

## Anti-bribery and Corruption Policy

### 1. Introduction

#### 1.1. Purpose

City Chic Collective Limited (“City Chic” or “we”) has zero appetite for unacceptable behaviour in relation to bribery and corrupt business practices, and will comply with the laws of the jurisdictions in which we operate. 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. City Chic’s reputation is important to its ongoing success in *leading a world of curves*.

To achieve this, this policy sets out:

- the activities and payments that are prohibited;
- the responsibilities of City Chic Personnel in upholding the prohibition against Bribery and Corruption;
- the requirements for managing Gifts and Hospitality, and dealing with Public Officials, and third parties including Agents and Representatives; and
- guidance on how to recognise and raise a concern relating to unacceptable behaviour.

Capitalised terms used in this policy are defined in the Glossary attached to this policy.

#### 1.2. Who the policy applies to

This policy applies to:

- all Directors of any City Chic Group entity;
- all employees of the City Chic Group, whether full time, part time or casual; and
- all third party individuals, companies or other entities acting on behalf of any City Chic Group entity or where this policy is incorporated into the terms of the agreement between a third party and a City Chic Group entity; (each a “City Chic Personnel”).

This policy applies to all City Chic Personnel and to all activities anywhere in the world.

### 2. Bribery and Corruption

City Chic Personnel are prohibited from being involved in Bribery and Corruption, in any form, anywhere in the world.

Corruption is any dishonest activity in which a person acts contrary to the interests of City Chic and abuses his or her position of trust in order to achieve some personal gain or advantage for himself or herself or for another person or entity.

Bribery is a specific act of corruption that involves offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or in breach of trust. A bribe can be made directly or indirectly (for example via a third party or intermediary).

This means that City Chic Personnel must not:

- offer, pay, solicit or accept bribes or other improper payments or benefits in any form;
- promising to give, or agreeing to receive, a bribe even if the offer doesn’t actually take place or hasn’t yet taken place;

- engage in fraudulent or corrupt business practices for the benefit of City Chic, themselves or another party;
- pay any Secret Commissions to those acting in an agency or fiduciary capacity; and
- make Facilitation Payments.

If City Chic Personnel receive an offer for, or are asked to provide, any benefit prohibited by this policy, they must refuse the offer or request and notify the Chief Financial Officer and the Company Secretary as soon as practicable.

Where possible, meetings involving Public Officials should be attended by two or more City Chic Personnel.

Where a payment is made to protect against perceived or actual immediate danger to personal safety or liberty, it must be reported at the first available opportunity to the Chief Financial Officer and the Company Secretary.

The City Chic Group is subject to legislation that prohibits Bribery and Corruption in various jurisdictions in which it conducts business or has operations. Engaging in Bribery and Corruption constitutes a serious offence, both for City Chic and the individual(s) involved, with criminal and civil penalties in most jurisdictions. It also exposes City Chic to significant reputational damage.

### 3. Third Parties including Agents and Representatives

Appropriate controls must be implemented to help ensure contracted third parties including Agents and Representatives, meet the requirements of this policy where relevant to the nature of the business relationship, goods or services provided. These may include but are not limited to:

- formally communicating City Chic's Code of Conduct, the Vendor Code of Conduct and/or associated policies and City Chic's expectations;
- undertaking an appropriate risk-based approach to due diligence on the background, associations, reputation and qualifications of Agents and Representatives. This may include due diligence and consideration of the third party's familial and other related party relationships with Public Officials;
- receiving assurances of compliance with applicable anti bribery and corruption laws;
- incorporating appropriate anti-bribery and corruption clauses in agreements and contracts, including audit rights and termination rights in the event of a failure to comply with City Chic's requirements; and
- implementing appropriate oversight over the work and activities undertaken by the third party.

Where City Chic intends to appoint a third party, Agent or Representative who will engage with Public Officials, approval by the Chief Financial Officer and Company Secretary must be obtained. The fees paid to a third party, Agent or Representative must be reasonable and commensurate with the scope of service provided and on arm's length commercial terms.

### 4. Gifts, Hospitality and Travel

#### 4.1. Gifts and Hospitality

City Chic prohibits the giving or receiving of Gifts or Hospitality in connection with City Chic operations which go beyond the common courtesies of general commercial practice.

City Chic prohibits the receiving or giving of Gifts or Hospitality in circumstances that may be regarded as:

- compromising personal judgment or the judgment of others;

- unduly influencing City Chic Personnel or anyone else, creating a personal obligation or an obligation for someone else;
- giving rise to a conflict of interest;
- damaging City Chic's reputation or relationships;
- inappropriate (in terms of value), illegal or immoral;
- indicating favouritism or prejudice towards a particular person or group; or
- conflicting in any way with City Chic's purpose and values.

In all circumstances, City Chic prohibits:

- Gifts or Hospitality if offered in the form of physical cash or equivalents; or
- any efforts made by others (including suppliers, customers or clients) to unfairly or inappropriately influence any decision making process in order to achieve an unfair advantage or benefit.

City Chic also prohibits Gifts<sup>1</sup> or Excessive Hospitality<sup>2</sup>, being offered to, or accepted from Public Officials. If there is an appropriate business reason to do so, prior approval is required from the Chief Financial Officer and Company Secretary.

All Gifts over A\$300 or Hospitality over A\$300 per person per event (or the equivalent amount in a different currency) in value must be notified to the Company Secretary within 5 business days of receiving the offer for such Gift or Hospitality. The Gift or Hospitality must be approved by the Chief Financial Officer prior to being accepted and will be recorded by the Company Secretary in City Chic's Gifts and Hospitality Register within 5 business days of the Chief Financial Officer's approval. To comply with the spirit and intention of this obligation, Gifts and Hospitality received/provided from/to the same party, regularly or over a period of 12 months, which in aggregate amount to more than A\$300, should also be notified.

#### **4.2. Travel and Accommodation**

City Chic will only provide payment of travel and/or accommodation to a third party (including a Public Officials) where there is an appropriate business reason to do so, and with the prior approval of the Chief Financial Officer or Company Secretary.

City Chic prohibits City Chic Personnel from accepting travel and accommodation offered by a third party without the prior approval of the Chief Financial Officer or Company Secretary.

### **5. Political Donations and Payments**

City Chic does not make direct political donations to political parties.

When representing City Chic, City Chic Personnel may only attend a function or event organised by a political party that requires financial contribution or payment, if the function or event is relevant to City Chic's activities and any amount payable is not disproportionately above the value of the event. Attendance at any of those events requires prior approval of the Chief Executive Officer or Board.

City Chic reports all amounts paid to any politician, Public Official or political party for any reason and irrespective of size, even if those amounts may not constitute donations requiring disclosure under the Australian Electoral Commission's disclosure scheme.

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<sup>1</sup> Gifts may be offer or accepted if they are low value (under A\$50) and received occasionally as part of common cultural courtesies;

<sup>2</sup> 'Excessive Hospitality' is defined as Hospitality valued at greater than A\$300 per person per event or where Hospitality is provided or received on a frequent basis.

## 6. Charitable Donations and Sponsorships

All City Chic Charitable Donations and sponsorships must be approved by the Chief Executive Officer, or the Board if such Charitable Donations and sponsorships exceed a cash donation of payment of A\$10,000 to any single third party in any rolling twelve-month period.

## 7. Implementing and monitoring compliance

### 7.1. Record Keeping

An accurate and auditable record of all expenses incurred by City Chic Personnel, including all gifts, entertainment and payments must be maintained in accordance with generally accepted accounting principles. A record that may distort or disguise the true nature of any expense or transaction is prohibited. It may also be an offence under applicable law to make, alter, destroy, or conceal an accounting document to facilitate, conceal or disguise corrupt conduct.

### 7.2. How to Raise a Concern

City Chic Personnel must be alert to activities that may result in a breach of this policy. If City Chic Personnel suspect or know of a breach of this policy, you are encouraged to raise concerns about any issue or suspicion at the earliest possible stage with your manager, the Chief Financial Officer or the Company Secretary.

If you are unsure whether a particular act constitutes Bribery or Corruption, or if you have any other queries or concerns, please contact the Company Secretary.

If you are not comfortable, for any reason, with speaking directly to your manager, the Chief Financial Officer or the Company Secretary, certain conduct can also be reported in accordance with [City Chic's Whistleblower Policy](#).

### 7.3. Access to this policy

Anyone can access this policy via the [City Chic website](#).

City Chic staff will be made aware of the application of this policy through mandatory Code of Conduct training.

### 7.4. Reporting and review

The Board or a Board Committee will be informed of any material breaches of this policy.

This policy and any supporting procedures will be monitored and reviewed at least every two years so that it remains effective and appropriate for City Chic's circumstances.

### 7.5. Investigations and non-compliance

Any potential breaches of this policy will be recorded and appropriately investigated.

Any breach of this policy will be regarded as serious misconduct and may result in dismissal. It may also expose an individual to civil or criminal legal liability and could result in imprisonment or significant financial penalties.

## Glossary

Term	Definition
Agent or Representative	A person or entity which will, through its scope of activities, act for or represent City Chic in City Chic's business dealings with public sector and/or private sector third parties.
Bribery	This is a specific act of corruption that involves offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or in breach of trust. A bribe can be made directly or indirectly (for example via a third party or intermediary).
Charitable Donations	A financial payment, or provision of goods, provided voluntarily to a charitable organisation to support a cause or initiative with no expectation of commercial gain in return.
City Chic Group	Means City Chic and its subsidiaries, regardless of where such subsidiaries are incorporated or conduct business.
Corruption	Any dishonest activity in which a person acts contrary to the interests of City Chic and abuses his or her position of trust in order to achieve some personal gain or advantage for himself or herself or for another person or entity
Facilitation Payment	A payment or other inducement provided to a Public Official to secure or expedite a Routine Government Action that the Company is entitled to under law and in the ordinary course of business. These are generally relatively minor payments, by way of a gratuity, made to lower level officials or employees. It is irrelevant whether the payment is or is not intended to distort or influence a proper decision-making process.
Fraud or fraudulent business activity	Dishonest and/or deceptive activity causing actual or potential loss, either financial or non-financial.
Gifts	Gifts can include payment, payments in kind such as goods or services, favours, travel and accommodation, and other benefits.
Hospitality	Hospitality can include meals and entertainment such as theatre, sporting and other similar activities
Public Official	<ul style="list-style-type: none"> <li>• an official or employee of a government or government owned enterprise, government agency, statutory authority or regulatory authority;</li> <li>• an official or employee of a political party or a political candidate;</li> <li>• any official or employee of an international public organisation such as the United Nations, World Bank or International Monetary Fund;</li> <li>• a member of the judiciary;</li> <li>• an individual who holds or performs the duties of an appointment, office or position created by custom or convention, including some members of royal families and some tribal leaders;</li> <li>• a person who is, or holds themselves out to be, an authorised intermediary of a public official;</li> <li>• police officers, customs and tax officials, employees of state-owned enterprises, and political party officials; and</li> <li>• a relative or associate of a public official (as described in the other parts of this definition).</li> </ul>

<p>Routine Government Action</p>	<p>An action that is ordinarily performed by the Public Official in question and may include but not limited to the following:</p> <ul style="list-style-type: none"> <li>• granting a permit, licence or other document that qualifies a person to do business in the country;</li> <li>• processing government papers such as visas or work permits;</li> <li>• providing police protection or mail collection or delivery;</li> <li>• scheduling inspections associated with contract performance or transit of goods;</li> <li>• loading and unloading cargo/goods.</li> </ul>
<p>Secret Commissions</p>	<p>Benefits that are given, offered, received or solicited by an agent or representative of another person or entity, where that benefit is:</p> <ul style="list-style-type: none"> <li>• not disclosed to the principal; and</li> <li>• given, offered, received or solicited as an inducement or reward for providing or having provided a favour, or the receipt of which would tend to influence the provision of a favour.</li> </ul>