

Anti-Bribery and Corruption Policy

CFG Global Limited

22 Sept 2021

REVISION	DATE	NAME	DESCRIPTION
Version 1.0	22 Sept 2021	Peter Wei	Original Creation

1. Purpose and Scope

CFG Global Limited is a New Zealand incorporated company (Company No. 2311192, NZBN 9429031980043) with registered address at Level 17, 120 Albert Street, Auckland 1010, New Zealand.

CFG Global Limited's (hereinafter "CFG") Anti-Bribery & Corruption (ABC) Policy has been created and implemented to reflect CFG Global Limited's (CFG, we, us, our) policy to conduct all our business in an ethical manner.

This policy applies to all Employees, and relevant Third Parties of the Company and shall be communicated to them at the outset of our business relationship and as appropriate thereafter.

This policy applies in all countries or territories where the Company operates. Where local customs, standards, laws or other local policies apply that are stricter than the provision of this policy, the stricter rules must be complied with. However, if this policy stipulates stricter rules than local customs, standards, laws or other local policies, the stricter provisions of this policy shall apply.

This policy must be read in line with CFG's other policies and procedures.

2. Gifts, Hospitality and Relationships

This policy does not prohibit normal and appropriate hospitality (given and received) to or from Third Parties. This policy covers the condition where accepting a gift or giving a gift to a third party in the following situations:

- Where gift is made in an attempt to influence a third party to obtain or retain business, to obtain favour or to reward the provision or retention of business. This gift can be explicit or implicit exchange for favours or benefits;
- it is given in your name and not in the name of the Company;
- it usually includes cash or a cash equivalent (such as gift certificates or vouchers);
- it is of an inappropriate type and value and given at an inappropriate time (e.g. during a tender process); and
- often, although not necessarily, the gift is provided secretly and not openly.

The practice of giving business gifts varies between countries and regions and what may be normal and acceptable in one region may not be in another. As a measure the gift of value which is more than \$500 or the same amount over a month must be declared to the Compliance Manager (AMLCO) and entered into the Incident Register (See ANNEX I).

The intention behind a gift being given/received should always be considered. If there is any uncertainty, the advice of the Compliance Manager should be sought.

3. Facilitation Payments and Kickbacks

In many jurisdictions, making Facilitation Payments is illegal. CFG Global and its staff do not make, and will not accept, Facilitation Payments or Kickbacks of any kind.

CFG agrees to disclose all charitable contributions it makes. CFG Investments will ensure that all charitable donations made are legal and ethical, and that donations are not offered/made without the approval of the

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Compliance Manager.

CFG will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. Unusual interaction with political party members should be declared to Compliance Manager.

Employees must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

4. Employee Responsibilities

It is not acceptable for CFG employee (or someone on your behalf) to:

- give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward business already given;
- give, promise to give, or offer, a payment, gift or hospitality to a Public Official or Third Party to 'facilitate' or expedite any sales process;
- accept payment from a Third Party that you know or suspect is offered with certain business expectations or advantage for them;
- accept a gift from a Third Party with an expectation that a business advantage will be provided in return;
- threaten another Employee who has refused to commit bribery offence or who has raised concerns under this policy; or
- engage in any activity that might lead to a breach of this policy or perceived breach of this policy.

Where it is not clear, employees should check with the Compliance Manager.

It is your responsibility to ensure that all accounts, invoices, and other documents and records relating to dealings with Third Parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept 'off-access'

You must declare all Gifts, Invitations & Hospitality above NZ\$500 and such incidences will be subject to Compliance Manager review.

You must ensure all expense claims relating to Gifts are recorded.

The prevention, detection and reporting of any form of Bribery & Corruption are the responsibility of all Employees. You must notify as soon as possible if you are offered a bribe, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of corruption or bribery.

All Employees have the responsibility to comply with this policy. You should at all times, avoid any activity that might lead to a breach of this policy.

Any Employee who breaches this policy will be investigated and may face disciplinary action. If found that the employee has engaged in these practices he/she may be dismissed for gross misconduct.

Employees are encouraged to raise concerns about any suspicion, incidences or potential incidences of bribery and corruption through their Compliance Manager or management.

Where Compliance Manager suspects potential bribery or corruption, the Compliance Manager is to report it to the Management or the Board.

5. Protection

Employees who refuse to take part in bribery or corruption, or report in good faith under this policy their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future, will be protected from detrimental treatment/retaliation. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment associated with raising the concern.

6. Governance

The Board of Directors has overall responsibility for ensuring this policy complies with legal and ethical obligations, and that all those under its control comply with it.

The Compliance Manager has primary and day-to-day responsibility for implementing this policy and for monitoring its effectiveness. The Compliance Manager is to maintain an Incident Report file where employees may provide details of actual or suspected unethical behavior. Simple incident reporting may be fed into a Registry or kept as incident files. A sample Incident Report is attached as ANNEX I, and register of incidents as ANNEX II.

Management at all levels are responsible for ensuring those reporting to them are made aware of this policy and are given adequate and regular training on it.

7. Monitoring and Review

All information about any gifts, including what it was, its value, who it was gifted from, and the reason for the gift, shall be provided to Compliance Manager who will update the information into company records.

This Policy must be reviewed at least annually by Compliance Manager and approved by the Board of Directors ("the Board").

If there is any significant change to this ABC Policy, then the Policy may need to be reviewed and obtain Board approvals.

The Compliance Manager is to investigate employee incidences relating to anti-bribery and corruption with a direct reporting line to the Board.

APPENDIX – Potential Red Flags

The following is a list of possible red flags that may arise and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

- (a) you become aware that a vendor or Third Party engages in, or has been accused of engaging in improper business practices;
- (b) you have been offered sums or gifts to expedite payments;
- (c) you learn that a Third Party has a reputation for paying bribes;
- (d) a Third party has a reputation for having a 'special relationship' with foreign Public Officials;
- (e) a Third Party insists on receiving a commission or fee payment before committing to sign up to a contract, or for carrying out a government function or process;
- (f) 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;
- (g) a Third Party requests that payment is made to a country or geographic location different from where the Third Party resides or conducts business;
- (h) a Third Party requests an unexpected additional fee or commission to 'facilitate' a service;
- (i) a Third Party demands Gifts, Invitations or Hospitality before commencing or continuing contractual negotiations or provision of services;
- (j) a Third Party requests that a payment is made to 'overlook' potential legal violations;
- (k) a Third Party requests that you provide employment or some other advantage to a friend or relative;
- (l) a Third Party requests that you make a political contribution or donation to the party or charity of their choice before agreeing to undertake a business relationship with the Company
- (m) you receive an invoice from a Third Party that appears to be non-standard or customised;
- (n) a Third Party refuses to put terms agreed in writing;
- (o) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (p) a Third Party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to you;
- (q) you are offered an unusually generous gift or offered lavish hospitality by a Third Party; or
- (r) if the Third Party refuses to divulge adequate information during due diligence procedure;

If a CFG employee or anyone representing CFG identifies anyone of these red flags, he/she must report them promptly to the Compliance Manager or any director of the Company.