

Gifts, Fraud, Anti-Bribery and Corruption Policy

1. Purpose

A reputation for, and commitment to, honesty, integrity and trust is essential to success and longevity in the investment industry.

Our Values include being responsible and accountable in the way we conduct ourselves.

Our Code of Conduct makes it clear that:

- Team members must act with honesty and integrity in all work and business dealings. This includes dealings and interactions with each other, and with our Stakeholders, suppliers, competitors, and all other persons with whom we have work or business interactions;
- Team members must act in accordance with all applicable laws in performing work for Abacus Group. This means they must always act lawfully in performing work for Abacus Group, and not do anything which would put Abacus Group in breach of any applicable law;
- Team members must act in the best interests of Abacus Group in everything they do which may impact Abacus Group. This includes: taking all reasonable steps to avoid any conflict of interest; not accepting gifts, services, or benefits from suppliers, competitors, or anyone doing or seeking business with Abacus Group, which might give rise to a conflict of interest; and not improperly using their positions, or Abacus Group, to generate any personal benefit for themselves or any other person;
- Team members must protect the reputation of Abacus Group in everything they do which may impact Abacus Group. This includes activities or comments which may occur outside the workplace, or outside of working hours; and
- Team members are expected to speak up if they know or suspect that anyone has done the wrong thing or may be intending to do so. It is better to speak up even if you may be unsure whether or not something has happened or whether it might amount to a contravention.

This policy sets out how these expectations under our Values and Code of Conduct apply in certain circumstances. This policy should also be read in conjunction with our Whistleblowing Policy, Supplier Code of Conduct, Conflicts of Interest Policy, and Protection of Property and Resources Policy.

2. What is ethical conduct?

Ethical conduct means acting with honesty and integrity. Each of us has a personal responsibility to act ethically. This includes questioning if something doesn't seem right, or doesn't reflect our Values, and being accountable to take action to put it right.

A failure to act ethically may give rise to a conflict of interest, or expose Abacus Group to reputational damage. In some cases, unethical conduct may also be unlawful.

Examples of conduct which are clearly not ethical include:

- Accepting a gift which is inappropriate or improper (or which might create a conflict of interest, or the perception of such a conflict);
- Giving, offering, accepting, or soliciting, a bribe;
- Engaging in, or assisting or encouraging, any type of fraud or corruption, or other unlawful conduct;
- Failing to declare conflicts of interest, such as a personal interest in another business doing business with Abacus Group; and
- Covering-up or not reporting conduct which is unethical or dishonest.

Sometimes, what is the right thing to do may not be clear. If this is the case, you must seek guidance from a relevant manager if you find yourself in a position where you are unsure how to act, or require further clarification.

3. Gifts and personal benefits

Acceptance of gifts, or other personal benefits, from suppliers, competitors, or anyone doing or seeking business with Abacus Group, has the potential to create a conflict of interest, or the perception of such a conflict.

As a general rule, team members must not accept any gifts, or other personal benefits, from suppliers, competitors, or anyone doing or seeking business with Abacus Group (other than non-cash gifts of nominal value (not more than \$500) generally used for promotional purposes by the donor).

A personal benefit can take various forms. For instance, a personal benefit may include receiving services or goods for free, or at a discounted or advantageous rate. So, for example, a team member must not enter into any loans, or receive or purchase any goods or services, from any supplier, or anyone doing or seeking business with Abacus Group, except where any such loan, goods or services, are provided by the other entity:

- as part of its normal business; and
- on terms no more favourable to the team member than available to the public in the normal course of transacting private business with the other entity.



A personal benefit may also include entertainment or private travel. However, participating in business related functions or business related entertainment, including accepting lunches or other meals with a supplier or competitor, is a permissible business practice. Still, care should be exercised to ensure these functions or events have an underlying business purpose and that their cost and frequency are not excessive. Notification and approval requirements also apply to any meals or entertainment involving expenditure of more than \$500 per head for any Abacus Group team member.

3.1 Notification and approval of certain gifts and benefits

Abacus Group may, if it considers it appropriate and at its absolute discretion, approve a team member receiving a gift, or other personal benefit, which would otherwise be inconsistent with these rules. A team member who wishes to seek such approval must make a written request (such as by email) to the Chief Investment Officer setting out the circumstances and a reasonable approximation of the value of the gift or benefit. Any such request for approval must generally be made prior to acceptance of any gift or personal benefit.

Abacus Group recognises that, in some cases, a team member may be unaware that a gift or benefit is to be offered, and may be placed in a situation where refusal or non-acceptance might have the potential to cause offence to the donor or discomfort to the team member. If so, a team member may provisionally accept an offered gift from a donor who is a supplier, competitor, or someone doing or seeking business with Abacus Group, subject to the following requirements:

- receipt of the gift, together with a reasonable approximation of its value, must be promptly notified in writing (including by email) to the Compliance Manager;
- the team member must promptly provide any further details of the gift, or its circumstances, as requested by Abacus Group;
- the gift or benefit must not involve travel or accommodation with a total value of more than \$500; and
- Abacus Group reserves the absolute right to require the team member to return the gift to the donor (or repay its value if return is not possible), or to surrender the gift to Abacus Group.

Any gift or benefit involving travel or accommodation with a total value of more than \$500 must be notified and approved in accordance with this policy prior to the travel or accommodation being undertaken.

Any gift or benefit involving store cards must be notified and approved in accordance with this policy prior to any store card being used.

Any business related meals or entertainment involving expenditure by the donor of more than \$500 per head for any Abacus Group team member must also be promptly notified in writing (such as by email) to the Compliance Manager setting out the circumstances. It is also expected that prior approval be obtained if a team member is aware in advance that any business-related meals or entertainment



may involve expenditure by the donor of a total value of more than \$500 per head for any Abacus Group team member.

A team member who is offered, but who declines to accept, a gift or personal benefit with a value of more than \$500 by a supplier or competitor, or anyone doing or seeking to do business with Abacus Group, must still provide written notification (such as by email) of the circumstance to the Compliance Manager if the offer could reasonably be thought excessive or untoward; or reasonably be suspected to be intended to influence the team member in the performance of their functions for Abacus Group.

3.2 Register of gifts or benefits greater than \$500

The Compliance Manager is to maintain a list of all notifications made under this policy in relation to gifts or personal benefits with a value of more than \$500.

3.3 “Private” gifts and benefits

The principle that a team member should not accept gifts, or personal benefits, from a competitor, supplier, or anyone doing or seeking to do business with Abacus Group, also extends generally to accepting gifts, or other personal benefits, from persons who work for such entities (even if purporting to act in a "private" capacity).

Abacus Group recognises, however, that team members may, in some cases, have personal friendships, outside of any working relationship, with people who may work for a competitor, supplier, or entity doing or seeking to do business with Abacus Group. In such cases, team members may, in their personal capacity, accept "private" gifts or personal benefits from such persons, provided:

- the gift or benefit is given by the donor in a purely personal capacity (and not on behalf of anyone for whom the donor works), out of the donor's own funds, and in circumstances where it would reasonably be understood that gifts or benefits might be made to the team member (such as a team member's birthday or wedding, or other similar occasion);
- the team member promptly notifies the Compliance Manager in writing (such as by email) if the value of the gift or benefit is more than \$500; and
- the gift or benefit is not of a nature or value, or extended in circumstances, which might reasonably be perceived as giving rise to a conflict, or potential conflict, between a team member's interests, and those of Abacus Group.

3.4 Gifts or benefits to associates

An associate includes a family member, anyone with whom a team member is in a close personal relationship, and anyone with whom a team member shares private business or financial interests.



A team member can receive a personal benefit even if a gift, or other goods or services, are provided to an associate rather than directly to the team member. In addition, a team member may also be placed in a position of conflict of interest (whether actual, potential, or perceived) if an associate receives a gift or benefit from an Abacus Group competitor or supplier, or anyone doing or seeking to do business with Abacus Group, even if the team member does not derive a personal benefit from that gift.

A team member must not request, encourage, or solicit, any supplier, competitor, or anyone doing or seeking business with Abacus Group, to provide any gift, or other benefit, to any associate of the team member, including any family member (other than non-cash gifts of nominal value generally used for promotional purposes by the donor).

Further, if a team member becomes aware that that any supplier, competitor, or anyone doing or seeking business with Abacus Group, has provided, or is proposing to provide, any gift, or other benefit, to an associate of the team member, including a family member, which:

- has a value of more than \$500; or
- may result in any personal benefit to the team member,

then the team member:

- should caution the associate that acceptance of the gift or benefit may create a conflict of interest for the team member (whether actual, potential, or perceived);
- must, if the associate has accepted the gift or benefit (or still proposes to do so) provide prompt written notification (such as by email) to the Compliance Manager setting out the circumstances; and
- must co-operate with Abacus Group, and undertake any steps reasonably required by Abacus Group, to manage the situation (including to eliminate or avoid any potential, actual, or perceived conflict of interest).

3.5 Giving of gifts and benefits

Team members are expected to think carefully before giving or offering any gift or personal benefit to any person who is, or works for, a competitor or client of Abacus Group, or anyone who does business with Abacus Group (or with whom Abacus Group is seeking to do business).

Team members should not, in acting on behalf of Abacus Group, give or offer any gift or personal benefit to any person if this might reasonably be expected to discomfort or embarrass the recipient (including where acceptance of the gift or benefit might reasonably be perceived as creating a conflict of interest for the recipient). In this regard, team members should be particularly aware that Government agencies often impose significant restrictions on the acceptance of gifts or personal benefits by public sector officials.

Team members must not, without prior approval from senior management, give or offer any gift or personal benefit to any person if acceptance of the gift or benefit by the other person would be



inconsistent with this policy (or require approval under this policy) if the roles of the team member and the recipient were reversed.

3.6 Duty to seek guidance

A team member must promptly seek guidance from Abacus Group management if he or she has any doubt or concern regarding the acceptance, or offering or giving, of any gift, entertainment, benefit, goods, or services. Generally, any such doubts or concerns should be raised with the Chief Investment Officer.

If the value of any gift or benefit is not precisely known, but might reasonably be thought possible to be more than \$500, then the gift or benefit is to be regarded as being of a value in excess of \$500 unless established otherwise.

4. Political donations

Political donations on behalf of Abacus Group of any kind are not allowed unless there is prior approval from the Managing Director (and reported to the Abacus Group Board) or approval from the Abacus Group Board.

5. Bribery, fraud, and corruption

Bribery is the giving of anything of value (including money, gifts, favours, or other benefits) as an inducement for someone to act dishonestly or improperly (including seeking to influence a person to exercise their functions in a partial manner).

Fraud means dishonestly obtaining a benefit, or causing a loss, by deception or other means.

Corrupt conduct means any improper conduct that adversely affects, or could adversely affect, the honest and impartial performance of a person's work or official functions.

The concepts of bribery, fraud, and corruption, are not exclusive. Instead, they may sometimes overlap.

Any form of involvement in fraud, bribery or corruption can have serious reputational damage for Abacus Group and can carry serious criminal and civil penalties for Abacus Group and the individual.

For instance:

- It is a criminal offence under Australian law to bribe, or attempt to bribe, an Australian public official or a foreign public official. In addition, the giving, offering, soliciting, or acceptance, of a bribe in any commercial context is improper and unethical, and is also commonly illegal under both Australian law and the laws of most other countries;
- Engaging in any form of fraud is generally illegal under Australian law, and may also commonly constitute a criminal offence; and
- Various Australian laws make it a criminal offence for public officials to engage in corrupt conduct,

or for any person to seek to induce a public official to act corruptly. Further, various types of corrupt conduct involving corporate office holders is also illegal (and may also amount to a criminal offence).

Bribery, fraud, and corruption, are often facilitated by improper or irregular payment practices, which may include the falsification of documents. Such practices are also commonly illegal, and may amount to a criminal offence.

For example, the Commonwealth *Criminal Code* (Cth) makes it an offence for a person to make, alter, destroy or conceal an Accounting Document (or fail to make or alter an Accounting Document¹ that they are under a duty to make or alter) with the intention that the conduct would facilitate, conceal or disguise:

- the receipt or giving of a benefit that is not legitimately due; or
- a loss that is not legitimately incurred.

5.1 Obligations in respect of bribery, fraud, and corruption

Abacus Group does not tolerate any form of bribery, fraud, or corruption of any kind. They are not ethical practices. Team members must not be involved, in any way, in the giving, offering, soliciting, or acceptance, of a bribe:

- by or to any Australian or foreign public official;
- by or to any other team member; or
- in any context connected in any manner with: their work for Abacus Group; or the business or commercial operations of Abacus Group.

Team members must not make any payment, using Abacus Group funds or in connection with their work for Abacus Group, to any official or employee of any Government, or Governmental agency, at any level (other than a payment to an official Government account for a proper purpose, such as in respect of fees or charges lawfully imposed by the Government).

Team members must not participate, or be involved in any way, in any form of fraud, or attempted fraud, connected in any manner with: their work for Abacus Group; or the business or commercial operations of Abacus Group.

Team members must not be involved, in any way, in any form of corrupt conduct connected in any manner with: their work for Abacus Group; or the business or commercial operations of Abacus Group.

¹ 'Accounting Document' relevantly means: any account; any account or document made or required for any accounting purposes, or any register under the *Corporations Act 2001* (Cth); or any financial report or financial record within the meaning of the *Corporations Act 2001* (Cth).

All team members must comply with all Abacus Group policies and procedures relating to financial expenditure and documentation, and the protection of Abacus Group Group.

To enhance transparency, and minimise the risk of bribery, fraud, or corrupt conduct, all team members are expected to abide by the following principles:

- All commission and fee arrangements should be by written contract;
- The engagement of ongoing suppliers should be by written contract;
- The purchase of any goods or services by Abacus Group should only be on terms under which the purchase costs and/or supplier fees are reasonable and consistent with normal practice for the industry, the merchandise involved, or the services rendered;
- Any orders or purchases of goods or services (other than purchases involving a nominal total value), even if from an ongoing supplier, should be properly documented by written orders;
- Abacus Group funds and property are not to be disbursed without adequate supporting documentation (this includes receipt of appropriately detailed invoices from suppliers, ensuring that all appropriate payment authorisations are obtained in accordance with delegated authorities, and ensuring that there are no disbursements for any purpose other and as described in any invoice or as limited by any payment authorisation);
- Payments are not be made in cash (even minor items should generally be purchased by credit card);
- No personal payments are to be made through Abacus Group accounts or credit cards except for payment of personal expenses which are later reimbursed to Abacus Group (and even then, prior approval for the payment of such personal expenses should generally be sought);
- Team members must not take, or authorize, any action which they know, or suspect, may involve illegal, unethical or otherwise improper payment of money or valuable consideration by Abacus Group; and
- Team members must not engage in any unethical or improper payment practices (whether to obtain business, for personal gain, or for any other reason).

Further, team members must not be involved in any way in:

- the creation, establishment, or maintenance, of so called “slush funds” which may facilitate bribery or other improper payment practices;
- the giving, offering, solicitation, or acceptance, of secret commissions related in any way to a transaction, or proposed transaction, and not disclosed to the principle parties to that transaction; or
- any other form of unethical or improper payment practices.

6. Risk and compliance training

All team members are expected to complete risk and compliance training which includes measures to control and eliminate fraud, bribery and corruption measures. This training must generally be



completed annually. However, Abacus Group may at any time require a team member to undergo such training.

7. Investigations into possible bribery, fraud, corruption or other unlawful or unethical conduct

As part of its obligations under law, Abacus Group will fully co-operate with any investigation by law enforcement or regulatory authorities in respect of potential bribery, fraud, corruption, or other similar potentially unlawful or unethical conduct.

Abacus Group may also initiate internal investigations into potential bribery, fraud, corruption, or other similar potentially unlawful or unethical conduct.

All team members are expected to fully co-operate in the event of any such internal or external investigation.

8. How do I report?

Any team member that is aware of conduct inconsistent with this policy (including any irregular payments or transactions), or who suspects that such conduct may have occurred or be intended, has a duty to report the issue. Reports should be made to a team member's immediate supervisor, if appropriate.

If a team members has previously reported a situation to their immediate supervisor without satisfaction, or does not feel comfortable reporting to their immediate supervisor (such as because they do not wish their identity as a complaint to be known by their immediate supervisor), they can report to a Disclosure Officer under our Whistleblowing Policy. The relevant Disclosure Officers are listed below:

NAME AND POSITION	CONTACT DETAILS
Alan Thake General Manager – Investment Mgmt and Risk	Office Tel: 02 9253 8661 Email: athake@abacusgroup.com.au
Jeremiah Seyrak Associate Executive – Risk and Compliance	Office Tel: 02 9253 8638 Email: jseyrak@abacusgroup.com.au
Gavin Lechem Chief Investment Officer	Office Tel: 02 9253 8631 Email: glechem@abacusgroup.com.au
Paula Bauchinger People and Culture	Office Tel: 02 9253 8682 Email: peopleandculture@abacusgroup.com.au

Disclosure under the Whistleblowing Policy can also be by email to whistleblower@abacusproperty.com.au.



An independent disclosure may also be made to an independent whistleblower service provider known as Your Call. Further information about this option can be found in our Whistleblowing Policy.

Serious concerns may also be raised directly with the Managing Director or the Chairman at any time.

9. Expectations and failure to comply

Abacus Group expects all team members to be familiar with, and act in accordance with, this policy.

All team members should be aware that disciplinary action may be taken against any team member found to have engaged in any improper or unethical conduct, including any conduct inconsistent with, or contrary to the terms of, this policy. Such action may include a warning, counselling, demotion, or even dismissal.

In addition:

- Material or substantial breaches of this policy will generally be reported to the Abacus Group Board;
- any potentially criminal conduct may be reported to Police;
- any potentially illegal conduct may be reported to other relevant regulatory or law enforcement authorities (and, in some circumstances, may be the subject to mandatory reporting requirements).

10. Definitions

- Abacus Group (ASX:ABG) means the stapled group incorporating Abacus Trust, Abacus Income Trust, Abacus Group Holdings Limited, Abacus Group Projects Limited, together with its controlled entities and related bodies corporate (as defined under the Corporations Act 2001).
- Any reference to the Board and directors means the Abacus Group Board and its directors.

11. Related legislation and policies

Corporations Act 2001(Cth).

Code of Conduct

12. Document Control

Effective: 31 October 2022

ABG Board approved: 31 October 2022

