse of entrusted power for private or personal gain. Corrupt practices can include foreign or domestic public officials seeking either directly or indirectly, including via an intermediary or third party:

- secret or unlawful fees
- payments or commissions
- to embezzle
- to divert public resources to corrupt individuals
- to misuse information for private gain
- to money launder
- to award business outside proper processes.

## 4. Responsibilities.

### Judo and each of its Representatives must not:

- offer, promise, give or authorise the provision of a bribe either directly or indirectly to any party, including via an intermediary or third party.
- solicit, accept, agree to receive or attempt to obtain a bribe, either directly or indirectly, from any party in relation to Judo's business.
- engage in, facilitate or conceal corruption or corrupt practices.
- offer, promise, give, solicit, authorise, receive or accept, directly or indirectly, gifts, entertainment, sponsorship or any other benefit or activity (including involvement in, or arranging for, the making of facilitation payments) that could improperly influence, or be perceived to improperly influence, any person in order to obtain, or retain, business or any advantage of any kind for Judo or for any other person.
- make any political, charitable or other donation on Judo's or the Representative's own behalf without relevant approval and as a means of improperly influencing any person in order to obtain, or retain, business or any advantage of any kind for Judo or for any other person.
- depending on the nature of the supplier and the materiality of the arrangement, commence a business relationship (including with suppliers or agents) unless appropriate and documented due diligence is undertaken to ensure the integrity, reputation, credentials and qualifications of the other party.
- benefit from an undeclared interest in a third party where the Representative influenced Judo to enter into a relationship with the third party.
- continue a business relationship (including with suppliers or agents) if ongoing monitoring indicates to Judo that the other party is or will behave in a manner inconsistent with this Policy.
- engage in any kind of dishonest accounting or falsification of financial or other records to conceal illicit payments.

### Judo and each of its Representatives must:

- record potential conflicts, benefits, gifts, sponsorships and entertainment in accordance with Judo's Conflicts of Interest Policy. This may include any ownership or financial interests held by a Representative in a third party with whom Judo has a business relationship. All records must be complete and accurate, and able to be substantiated with documents if required.
- only make a donation on behalf of Judo to a political party, elected member, group, candidate, associated entity or third-party campaigner, whether domestic or international, where this has been first approved by the Board and the CEO and recorded in the Conflicts of Interest Register.
- as outlined in our Supplier Management Policy and Conflicts of Interest Policy, avoid any conflict of interest involved in any selection, award or administration of a contract.
- immediately escalate any concerns regarding an offer, promise, request, representation, transaction, business relationship or another Representative's or person's behaviour or conduct to Compliance if they consider that the conduct could give rise to a bribery or corruption risk or could materially impact Judo's reputation. Where anonymity is required, Representatives are encouraged to report matters to Judo via the avenues set out in the Whistleblower Policy.

## 5. Training.

All Judo employees must complete mandatory anti-bribery and anti-corruption awareness training at induction, and must participate in an annual refresher course.

## 6. Monitoring and Reporting.

Compliance will monitor adherence to this Policy and assess the level of bribery and corruption risks within each business unit. Controls to mitigate and manage these risks include:

- conducting screening and appropriate onboarding of employees and directors prior to their commencement at Judo;
- where possible, and depending on the nature of the supplier and the materiality of the agreement, undertaking appropriate due diligence on any third-party suppliers; and
- periodic reviews of conflicts, gifts and entertainment recorded in the Conflicts of Interest register.

Where a concern regarding an offer, promise, request, representation, transaction, business relationship or another Representative's or person's behaviour or conduct has been identified internally via the Conflicts of Interest Register, via the avenues set out in the Whistleblower Policy or by any other means, the matter must be escalated to Compliance.

The Board Remuneration and Nominations Committee will periodically consider any Board member's or Executive Committee member's material conflicts, benefits, donations, gifts, sponsorships and entertainment recorded in the Conflicts of Interest Register if required under Judo's Conflicts of Interest Policy.



## 7. Breach of Policy

Any breaches of this Policy will be thoroughly investigated by the Head of Operational Risk & Compliance and General Manager People which may give rise to disciplinary action including remuneration consequences, suspension and/or dismissal. Material breaches of this Policy will be brought to the attention of the Board, through the Board Risk Committee. Judo Representatives should be aware that a breach of this Policy may also result in legal or regulatory action, including criminal proceedings or financial penalties against Judo Representatives and/or Judo itself.