



TERRA FIRMA

ANTI-BRIBERY &  
ANTI-CORRUPTION POLICY



TERRA FIRMA EQUITY LIMITED

ACN 675 999 747

**ANTI-BRIBERY & ANTI-CORRUPTION POLICY**  
**Terra Firma Equity Limited (ACN 675 999 747)**

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**1. Purpose**

Terra Firma Equity Limited (“Terra Firma”, “the Company”) is committed to conducting all business activities with integrity, transparency and accountability.

This Anti-Bribery & Anti-Corruption Policy (“Policy”) establishes Terra Firma’s zero-tolerance approach to bribery, corruption, improper inducements and unethical conduct. The Policy provides a framework to ensure compliance with applicable laws and to safeguard the Company’s reputation, governance standards and stakeholder trust.

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**2. Policy Statement**

Terra Firma strictly prohibits:

- Offering, promising, giving or authorising any bribe
- Soliciting, accepting or receiving any bribe
- Facilitation payments
- Improper gifts or hospitality intended to influence business decisions
- Corrupt conduct involving public officials or private counterparties
- Concealment of improper payments through inaccurate accounting

The Company does not permit bribery or corruption in any form, whether direct or indirect, and regardless of local practices or competitive pressures.

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**3. Scope**

This Policy applies to:

- Directors
- Officers
- Employees
- Contractors and consultants
- Agents and intermediaries
- Joint venture partners
- Representatives acting on behalf of Terra Firma

Compliance with this Policy is mandatory.

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**4. Legal & Regulatory Framework**

This Policy supports compliance with:

- Criminal Code Act 1995 (Cth) (foreign bribery provisions)
- Corporations Act 2001 (Cth)
- State and Territory criminal legislation
- Applicable international anti-corruption laws (where relevant)

Failure to comply may result in civil and criminal liability for both the individual and the Company.

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## 5. Definitions

**Bribe** – Any financial or other advantage offered, promised, given or received with the intention of influencing a person to perform their role improperly.

**Corruption** – Abuse of entrusted power for private gain.

**Facilitation Payment** – A small payment made to secure routine government action. These are prohibited under this Policy.

**Public Official** – Any officer or employee of a government, government agency, public international organisation, or state-owned enterprise.

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## 6. Prohibited Conduct

The following conduct is strictly prohibited:

### 6.1 Bribery

No person may:

- Offer money, gifts, loans, rewards or other benefits to improperly influence a decision
  - Provide anything of value to obtain or retain business
  - Provide benefits to secure regulatory approvals improperly
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### 6.2 Facilitation Payments

Terra Firma prohibits facilitation payments, even where permitted under local custom.

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### 6.3 Indirect Corruption

Improper payments made through third parties are prohibited. Individuals cannot avoid responsibility by acting through intermediaries.

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### 6.4 Kickbacks

Commission payments or rebates intended to improperly influence commercial arrangements are prohibited.

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## 7. Gifts, Hospitality & Entertainment

Gifts and hospitality may be provided only if they are:

- Reasonable and proportionate
- Infrequent
- Transparent
- Not intended to influence decision-making
- Properly recorded

Gifts must not:

- Be excessive in value
  - Be cash or cash equivalents
  - Create an appearance of impropriety
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## 8. Dealing with Public Officials

Special caution must be exercised when interacting with public officials.

Any hospitality, travel or other benefit provided to a public official must:

- Be lawful
  - Be modest and proportionate
  - Be pre-approved where required
  - Be accurately recorded
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## **9. Political & Charitable Contributions**

Terra Firma does not make political donations without Board approval.

Charitable donations must:

- Be lawful
  - Not be used as a substitute for a bribe
  - Be transparently recorded
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## **10. Third-Party Risk Management**

The Company recognises that corruption risk may arise through third parties.

Appropriate due diligence must be conducted prior to engaging:

- Agents
- Consultants
- Lobbyists
- Joint venture partners
- Distributors

Contracts should include anti-corruption representations and termination rights for breach.

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## **11. Record Keeping & Financial Controls**

Terra Firma maintains accurate and complete financial records.

It is strictly prohibited to:

- Create false invoices
- Misclassify expenses
- Conceal improper payments
- Maintain off-the-books accounts

Internal controls are designed to detect and prevent corruption.

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## **12. Reporting & Whistleblower Protection**

Any suspected breach of this Policy must be reported promptly through:

- Line management
- The Company Secretary
- The Audit & Risk Committee
- The Whistleblower reporting channel

All reports will be treated confidentially.

Retaliation against whistleblower's is strictly prohibited.

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## **13. Investigation Process**

All reported concerns will be:

- Assessed promptly
  - Investigated appropriately
  - Escalated to the Board if material
  - Addressed with corrective action where necessary
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## **14. Training & Awareness**

Terra Firma will:

- Provide training to relevant personnel
  - Periodically communicate this Policy
  - Promote awareness of corruption risks
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## **15. Consequences of Breach**

Breaches of this Policy may result in:

- Disciplinary action
  - Termination of employment or engagement
  - Civil or criminal proceedings
  - Reporting to regulatory authorities
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## **16. Governance & Oversight**

The Board retains ultimate oversight of anti-corruption compliance.

The Audit & Risk Committee monitors compliance and reports to the Board.

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## **17. Policy Review**

This Policy will be reviewed periodically to ensure ongoing relevance and effectiveness.

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**Approved by the Board of Terra Firma Equity Limited ACN 675 999 747**

**25-February 2026**

**Terra Firma Equity Limited**

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