

IRONGATE

Anti-Bribery and Corruption Policy

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Irongate Group

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1. ABOUT THIS POLICY

1.1 Policy statement

As part of its core values, the RE is committed to achieving the highest corporate standards and does not tolerate unethical or unprofessional behaviour including fraud, bribery or corruption. The RE acknowledges the serious criminal and civil penalties that may be incurred, and the reputational damage that may be done, if the organisation is involved in fraud, corruption or bribery. The longer it continues undetected, the more severe the consequences are likely to be. The RE acknowledges that ethical and professional behaviour emanates from the most senior levels of management.

This Policy provides guidance on the identification of fraud and the resultant actions to be taken and applies to all Fund staff. The RE has a zero tolerance for fraudulent activity or corrupt behaviour. Any Fund staff who has personally committed or aided and abetted the commission of fraud against the RE will be summarily dismissed.

The RE may be subject to criminal sanctions and/or civil penalties, and may suffer reputational damage, if it is found to have been involved in bribery or related improper conduct. The Board will be informed of any material breaches of this Policy.

The Fund is listed on JSE and ASX. As such, this Policy must comply with the requirements of both the JSE and ASX. Where the requirement of one exchange is more stringent than the requirement of another exchange, compliance with the more stringent requirement is required.

If it is not possible to comply with both the JSE LR and the ASX LR, the RE must comply with the rule or requirement of the Main Trading Exchange at the relevant time.

1.2 Defined terms

Act	Corporations Act 2001 (Cth)
ASX	ASX Limited or Australian Securities Exchange, as the context requires
ASX LR	ASX Listing Rules
Audit and Risk Committee	Audit and risk committee of the RE
Board	Board of directors of the RE
Constitution	The constitution of each of Irongate Property Fund I and Irongate Property Fund II (as amended from time to time)
Fund	Irongate Property Fund I and Irongate Property Fund II
Fund staff	Persons who perform activities on behalf of the RE or the RE Group, including staff, contractors and consultants, who have access to the RE's systems and premises (regardless of whether they utilise that access)
JSE	JSE Limited or Johannesburg Stock Exchange, as the context requires
JSE LR	JSE Listings Requirements
Main Trading Exchange	Has the meaning given to it in the Constitution
Policy	This policy as amended from time to time
RE	Irongate Funds Management Limited or any other entity acting as responsible entity of the trusts that comprise the Fund from time to time
RE Group	Any company or other entity that is controlled (directly or indirectly) by the RE as trustee of the trusts that comprise the Fund

1.3 Review

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

2. IMPORTANT CONCEPTS

2.1 What is fraud?

Fund staff must not be involved in fraud. Fraud is defined as a dishonest activity that causes actual (or potential) financial loss to any person or entity. It is the theft or improper use of the RE's resources and can be committed by Fund staff or people external to the RE. Fraud generally involves the use of misrepresentations, dishonest or deceitful conduct in order to obtain some unjust advantage over another or to cause disadvantage to the RE or the Fund. The deliberate falsification, concealment or destruction of documents is also regarded as fraudulent activity.

2.2 What is corruption?

Fund staff must not engage in corrupt behaviour. Corruption occurs where Fund staff or an officer of the RE abuses his/her position of trust for personal gain or advantage (or gain or advantage for another). Corrupt behaviour would also include conduct to secure some form of improper advantage for the RE or the Fund either directly or indirectly.

2.3 What is bribery?

Fund staff may not give or offer, solicit or receive bribes. Bribery is defined as dishonestly giving a benefit to another person, or causing a benefit to be given, with the intent of influencing that person (or a third person) in the exercise of their professional duties. A bribe includes the payment of a secret commission or accepting a secret commission.

2.4 How to recognise fraud, corruption and bribery?

In assessing whether a fraud has been committed, the following questions should be addressed:

- Did the action or event result in a monetary benefit or other advantage?
- Was the action unlawful or illegal?
- Were the actions deceitful, deceptive or involve the concealment of activities?

3. GIFTS AND BENEFITS

The receipt and giving of gifts, benefits or entertainment is permitted, however should not be so lavish or excessive as to operate (or imply to operate) as a bribe, an inducement to do business or imply an attempt to influence a business decision.

The following gifts must not be given or accepted:

- any gift which implies or demonstrates a conflict or appearance of conflict between the self-interest of any Fund staff and their responsibility to the RE or the Fund;
- any amount of cash; or
- gifts, benefits or entertainment offered during a decision-making process such as a major procurement or tender.

Fund staff who are offered any gift falling within the categories above must report this offer to the compliance function as soon as practicable.

Where Fund staff are involved in a tender process, they must provide a declaration to the compliance function that they are not conflicted, will not accept gifts or benefits from the organisation tendering and will act in the best interests of the RE and the Fund.

Gifts of a nominal value (i.e. below \$100) not falling within one of the categories above may be retained by Fund staff. Gifts over \$100 given to Fund staff by suppliers, service providers and other business associates should be surrendered to the RE. The RE will use the items for charitable fund-raising activities and where possible, donate any perishable short shelf life items to a local charity. Third party payment of travel and accommodation expenses in respect of entertainment is generally not allowed and must be referred to the compliance function for approval. All Fund staff will be required to provide a declaration to the compliance function on an annual basis confirming compliance with this Policy.

4. LOBBYING

As part of the RE's property management and development activities, Fund staff may need to meet with representatives of local, state or federal government to discuss property specific covering issues such as zonings, planning approvals and infrastructure.

The RE will comply with all relevant legislation.

At all times, the interests of investors and the broader community are to be taken into consideration.

5. POLITICAL DONATIONS

The RE does not make political donations or provide gifts to politicians or public servants.

6. HOW TO PREVENT FRAUD AND CORRUPTION?

All Fund staff can play a critical role in preventing fraud by:

- Understanding the responsibilities of their position
- Familiarising themselves with correct job procedures and adhering to them
- Knowing what fraud, corruption and bribery are
- Being aware of strategies implemented in their areas to minimise the risk of fraud, corruption and bribery
- Being continuously vigilant to the potential for fraud, corruption and bribery and
- Alerting responsible people to possible or perceived vulnerabilities

7. FRAUD, CORRUPTION AND BRIBERY DETECTION

The identification of real or potential frauds, corrupt behaviour or bribery can take place via the following methods:

- Internal audits
- External audits
- Independent expert reviews or investigations
- Exception reporting
- Investor complaints
- Tenant complaints
- External service provider complaints
- Fund staff complaints
- Whistle-blowing
- Results from monitoring activities

8. FRAUD RISK ASSESSMENT

Risk assessments are facilitated by the compliance function on an annual basis, at which fraud risk is considered. Risk assessments assist in the identification of fraud risk within the various business units and the controls that have been implemented to mitigate the risk.

9. FRAUD, CORRUPTION AND BRIBERY CONTROL

The primary methods of fraud, corruption and bribery control are:

- Ongoing assessment and evaluation of the risk management and compliance management Frameworks
- Policy review, verification and monitoring
- Detailed review and monitoring of fraud, corruption and bribery risks
- Anti-money laundering and counter-terrorism financing programs
- Development and maintenance of business processes and the internal control framework
- Reference and background checks for the appointment of Fund staff and service providers
- Education and training programs for Fund staff in awareness and identification of fraud, corruption and bribery
- Reliance on the activities performed by the internal audit and external audit functions in terms of assessing and reporting on the design and operating effectiveness of business processes and internal controls

The adequacy and appropriateness of the above methods of fraud, corruption and bribery control are reviewed on an on-going basis.

10. HOW TO REPORT FRAUD, CORRUPTION AND BRIBERY

Possible or actual bribery, corruption or fraudulent activity should be reported to the compliance function and/or (where appropriate) the relevant line manager immediately.

Fund staff should provide the following information when reporting a possible fraud:

- Date the incident was identified
- Date the incident occurred
- Brief description of the incident including how it was identified and how it occurred
- Details of the impact to client/funds
- Dollar impact (if known)

The RE is committed to and strongly supports disclosure being made by Fund staff of bribery, fraudulent/corrupt conduct, illegality or improper use of the RE's or the Fund's assets. To protect those Fund staff who make such disclosures from any detrimental action or reprisal, the RE has established a Whistleblower Policy.

The RE takes deliberate or malicious false disclosures of improper conduct very seriously. Any Fund staff found to have made a false or vexatious disclosure will be subject to disciplinary action, which may include termination of employment.

11. INVESTIGATION

The compliance function will conduct further inquiries in order to determine the cause, nature and circumstances surrounding the incident or activity. The compliance function will advise the Audit and Risk Committee.

The following sets out examples of fraudulent acts, unethical or corrupt behaviour:

- Abuse of official position for private gain: This includes the acceptance of lavish gifts, bribes, corruption, blackmail, improper use of confidential information, and bias to suppliers or contractors
- Accepting or offering bribes: Bribery is defined as dishonestly giving a benefit to another person, or causing a benefit to be given, with the intent of influencing that person (or a third person) in the exercise of their professional duties.
- Facilitation payments: Facilitation payments are a form of bribery and made with the purpose of expediting or facilitating the performance by a public official for a routine action. The United Nations Convention against Corruption prohibits facilitation payments.
- Collusion to commit fraud: Collusion can occur when Fund staff act to defraud the RE or the Fund. Collusion could also occur between Fund staff and people outside the RE. This could involve Fund staff providing information or other assistance to third parties to help them commit fraud upon the RE, the Fund or a Fund investor.
- Commercially sensitive information: The RE holds commercially sensitive and other confidential information which will not be released without proper authorisation. Release of information may be unlawful and could breach the Act and/or ASX LR.
- Conflicts of interest: Fund staff have an obligation to act for the benefit of the group. Accepting commissions, fees, gifts or favours that might act as an inducement to do business or influence a business decision could result in a conflict of interest. Conflicts of interest must be reported immediately to the compliance function to ensure appropriate management of the actual or potential conflict.

- **Forgery or falsifying records:** The falsifying of records and processing of a false statement is fraud e.g. falsifying data on receipts or invoices; forgery of a signature on a cheque or document; and forgery of certificates of competency or qualifications.
- **Deceptive conduct:** Any act, behaviour or statement made with the intention of misleading another party to enter into a contractual or business arrangement or procure/purchase a product or service which is inappropriate or unsuitable for their circumstances and may result in monetary loss or inadequate benefits for price/cost incurred.
- **Inappropriate use of property and assets:** Inappropriate use of the RE's or the Fund's property and facilities, computers, smart phones, photocopiers, email or internet.
- **Theft:** Besides cash and cheques, the most common types of property stolen include consumables or supplies, computers (especially laptops), smartphones, software, electronic office equipment, digital cameras, gift cards, "scratch & win" cards and intellectual property. Theft also includes building materials and supplies, the unauthorised use of credit cards and theft of documents and data.
- **Provision of false information:** This includes the provision of financial information, briefs, papers etc, to management, the Board and its committees, regulatory authorities and to the public which is intentionally false.

The RE will ensure that Fund staff likely to be exposed to bribery and corruption are provided training about how to recognise and deal with these issues.