

Anti-Bribery and Corruption Policy

Pepper Money Limited (ACN 094 317 665)

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1. Introduction

At Pepper Money Limited (ACN 094 317 665) (the **Company**), we are committed to conducting our business activities in an ethical, lawful and socially responsible manner, and in accordance with the laws and regulations of the countries in which we operate. The Company's reputation as an ethical business organisation is important to its ongoing success. The Company takes a zero-tolerance approach to bribery and corrupt conduct, including in accordance with the *Crimes Legislation Amendment (Combatting Foreign Bribery) Act 2024* (Australia), the *Crimes Act 1961* (New Zealand), the *Philippines Republic Act No. 3019 (Anti-Graft and Corrupt Practices Act)* and all applicable Philippine anti-bribery and corruption laws and regulations. We may set requirements that are of a higher standard than the applicable legal requirements.

Our Anti-Bribery and Corruption Policy (**ABC Policy**) applies to all activities and operations of our employees, officers, directors and consultants, secondees, contractors, agents, partners, intermediaries and anyone who acts on behalf of the Company and wholly owned subsidiaries which operate in Australia and New Zealand including PSO (Manila) Limited Philippines Branch office. The ABC Policy supports the Company's Codes of Conduct and, in particular, the Company's firm commitment to operating an ethical business organisation.

You must:

- (a) not engage in bribery or corrupt conduct, or conceal such conduct;
- (b) comply with the laws and regulations which apply to us and our operations;
- (c) comply with the ABC Policy and all the procedures we adopt; and
- (d) report any concern or suspected or potential breach of the ABC Policy immediately.

The ABC Policy and our Code of Conduct are available in the corporate governance section of the Company's website.

2. What is bribery and corruption

'Corruption' is where an individual abuses their position to achieve personal gain and/or to provide an advantage/disadvantage to another. It includes foreign and domestic bribery, coercive and collusive behaviour, and the destruction, removal or inappropriate use or disclosure of information, documents or assets, or any similar or related inappropriate conduct.

2.1 What behaviour is prohibited by the ABC Policy

The following are prohibited behaviour under the ABC Policy:

- (a) Offering, paying or receiving bribes or facilitation payments

Bribery involves corruptly offering, promising or giving, whether directly or indirectly, money, a benefit, a favour, a gift, office or employment, or anything of value with the intention of influencing the behaviour of a person or a foreign public official in their official capacity or in the performance of their duty in order to obtain or retain any commercial, contractual, regulatory, personal, business or some other improper advantage. It encompasses bribes paid, or received, through third parties or intermediaries.

Facilitation payments are payments of a minor value paid to a foreign public official in their official capacity for the primary or sole purpose of expediting or securing the performance of a routine government action (e.g. the approval of permits or licences). While facilitation payments are legally allowed by some jurisdictions, they are illegal in others. The Company prohibits facilitation payments in its operations.

Offering, making or receiving a bribe or facilitation payment is strictly prohibited. Australia and New Zealand are signatories to the OECD Convention Combating Bribery of Foreign Public Officials in International Business Transactions and have enacted legislation prohibiting the offering, paying, causing or promising of anything of value to both foreign and domestic public officials. The legislation enables Australian and New Zealand regulators to prosecute their citizens and corporations for the bribery of public officials whether the act is performed in Australia, New Zealand or in other countries.

Contravention of the anti-bribery and corruption laws of Australia, New Zealand and of other countries in which the Company operates in has serious criminal and civil consequences, such as imprisonment or fines.

(b) Offering, paying or receiving kick-backs or secret commissions

Offering, making or receiving a 'kick-back' or a secret commission as an inducement or reward for doing or not doing something, or showing or not showing favour or disfavour to any person, in relation to business matters is also prohibited under Australian state and territory laws and in New Zealand. This prohibition extends to all business counterparties – it is not limited to public officials.

Contravention of these laws also has serious criminal and civil consequences, such as imprisonment or fines. The New Zealand legislation enables regulators to prosecute their citizens and corporations for contravention of these laws whether the act is performed in New Zealand or in other countries.

(c) Offering or accepting gifts and hospitality beyond acceptable business courtesies

Offering, making or receiving a gift, business courtesy or hospitality can create an obligation or be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices. You must not give, seek or accept in connection with our business any gifts, meals, refreshments and entertainment which goes beyond common courtesies associated with ordinary and proper course of business. You must avoid everything that could reasonably be construed as a bribe or improper inducement.

Any gift, entertainment or other personal favour or assistance given or received which has a value in excess of **\$300** (or any other amount determined or announced by the Board) must be approved in advance by your Manager and entered into the gifts register maintained by us. Gifts, entertainment or other personal favours or assistance with a combined value in excess of **\$600** (or any other amount determined or announced by the Board) per year from or to the same person or entity is not permitted without prior written approval from the General Counsel and should be entered into the gifts register maintained by us.

(d) Improper dealing of accounting records

Intentionally or recklessly making, altering, destroying, concealing or doing something with an accounting document with the intention of or concealing or disguising the receiving or giving of a bribe is strictly prohibited and is a criminal offence under Australian and New Zealand law.

(e) The Company does not make donations to political parties. The Company may attend political events assessed as relevant to the Company or the financial services industry. The Company attends these events to put forward its position on policy matters of importance to customers, shareholders, employees and suppliers.

Any Company political expenditure is publicly reported in our Annual Report.

Under Philippine law, the following are likewise prohibited:

(a) knowingly inducing or causing any public official to commit offenses under Section 3 of the *Anti-Graft and Corrupt Practices Act*, namely:

- (i) persuading, inducing, or influencing another public officer, or allowing themselves to be persuaded to violate regulations or commit an offense related to the official duties of the latter;
- (ii) directly or indirectly requesting or receiving gifts, presents, or any benefits, for himself or for another in connection with:
 - any government contracts or transactions where they intervene in their official capacity;

- or
 - any government permit or license obtained from the public officer, in consideration for the help they have given or will give;
- (iii) accepting employment for themselves or for a family member in a private enterprise with pending official business with them;
- (iv) for officers or employees of government offices charged with granting licenses, permits or other concessions, causing undue injury to any party or give unwarranted benefits through manifest partiality, evident bad faith, or gross inexcusable negligence;
- (v) neglecting or refusing, without sufficient justification, to act on a pending matter for their personal benefit or interest, or to favour or discriminate against another interested party;
- (vi) entering, on behalf of the government, into contracts that are manifestly and grossly disadvantageous to the government, whether or not they receive profit;
- (vii) directly or indirectly having financial interest in a business or transaction where they intervene in their official capacity, or where they are prohibited by law from having any interest;
- (viii) directly or indirectly being personally interested or having material interest, for personal gain, in a transaction that requires discretionary approval by a board, panel, or group they are a member of, even if they do not participate in such approval or votes against it;
- (ix) knowingly approving or granting licenses, permits or benefits to unqualified individuals or their mere representatives or dummies; or
- (x) divulging confidential information, acquired by their office or them through their official position, to unauthorized persons or releasing such information prior to its authorized release date.

(b) Taking advantage of family or close personal relations

Capitalizing or exploiting or taking advantage of family or close personal relation by directly or indirectly requesting or receiving any present, gift or material or pecuniary advantage from any other person who has business or transactions with the government, in which such public official has to intervene is prohibited under the *Anti-Graft and Corrupt Practices Act*.

Family relation includes the spouse or relatives by consanguinity or affinity in the third civil degree. The word "close personal relation" shall include close personal friendship, social and fraternal connections, and professional employment all giving rise to intimacy which assures free access to such public officer.

(c) Giving gifts on any occasion

Offering or giving any gift or valuable thing on any occasion, including Christmas, when given by reason of his official position, regardless of whether or not the same is for past favours, or the giver hopes to receive a favour or better treatment in the future from the public official or employee concerned in the discharge of his official functions is likewise prohibited under Philippine law.

This includes throwing parties or entertainments in their honour or their immediate relatives.

(d) Corruption of public officials

Offering or giving any gift to such public officials, such that they:

- (i) commit a crime, execute an unjust act, even if not a crime, or refrain from doing something that is their official duty to do;
- (ii) accept by reason of their office; or
- (iii) refrain from arresting or prosecuting an offender who has committed a crime punishable by imprisonment of 20 to 40 years, and/or death.

Individuals who commit the foregoing acts may be penalized with corresponding criminal and/or civil sanctions. For corporations found to have committed or concealed graft and corrupt practices, their registrations or license to do business in the Philippines may likewise be revoked along with the imposition of monetary penalties.

3. The Company's procedures in implementing and monitoring compliance

3.1 Education and training

We will provide education and training to officers and employees in relation to the issue of bribery and corruption and the ABC Policy. The purpose of the education and training will be to assist officers and employees in their understanding of what conduct is prohibited and unlawful and how to recognise and manage instances of bribery or corruption.

3.2 Knowing our partners, agents and intermediaries

We will conduct proportionate risk-based due diligence prior to engaging or entering into business relationships with third parties such as partners, agents and intermediaries. The purpose of the due diligence is to detect and mitigate risk, and to ensure that the entity or individual that we deal with will behave in a manner consistent with the ABC Policy. Where appropriate, we will also obtain from that entity or individual certain assurances of compliance with the ABC Policy and adherence with relevant anti-bribery and corruption laws.

3.3 Investigations and audits

Any potential breaches of the ABC Policy and all relevant anti-bribery and corruption laws by any employee, officer, director, consultant, secondee, contractor, agent, partner, intermediary or service provider will be properly recorded, investigated and dealt with.

The ABC Policy and related procedures will also be subject to periodic audit and review. Periodic risk assessments will also be undertaken to identify bribery and corruption risk. The objective of any such audit or assessment is to determine whether breaches of the ABC Policy were properly recorded, investigated and dealt with and the ABC Policy or any of the procedures contained within it need to be updated as a result of any breaches.

4. Your responsibilities

As an employee, officer, director and when acting on our behalf, a consultant, secondee, contractor, agent, partner, intermediary or service provider, you are expected to ensure that you understand the ABC Policy and the impact this has on your areas of responsibility. In particular, you must:

- (a) comply with the terms of the ABC Policy;
- (b) undertake all requisite training provided in relation to all applicable laws and regulations relating to bribery and corruption and the ABC Policy;
- (c) immediately report any concern, suspected or potential breaches cases of corruption or of the ABC Policy to either:
 - (xi) the Chief Executive Officer;
 - (xii) the Chief Financial Officer; or
 - (xiii) a Whistleblower Protection Officer in accordance with our Whistleblower Policy, which is available in the corporate governance section of our website.

and

- (d) cooperate with and not impede any investigation.

5. Consequences of breaching the ABC Policy

Any suspected breaches of the ABC Policy and all relevant anti-bribery and corruption laws will be thoroughly investigated by the Compliance Team in conjunction with Legal, or if relevant, in accordance with our Whistleblower Policy. Any material breaches of the ABC Policy will be reported to the Board.

In circumstances where a breach of the ABC Policy is established, appropriate disciplinary and remedial actions will be taken as detailed in Pepper Money's Counselling and Discipline Policy.

The Company will report cases of bribery and corruption where these are confirmed or where there is a reasonable belief that a case of bribery and corruption has occurred.

6. Reviews and changes to the ABC Policy

The Board, in conjunction with the Audit and Risk Management Committee, will review the ABC Policy annually or as often as it considers necessary to check it is operating effectively and consider whether any changes are required.

The Board may change this policy (including the responsibilities of the Committee) from time to time by resolution.

If you have any questions regarding any aspect of the ABC Policy, please contact the Company Secretary.

Appendix A - Related Documents

- Conflict of Interest Policy
- Company Codes of Conduct
- Whistleblower Policy
- Counselling and Discipline Policy
- Conduct Risk Policy
- Financial Crime Policy