

ANTI-BRIBERY AND CORRUPTION POLICY

Purpose

Tabcorp is committed to complying with the law and ensuring the highest standard of honesty and integrity in all its activities. We expect our people to do the right thing and comply with applicable laws, codes and policies. Tabcorp has zero tolerance for and strictly prohibits bribery, corruption and fraudulent or dishonest conduct by team members.

The purpose of this policy is to ensure you understand:

- how you should conduct yourself and your obligations to minimise the risk of bribery, corruption or fraud occurring in connection with Tabcorp’s operations;
- your obligations when offering or being offered gifts or hospitality;
- your responsibilities to recognise and deal with bribery, corruption or other improper conduct; and
- what to do if you have any concerns that a team member may be acting outside this policy and/or engaging in unlawful conduct.

This policy should be read together with the Gifts and Hospitality Procedure and FAQs.

Who this policy applies to

This policy applies to everyone who works at Tabcorp including all directors, employees and contractors (team members).

Definitions

What is a bribe?	<p>A bribe is any inducement, reward or object/item of value offered to an individual in order to gain commercial, contractual, regulatory or personal advantage. This involves offering or giving a benefit to a person with the intention of gaining an undue advantage, by improperly influencing the recipient to act in a certain manner in the exercise of that person’s official duties.</p> <p>Bribery includes facilitation payments and secret commissions. A bribe may be direct or indirect; an example of an indirect bribe is if a bribe is arranged through a third party, such as a business associate or family member.</p>
What are facilitation payments?	<p>Facilitation payments are a type of bribe. These are typically minor, unofficial payments made to secure or expedite a routine government action by a government official. This type of payment is commonly sought or</p>

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	expected in some jurisdictions, and is prohibited under this policy and under the Australian laws that apply to Tabcorp.
What are secret commissions?	Secret commissions are payments offered or made (typically as an inducement) to an agent or representative of another person (such as a supplier to Tabcorp), which are not disclosed by that agent or representative to their principal. These payments are effectively bribery of the agent or representative to corruptly influence the conduct of the principal's business. They are illegal under Australian law and prohibited under this policy.
What is corruption?	Corruption is the misuse of power or position for private gain. This can include dishonest and fraudulent behaviour or bribery.
What is fraud?	Fraud is any dishonest activity causing actual or potential financial loss to any person or entity, and may include stealing, creating or using falsified Tabcorp records or documentation, concealing or destroying, with the intention to conceal, Tabcorp records or documentation, or using Tabcorp information or your position for an improper purpose and/or personal financial benefit.
Who is a public official?	A public official includes anyone involved in the service, on a full or part-time basis, of a government, statutory authority or a wholly or partially state-owned enterprise. Relationships with public officials pose a greater risk of breach of this policy and relevant laws, and as a result may be subjected to greater scrutiny.
What is a gift?	A gift may include any tangible item of value, service of value, favour that enhances a person materially, benefit or thing of value, including cash, or item, service, favour, benefit or thing given at less than market value.
What is hospitality?	Hospitality may include any meal, travel, entertainment, including attendance at sporting and other events, accommodation, vouchers or certificates which are capable of being exchanged or redeemed for corporate hospitality items.

Your obligations

It's your responsibility to read, be aware of, and comply with this policy.

You must not:

- offer, promise, give, request, accept, or agree to receive a bribe, whether directly or indirectly. This applies to dealings with both public officials and individuals in private entities;
- offer or make, directly or indirectly, any facilitation payment to a public official;

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- offer and/or make a secret commission; or
- engage in any acts of fraud or corruption.

Your obligations in regard to gifts and hospitality

You must not give or accept gifts or hospitality in connection with your role at Tabcorp of any value that may compromise, or appear to compromise, your integrity and objectivity in performing your duties, or cause, or appear to cause, a conflict of interest.

If you offer or are offered gifts or hospitality in connection with your role at Tabcorp, you must comply with the Gifts and Hospitality Procedure and FAQs, even if you haven't yet, or don't intend to, accept the offer. This procedure states when you can and can't give or accept a gift or hospitality. It also tells you when you need to record any gifts or hospitality in our Gifts and Hospitality Register. This is very important in order to protect Tabcorp's relationships and reputation, and to ensure transparency in our dealings. It also allows Tabcorp to keep appropriate records and comply with reporting obligations.

Your obligations in dealing with third parties

Tabcorp engages with third parties in a range of circumstances, for example: agents, distributors, intermediaries, suppliers, or other contractors. In certain circumstances, Tabcorp may be liable under applicable anti-bribery and corruption laws for the improper conduct of these third parties. Accordingly, appropriate controls must be put in place when dealing with third parties.

If you're engaging or dealing with any third party on behalf of Tabcorp in relation to any material matter, or that third party poses a particular risk of breaching this policy (for example, if they're involved in negotiating any business arrangements or transactions with the public or private sector on behalf of Tabcorp, or are performing services in developing or emerging economies), then you should liaise with the Group General Counsel team to determine what controls should be in place to address this risk. You must also comply with the Procurement Policy and Guidelines.

Your obligations with respect to donations

Tabcorp may make charitable donations to registered charities in accordance with local law and practice and in accordance with any Tabcorp charitable donations guidelines. All charitable donations must be approved in accordance with the Delegated Authorities Approval Limits Policy.

Tabcorp may make donations to support political parties or associated organisations. All political donations must be approved, recorded and disclosed in accordance with the Political Donations Policy. Team members are strictly prohibited from making cash political donations on behalf of Tabcorp.

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Accounting and record keeping

Tabcorp must keep accurate and complete records of all business transactions. It's the responsibility of all team members to ensure that all dealings with third parties, such as customers, suppliers and business contacts, are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior leadership team and corrected.

How to raise a concern

At Tabcorp, we encourage you to speak up, and report any actual or suspected breach of this policy. If you have any concerns that a person connected with Tabcorp may be acting outside this policy or engaging in unlawful conduct, you should take one or more of the following actions:

- notify that person's immediate manager, People and Culture partner, or another senior leader within their business unit;
- notify a member of Tabcorp's Investigations team; and/or
- make a report via Tabcorp's whistleblower service (known as the Tabcorp Integrity Protection Service – TIPS) at www.tips.deloitte.com.au. Reports to this service may be made anonymously. See the Whistleblower Policy for more information.

Monitoring and investigation

Tabcorp will monitor and enforce this policy and associated procedures and suspected contraventions will be investigated.

What are the potential consequences of bribery and corruption?

Bribery, corruption and the other types of improper or dishonest conduct prohibited by this policy may also contravene applicable anti-bribery and corruption laws of the countries in which commercial dealings on behalf of Tabcorp take place. Possible consequences of contravention of applicable anti-bribery and corruption laws include:

- for Tabcorp, the imposition of substantial fines, exclusion from tendering for government or private contracts and reputational damage; and
- for individuals, criminal and civil liability with associated significant fines and/or lengthy terms of imprisonment.

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C O R R U P T I O N P O L I C Y**

What happens if I breach this policy?

It's your responsibility to understand and comply with this policy. Tabcorp treats non-compliance seriously and resulting action could include suspension or termination of employment or engagement with Tabcorp. Tabcorp may also refer the matter to appropriate government or law enforcement agencies.

Policies Control

Current from	3 December 2019
Replaces version dated	21 May 2018
Review period	Annual
Sponsor	Group General Counsel
Approved By	Board

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