



Anti-Bribery and Corruption Policy

29 April 2021

Document Control & Version History

Policy	Anti-Bribery & Corruption Policy
Number	2
Document Owner	Group Risk and Compliance Team

Record of Amendments, Authorisations & Issues

Version	Revision Date	Drafted by	Nature of Amendment	Approval Required
1.0	23 June 2020	Group Risk and Compliance	Original	BRCC/CLRCC
1.1	29 April 2021	Legal and Company Secretariat	Update to accommodate ASX Corporate Government Principles and Recommendations 4 th Edition	BRCC/CLRCC

Anti-Bribery and Corruption Policy

1. Who We Are

- 1.1 In this Anti-Bribery and Corruption Policy (the Policy), references to 'we', 'our', 'us' and 'ClearView' are to ClearView Wealth Limited and its subsidiaries.

2. Purpose

At ClearView we understand and acknowledge the serious criminal and civil penalties that may be incurred and the significant reputational damage that may occur if the organisation is involved in bribery or corruption.

We pride ourselves on our commitment to doing what is right for our customers, our shareholders, our many other stakeholders, our community and each other.

These ideals are captured in our core values of:

1. Integrity
2. Persistence
3. Authenticity
4. Collaboration

which, with our code of conduct, signpost and enforce this culture.

3. The Policy

- 3.1 ClearView is committed to a high standard of integrity and to operating fairly, honestly and legally, in order to ensure that we work within our stated values and code of conduct, whilst ensuring we comply with all applicable Australian anti-bribery and anti-corruption laws and regulations. In this regard ClearView has a culture and approach of 'zero tolerance' to Bribery, Corruption and Facilitation Payments in all areas and levels of its business activities.
- 3.2 This Policy sets out how ClearView intends to detect, prevent and respond to behaviour which may breach anti-bribery and corruption laws and regulations in order to ensure compliance and mitigate the potential for enforcement actions, adverse court actions, significant reputational damage and significant financial loss to ClearView.
- 3.3 The Policy applies to ClearView, its Directors (Executive and non-Executive), Employees and Third Parties acting for or on behalf of ClearView. The Policy covers any activity undertaken or behaviour during the course of, or in connection with, employment or acting on behalf of ClearView.
- 3.4 The ClearView Senior Management Team has primary responsibility for ensuring their respective Divisions apply and adhere to this Policy. All Employees are required to read, understand and comply with this Policy and to follow the reporting requirements set out in this Policy (see section 8) or any associated policies.

4. Definitions

- 4.1 In this Policy:

AB&C means Anti-Bribery and Corruption.

Bribe or Bribery means the offer, promise, giving, requesting, authorising or receiving of anything of value (whether a financial or other advantage) directly or indirectly to another person(s) with the intention of influencing or rewarding improper performance.

'Another person' can include, but is not limited to a Public Official, Third Party, supplier, customer, etc.

Bribery can include either 'active bribery', in which a person offers or gives something of value to influence performance or obtain an unfair advantage, or 'passive bribery', in which a person receives, attempts to receive, or requests something of value in exchange for improper performance (Division 70, section 141 of the Criminal Code Act 1995 (Cth) and Part 4A of the Criminal Act 1900 (NSW)).

Corruption means any conduct of any person that adversely affects, or that could adversely affect, either directly or indirectly, the honest or impartial exercise of official functions by any Public Official, any group or body of Public Officials or any public authority subject to Government control Division 70, section 141 of the Criminal Code Act 1995 (Cth) and Part 4A of the Criminal Act 1900 (NSW).

Eligible Whistleblowers has the same meaning as the definition in ClearView's Whistleblower Policy

The Whistleblower Policy is available on the ClearView Intranet and Website.:

Employee means for the purposes of the Policy:

- permanent employees that are employed directly by ClearView as a regular maximum term or casual,;
- contractors that are employed through a recruitment agency or other company or organization; or
- service providers that are employed by a Third Party and have access to ClearView's IT network and systems.

Facilitation Payment means a payment of minor value paid to a Public Official via unofficial channels to expedite or secure the performance of a routine government action of a minor nature (Division 70 and section 141 of the Criminal Code Act 1995 (Cth)).

Public Official means a Public Official that is an elected or appointed official, employee or representative of a government (which includes the executive, legislative, administrative, military, or judicial branches of a government; a political party; or a government-owned government-controlled, or government-funded corporation, institution or charity) at any level, and may include:

- government regulators and persons acting in an official capacity on behalf of government regulators;
- employees of self-regulatory organisations in the financial services industry (even if the self-regulatory organisation is not government-sponsored);
- officials or public office candidates of any political party;
- officers, directors or employees of organisations with government ownership or control (as defined below), including:
 - Sovereign wealth funds;
 - Public pension funds;
 - State owned or controlled organisations, such as hospitals, financial institutions, utility companies and other corporations;
- officers, directors or employees of educational institutions that are established or operated by a federal, state, or local government entity.

(Division 70, section 141 of the Criminal Code Act 1995 (Cth))

Government ownership or control means a single government or its instrumentality, which:

- owns at least 50% of an entity; or
- exercises actual management or control of an entity, irrespective of its ownership percentage.

Third Party means any external party with whom ClearView has, or plans to establish, some form of business relationship. A Third Party may include, but is not limited to:

- suppliers/ vendors;
- agents, brokers, advisers, dealer groups (i.e., any type of external third party or intermediary involved in facilitating or selling ClearView products);
- asset or fund managers and custodians;

- loyalty partnerships/ alliances;
- merger and acquisition targets, joint ventures and partnerships; and
- any person who performs services for or on behalf of ClearView (and does not meet the Employee definition).

This Third-Party definition excludes individuals and organisations who are authorised representatives of ClearView under the Corporations Act and customers of ClearView who are not additionally engaged in any of the above capacities.

5. Policy statement

- 5.1 The actual or attempted use of any form of Bribery, Corruption or Facilitation Payment either directly or indirectly on ClearView's behalf to advance its business interests or those of its associates is prohibited.
- 5.2 The possibility of Clearview's involvement in activities which involve Bribery and Corruption is a key conduct risk faced by ClearView, as it may have a negative impact on ClearView's clients or counterparties. This Policy is a key control to manage this risk.
- 5.3 ClearView is committed to operating within:
- all applicable AB&C laws and regulations relevant to ClearView, which at a minimum includes the Australian Criminal Code Act 1995 (Cth);
 - reporting and accounting obligations imposed by regulators and/or enforcement agencies.
- Therefore Employees, Directors and Third Parties, must be aware of and understand ClearView's AB&C obligations and requirements to address, and protect ClearView and its people from Bribery and Corruption.
- 5.4 Bribery and Corruption are incompatible with the ClearView Code of Conduct and the probity and integrity expected of all Employees and Directors.

6. Policy requirements

Facilitation Payments

- 6.1 The making of 'facilitation payments' either directly or indirectly through agents, contractors or intermediaries by Employees, Directors and Third Parties acting for or on behalf of ClearView is prohibited. This includes:
- the giving of bribes or other improper payments or benefits to public officials; and
 - the payment of secret commissions to those acting in an agency or fiduciary capacity.

Gifts

- 6.2 ClearView's Gift Policy prohibits ClearView and Employees from soliciting, accepting or offering any form of benefit, service, hospitality or payment that might lead the recipient to believe that they are going to benefit inappropriately benefit or create a perception of inappropriate influence or inappropriate benefit.
- 6.3 All expenditure must be included on an Expense Claim Form and approved [where possible pre-approved] by the person with the relevant delegated authority. Gifts and entertainment, including gifts or entertainment paid for by cash or personal credit cards which are provided on behalf of ClearView, must be, in accordance with the requirements of the Gift Policy, recorded in the ClearView Gifts and Entertainment Register.
- 6.4 If you are uncertain whether a gift or entertainment is appropriate, you should consult with Compliance, who can assist you and provide guidance.

Charitable Contributions, Sponsorship and Political Donations

- 6.5 The Political Activities and Donations Policy prohibits ClearView from making political donations. Apart from political donations Directors, Employees or Third parties must not make or offer any charitable contribution, donation or sponsorship (including, for example, community investment projects) on behalf of Clearview without prior approval from the person with relevant delegated authority.

Identifying mitigating and managing Bribery and Corruption

- 6.6 With the assistance of Group Risk and Compliance, each ClearView division will perform a risk assessment exercise to identify and address Bribery and Corruption risk. Such risk assessment should be comprehensive, conducted on a periodic basis and identify Employees and third parties who are considered to be higher risk (i.e., operate in a high-risk jurisdiction or industry susceptible to corruption or bribery, and perform a number of “higher risk activities”). These activities include (but are not limited to): winning or maintaining business or licenses; procurement; and involvement in offering and receiving both financial and non-financial benefits, such as donations, gifts and entertainment, research and financial product allocations.
- 6.7 Each ClearView division will establish systems, controls, processes and procedures tailored to mitigate and manage the risks identified through its risk assessment process.
- 6.8 These controls should include appropriate training to ensure Directors, Employees and Third Parties understand the particular Bribery and Corruption risks inherent within their divisional areas.
- 6.9 Each ClearView division will make a record of Bribery and Corruption risks and associated controls in accordance with the Compliance Policy and Framework and Risk Management Strategy and Capital Strategy.
- 6.10 Each ClearView division will conduct regular monitoring and testing of AB&C processes and controls to evaluate their effectiveness and identify and respond to opportunities for continuous improvement.
- 6.11 In addition, the relevant Clearview Divisions have established internal controls to meet their obligations set out in the respective ClearView policies where they apply, in relation to:
- gifts, entertainment, political donations;
 - conflicts of interest;
 - corporate expenses;
 - Employee due diligence;
 - charitable donations, sponsorships and other corporate activities; and
 - Third Parties.
- 6.12 ClearView ensures its financial dealings are transparent and are sufficiently documented with respect to ClearView’s regulatory and legal obligations through mandatory record-keeping and disclosure to ASIC. Such mandatory record-keeping and disclosure is evidenced through ClearView’s compliance attestations, the operation of risk registers, and formal reporting to ASIC.

7. Third Parties

- 7.1 Where Third Parties are engaged to perform services for or on behalf of ClearView, their behaviour and actions are likely to reflect on ClearView, and in some cases ClearView will be potentially liable for the acts of those Third Parties. Therefore, the prohibition in section 5.1 of this policy applies to Third Parties performing services on or behalf of ClearView.
- 7.2 It is important that any division engaging a Third Party to act for, or on behalf of ClearView, takes appropriate steps to ensure their actions and behaviour will not reflect poorly on or expose ClearView to potential criminal or other regulatory liability. Amongst other things, this means that sufficient due diligence must be undertaken on Third Parties to ensure that they are suitable to be associated with ClearView, and that appropriate controls are implemented, designed to prevent and detect Bribery and Corruption (see section 9 of this Policy).
- 7.3 Contractual warranties, enhanced due diligence, communications, training, monitoring and auditing (e.g., expense reimbursements, especially for gifts and entertainment) should all be considered to ensure the Third Parties we engage will not Bribe or perform a corrupt act on ClearView’s behalf or for which ClearView may be responsible or otherwise liable under anti-bribery or anti-corruption legislation.
- 7.4 ClearView must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 7.5 All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties 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 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.

8. Reporting AB&C matters

How to raise a concern regarding an AB&C matter

- 8.1 Directors and Employees must report any Bribery and/or Corruption incident (or suspicion of a Bribery and/or Corruption incident), or other concerns relating to AB&C. Reports should be made:
- Using the Incident Identification Process set out in the Breach and Incident Management Policy [Note under the policy Dealer Group Bribery and/or Corruption Incidents are to be notified in accordance with the Dealer Group Breach and Incident Procedure]; or
 - Where the person is an Eligible Whistleblower in accordance with the ClearView Whistleblower Policy.
- 8.2 Employees who wish to raise a concern or report a Bribery and/or Corruption incident may be worried about possible repercussions. ClearView encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.
- 8.3 ClearView is committed to ensuring no one suffers detrimental treatment as a result of refusing to take part in conduct that may constitute Bribery or Corruption or raises a genuine concern in respect of any such conduct.
- 8.4 Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a Bribery and/or Corruption incident. Eligible Whistleblowers who are subjected to such treatment should inform the Whistleblower Officer or any other relevant person immediately in accordance with the requirements of the ClearView Whistleblower Policy.

9. Due Diligence

Employee Due Diligence

- 9.1 We will identify and manage any Bribery and Corruption risks in relation to all prospective and existing Employees and Directors by undertaking appropriate due diligence screening with the objective of ensuring their identity, honesty and integrity.
- 9.2 We will undertake due diligence screening on all Employees (in accordance with the ClearView Recruitment Policy and Fit and Proper Person Policy) and Directors (in accordance with the ClearView Board Renewal Policy and Fit and Proper Person Policy):
- prior to their commencement of their role with ClearView; and
 - in circumstances which are subject to ongoing Employee due diligence requirements.

Third Party Due Diligence

- 9.3 ClearView will ensure we know who we are doing business with and who is conducting business on our behalf complying with requirements of the ClearView Outsourcing Framework and in particular the ClearView Outsourcing Policy and the ClearView procedures for Onboarding and Monitoring a Service Provider (Outsourcing Procedures).
- 9.4 In relation to Third Parties ClearView will:
- as part of the Outsourcing Procedures assess Third Party Bribery and Corruption risk, undertake appropriate due diligence on, and maintain records relating to prospective and existing Third Parties;
 - as part of the Outsourcing Procedures undertake ongoing due diligence on existing Third Parties to ensure that any new information or relevant changes which may impact Bribery and Corruption risks can be considered; and
 - ensure that contracts with Third Parties contain as appropriate AB&C clauses.

10. Training and awareness

- 10.1 All Employees, Directors and Third Parties are required to have a general awareness of Bribery and Corruption risks, and their responsibilities related to managing these risks.
- 10.2 To achieve this outcome ClearView is to provide an ongoing AB&C training program to Employees and Directors which includes information on when and how to seek advice and how to report any concerns or suspicions of Bribery and Corruption. ClearView will maintain records of AB&C training completion and monitor training completion rate.
- 10.3 ClearView will consider whether further targeted training is also appropriate for Employees, and Directors in light of:
- the activities of ClearView's operations;
 - any identified Bribery and/or Corruption incidents, or other concerns arising in relation to AB&C;
 - the assessment that a Third Party represents a heightened level of Bribery and Corruption risk.

ClearView will develop and conduct targeted training, as necessary.

11. Accountabilities

- 11.1 The accountabilities for the Policy are set out in Annexure 1.

12. Breach of Policy

Consequences

- 12.1 Employees, Directors and Third Parties must also recognise that:
- a breach of AB&C laws may result in legal or regulatory action including criminal proceedings and the revocation of licences, significant reputational damage and/or financial loss - to Employees and ClearView as a whole.
 - ClearView may be liable for the failure to prevent the Bribery of a Public Official or another person by an Employee or a Third Party acting for or on behalf of Clearview if the Employee or a Third Party bribes for the profit or gain of ClearView.
 - Employees who are Directors may also be exposed to personal liability for breaches of AB&C laws.
 - all Employees are personally responsible for protecting ClearView, its reputation and themselves from the risks arising from Bribery and Corruption. Personal penalties can apply where individuals fail to comply with AB&C laws, including financial penalties and imprisonment.
 - ClearView will cooperate with authorities if any legal, regulatory or criminal investigations or proceedings are brought in relation to alleged violation of AB&C laws. This includes in relation to any investigation of, or proceedings relating to, Employees or Third Parties.

Escalation

- 12.2 Potential or confirmed breaches of the obligations outlined in this Policy must be escalated as set out in the Breach & Incident Management Policy.
- 12.3 Material breaches of this policy will be reported to the Board.

13. Related internal documents

This policy must be read in conjunction with the following ClearView policies:

Breach & Incident Management Policy
Code of Conduct
Compliance Policy and Framework
Conflicts Management and Related Party Transaction Policy
Fit and Proper Person Policy
Fraud and Crime Prevention Policy
Gift Policy

14. Publication & Review of the Policy

This Anti-Bribery and Corruption Policy:

- Will be made available on the Company's website and intranet.
- This Policy is reviewed at least every 2 years [or sooner to meet any prudential requirements] to ensure it is operating effectively and whether any changes are required to the policy.
- It was last approved in April 2021.

ANNEXURE 1: Roles and Responsibilities

Description	Role	Responsibility
1st Line of Defence	Employee	<ul style="list-style-type: none"> Ensuring you comply with the principle of a zero appetite towards Bribery, Corruption and Facilitation Payments. Understanding the process for reporting AB&C matters. Being aware of and responding to AB&C incidents, and reporting them internally to Senior Management, the Group Risk and Compliance team and/or in accordance with Whistleblower or AB&C escalation and reporting processes. Meeting the requirements relating to AB&C Policy, procedures and record keeping. Completing your mandatory AB&C Training, post-training assessment and/or attestation.
	Senior Management Team (SMT)	<ul style="list-style-type: none"> Implementing and complying with the principles set out in the Policy. Supporting your staff in meeting the requirements of the Policy. Escalating any AB&C-related concerns to the ClearView Group Risk and Compliance team as appropriate.
	Dealer Group Compliance	<ul style="list-style-type: none"> Implementing AB&C processes within the Dealer Group to manage Bribery and Corruption risks Reporting any potential or actual AB&C incidents to the Group Risk and Compliance team and/or in accordance with the Whistleblower Policy or AB&C escalation and reporting processes Assisting Group Risk and Compliance with the review of any AB&C matters originating from within the Dealer Group Regularly testing the AB&C controls within the Dealer Group and reporting on their effectiveness
2nd Line of Defence	Group Risk and Compliance	<ul style="list-style-type: none"> Overseeing the design and implementation of ClearView's AB&C Management Framework. Promoting a culture of compliance with the AB&C obligations through periodically communicating ClearView's commitment to the prevention of Bribery and Corruption. Monitoring and undertaking assurance over Bribery and Corruption compliance risks Accepting and/or approving AB&C escalations. Providing support and guidance to Senior Management and Employees in relation to the AB&C Framework Ensuring that ClearView's AB&C management systems comply with the principles set out in the Policy. Reporting and escalating AB&C matters to the appropriate stakeholders (including the Chief Risk Officer) and relevant governance forums. Providing a monitoring and assurance function over compliance with the principles set out in the Policy Providing advice and guidance on AB&C controls/ frameworks and issues relating to AB&C Ensuring the Policy is periodically reviewed and updated.
	Legal	<ul style="list-style-type: none"> Advising on AB&C laws and regulations
3rd Line of Defence	Internal Audit	<ul style="list-style-type: none"> Independently evaluate and opine on the adequacy and effectiveness of the AB&C Management Framework

Board & Board-level Committees	ClearView Board	<ul style="list-style-type: none"> • Sets the risk appetite for ClearView
	BRCC	<ul style="list-style-type: none"> • Approving the Policy, and any material changes to it. • Noting any AB&C issues that have been escalated and may be out of appetite and approving any action plan.