



CORPORATE GOVERNANCE BACKGROUND

Cosmos Capital Limited (**Cosmos**) is committed to strong corporate governance principles. Each policy is periodically reviewed and updated from time to time by the board.

Key corporate governance policy documents will be made available to the public, online at cosmoscapital.io/corporategovernance

ANTI-BRIBERY AND CORRUPTION POLICY

1. INTRODUCTION

- (a) This is the Anti-Bribery and Corruption Policy of Cosmos Capital Limited ACN 636 458 912 and its related bodies corporate (Cosmos) which has been developed to prohibit inappropriate conduct associated with Bribery and Corruption.
- (b) This Policy is also consistent with Cosmos's Statement of Values and our Code of Conduct.
- (c) This Policy applies to all Cosmos staff, including employees, contractors, consultants, secondees and directors (Personnel).
- (d) The Policy also applies globally. If travelling outside of Australia, Personnel are subject to the laws of the country they are in; however, the principles of this Policy must be followed regardless of whether or not that country has specific bribery and corruption laws. Where a country has specific bribery and corruption laws which are of a lesser standard to this Policy, this Policy prevails.
- (e) In this Policy:
 - (i) Bribery is the offer, payment or provision of a benefit to someone to influence performance of their duty and / or encourage the misuse of his or her authority; and
 - (ii) Corruption is the abuse of entrusted power for private gain.

2. CONSEQUENCES OF BRIBERY AND CORRUPTION

It is illegal to bribe a Commonwealth or State official or to be involved in private bribery such as kickbacks or secret commissions. Bribery and corruption are criminal offences and may result in significant criminal and civil penalties such as imprisonment and/or fines for both individuals and corporations. There is also likely to be significant reputational damage that may be done if an organisation is involved in Bribery or Corruption.



3. POLICY

Bribes

Personnel are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.

Secret commissions

Personnel are not permitted to pay secret commissions to those acting in an agency or fiduciary capacity.

Gifts and hospitality

- (a) Personnel must declare all gifts and benefits, valued at \$100 or more, by giving written notice to the Company Secretary. Cash is not an acceptable gift. The Company Secretary will include the gift on the Cosmos Gift and Entertainment Register.
- (b) Personnel are also expected to decline (or avoid accepting) gifts and benefits which are valued at \$400 or more, with the exceptions being:
 - (i) work related conferences;
 - (ii) invitations to speak at a professional association (including flights and accommodation);
 - (iii) working lunches;
 - (iv) where it is part of a Cosmos sponsorship arrangement.
- (c) Approval for any gifts and entertainment above \$400 may only be provided by the CEO and, for the CEO, by the Chair and must be disclosed in the Gift and Entertainment Register.

Facilitation payments

- (a) Facilitation payments are a form of Bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g. issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform).
- (b) The payment or other inducement is not intended to influence the outcome of the official's action, only its timing. Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

Political contributions

Cosmos does not donate to political parties or political organisations.



4. YOUR RESPONSIBILITIES

- (a) You must ensure that you read, understand and comply with this Policy.
- (b) The prevention, detection and reporting of Bribery and other forms of Corruption are the responsibility of all those working for Cosmos or under its control.
- (c) All Personnel are required to avoid any activity that might lead to, or suggest a breach of this Policy.
- (d) You must notify your manager and / or the Company Secretary as soon as possible if you believe or suspect that a conflict with, or breach of, this Policy has occurred, or may occur in the future.
- (e) Any employee who breaches this Policy will face disciplinary action, up to and including in termination of employment or engagement. A bribe does not actually have to take place – just promising to give a bribe or agreeing to receive a bribe is an offence.

5. RECORD KEEPING

- (a) Cosmos must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- (b) You must give written notice to the Company Secretary within 5 business days of the receipt of any gift required by this Policy.
- (c) The Company Secretary will maintain the Gift and Entertainment Register. This Register may be subject to managerial review and internal and external audit.
- (d) You must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.
- (e) All accounts, invoices, memoranda 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-book" to facilitate or conceal improper payments. Noting it is an offence under the Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act, 2016 (Cth) for a person to make, alter, destroy or conceal an accounting document (including being reckless in their conduct which allowed such an act) to facilitate, conceal or disguise the corrupt conduct.

6. TRAINING

Cosmos will provide training to those of its Personnel likely to be exposed to Bribery or Corruption about how to recognise and deal with it.



7. WHISTLEBLOWING

- (a) Under the Code of Conduct, Personnel have a responsibility to help detect, prevent and report instances of Bribery and Corruption as well as any other suspicious activity or wrong doing in connection with Cosmos's business.
- (b) Cosmos is committed to ensuring that all employees have a safe, reliable and confidential way of reporting any suspicious activity. You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with the Company Secretary. If you are unsure whether a particular act constitutes Bribery or Corruption, or if you have any other queries or concerns, these should be raised with the Company Secretary. If you are not comfortable, for any reason, with speaking directly to the Company Secretary, Cosmos has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report.

8. REVIEW

This Policy will be reviewed periodically to check that it is operating effectively and whether any changes are required to the Policy.