

COMPLIANCE POLICY & PROCEDURE

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1 Policy Statement

Any conflict or the appearance of conflict between the self-interest of any employee and his or her responsibility to Duxton Capital (Australia) Pty Ltd. ("DCA" or "The Company") or its customers or counterparties must be appropriately managed. Employees must never misuse their position with DCA for personal or private gain for themselves, their families or other persons.

In addition to the specifics set forth below, it is DCA's policy that no gift, benefit or entertainment may be offered to or received from an existing or prospective DCA client, consultant, broker, vendor or other service provider (hereafter referred to for purposes of this policy as "client(s)") if it:

- is inconsistent with customary business practice;
- is excessive in value or so frequent in nature as to raise issues of impropriety;
- can be construed as an improper inducement, bribe or payoff;
- may improperly influence an employee's judgment; or
- violates any local laws or regulation.

Employees must not accept gifts, benefits or entertainment from, or provide them to, a person they know solely due to their employment with DCA except in accordance with this policy.

2 Scope

This policy applies to all employees and affiliates of Duxton Capital Australia.

- (a) Any gifts received from clients more than AUD50 to be notified to supervisor and logged with Compliance Officer.
- (b) Any gifts provided to clients in excess of AUD100 to be pre-approved by supervisor and logged with Compliance Officer.
- (c) Any entertainment received from clients in excess of AUD100 to be notified to supervisor and logged with Compliance Officer.
- (d) Any entertainment provided to clients in excess of AUD200 per person to be pre approved by supervisor and logged with Compliance Officer.

Note: Gifts and Entertainment to Clients should generally be pre-approved by Supervisor to ensure approval of expense claims made.

3 Gifts

General Rule

This policy does not prohibit normal and appropriate bona fide gifts (given and received) to or from third parties provided that they are reasonable and proportionate and are not unduly lavish.

Prohibitions and Restrictions

General

Employees are prohibited from:

- giving or receiving cash gifts
- soliciting gifts
- soliciting anything of value for their own benefit in return for business or to gain a business advantage, service or information that is proprietary or confidential to DCA or its clients.

Gifts to Public or Government Officials / Unions or Union Officials

In general, gifts to public or government officials, unions or union officials are prohibited. Any exceptions require advance permission from CEO.

Caps

General Requirements

There may be applicable gift caps under local laws or regulation or DCA policy. Where this is the case, the following requirements apply:

- Gifts should be valued at the higher of cost or market value excluding applicable taxes and delivery charges
- Employees should make reasonable efforts to determine the value of gifts
- For tickets, the value is the higher of cost or the face amount of the ticket

The value of a gift that can be provided to clients without prior approval of your Manager under this policy is less than AUD50.

Exception to Caps

Promotional items and lucites, as defined below, do not count towards any applicable gift caps.

Promotional Items

Gifts of de minimis value (e.g. pens, etc.) that display the DCA logo.

Lucites

Lucite tombstones, plaques or other decorative items commemorating a transaction are considered a promotional item and are an exception to cap rules. For this exception to apply, the item cannot have a use over and above commemoration of the business deal. For example, if DCA provides a golf club inscribed to memorialize a deal, then such an item would generally be impermissible pursuant to local caps even if the item has a DCA logo.

Exceptions for Gifts of a Purely Personal Nature

(a) Gifts of a purely personal nature, such as wedding or newborn gifts, are not subject to this policy.

(b) For the gift to be deemed purely personal, the following should be considered:

- Is DCA paying for the gift, or is the employee seeking reimbursement for the gift? If so, then a presumption exists that the gift is business related and not purely personal.
- Does a personal relationship exist between the employee and the recipient? If not, then the gift is business related and not purely personal.
- Is the value of the gift clearly exceeding the norm for such an occasion? If so, the gift is likely to be deemed not purely personal.

4 Entertainment

Definition

Entertainment, whether provided by DCA or received by an employee, includes any social event, hospitality event, concert, charitable event, meal, leisure activity, or an event of like nature. An event provided by DCA qualifies as entertainment only if DCA staff is present. Where this is not the case the gift rules and applicable limits apply.

Note: Any gifts provided to clients at an entertainment event retain their status as gifts and are subject to the restrictions applicable to gifts.

General Rule

Entertainment of clients may neither be so frequent nor so excessive as to raise any question of impropriety or be perceived as to secure or influence a business decision. Hospitality will generally be bona fide where it is provided in order to better present DCA image, products, services or people or to establish cordial relations.

Additional Considerations

The following considerations also govern entertainment:

- "Adult entertainment" is strictly prohibited
- DCA should not pay for a client's guest or spouse without prior consultation of CEO
- Entertainment of public or government officials or of union officials should be avoided unless of minimal nature e.g. Coffee. Any exceptions require advance permission from the CEO
- Local caps as applicable

5 Approval Requirements

General

This policy applies to all employees and affiliates of Duxton Capital Australia.


- (a) Any gifts received from clients more than AUD50 to be notified to supervisor and logged with Compliance Officer.
- (b) Any gifts provided to clients in excess of AUD100 to be pre-approved by supervisor and logged with Compliance Officer.
- (c) Any entertainment received from clients in excess of AUD100 to be notified to supervisor and logged with Compliance Officer.
- (d) Any entertainment provided to clients in excess of AUD200 per person to be pre-approved by supervisor and logged with Compliance Officer.

Note: Gifts and entertainment to clients should generally be pre-approved by supervisor to ensure approval of expense claims made.

Additional Approval Requirements

Additional approval from CEO is required if the gift or entertainment provided and/or received involves:

- a public or government official or union official
- an exception to the requirements of this policy



6 Record Retention

Records of all gifts (> AUD50) and entertainment (> AUD100) provided to clients or received from clients must be notified with the Compliance Officer who is responsible for maintaining the Gifts and Entertainment Register. The information that are to be provided to Compliance Officer within 2 business days are stated under Appendix 1 ("Gifts and Entertainment Register").

Records of all gifts and entertainment provided to or received from government officials, unions or union officials must be maintained by the Compliance Officer, regardless of the value of the gifts and entertainment.

It is the responsibility of the DCA employee receiving or providing the gifts and entertainment to obtain approvals and provide details of gifts and entertainment under this policy to the Compliance Officer for which records need to be maintained. Gifts and entertainment provided to or received from clients requiring pre-approval under this policy must evidence approval.



TS & ENTERTAINMENT REGISTER

The background of the page features a series of vertical stripes in alternating light gray and off-white colors. Overlaid on this pattern is a stylized illustration of a plant with several large, pointed, yellowish-green leaves and thin, light brown stems. The plant appears to be growing from the bottom left corner and extends diagonally towards the top right. The entire page is framed by a thin black border.

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Approval Date	April 2019
Version	1.0
Approved By	Stephen Duerden
Revision History	DCA Compliance Policies