

# ANTI-BRIBERY & ANTI-CORRUPTION, THIRD PARTY ENTERTAINMENT AND GIFTS POLICY

**REFERENCE**

1.2

**EFFECTIVE DATE**

November 2021

**OWNER**

Compliance

## 1. PURPOSE AND SCOPE

To ensure all employees, directors (executive and non-executive), officers, contractors and consultants are aware of certain types of activities which may constitute corruption, a bribe or an act of bribery and are aware that any such activities are prohibited. Aristocrat takes a “zero tolerance” approach to acts of bribery and corruption.

Every employee (and contractor) has a responsibility to act ethically and legally in every situation they face at Aristocrat and to ensure they comply with our Values to avoid disciplinary action which could include termination of employment. Our Values can be accessed via our intranet for our employees <https://www.aristocrat.com/ally/> or via our website [www.aristocrat.com/culture-and-careers/our-values/](http://www.aristocrat.com/culture-and-careers/our-values/).

**Bribery** means knowingly giving or receiving, or agreeing to give or receive, an undue reward, whether financial or non-financial, to influence the behaviour of someone in government or business either in their personal or official capacity, to obtain commercial advantage. Examples include giving improper payments or benefits to public officials or paying secret commissions to an agent. A bribe does not have to be actually given – the intent to give a bribe is sufficient to be deemed a bribe.

Bribery includes indirect bribery, which occurs where a third party, whether an individual or an organisation, commits an act of bribery when acting on Aristocrat’s behalf. Examples of third parties include agents, distributors, service providers, joint venture partners, and anyone acting in a fiduciary capacity.

**Corruption** is the willingness to act dishonestly in return for money or personal gain.

## 2. WHY IS THIS IMPORTANT?

As part of Aristocrat’s commitment to high ethical standards we must demonstrate care that our actions do not put Aristocrat, or business partners of Aristocrat, in breach of any applicable laws or generally accepted ethical standards.

Many countries have or are in the process of implementing legislation that aims to prevent Bribery and Corruption. The penalties for failing to comply with these laws are significant and can affect you and Aristocrat. The consequences can include:

- serious civil and criminal penalties including fines for Aristocrat;
- individual liability for employees and executives (including fines); and
- operational costs and reputational damage.

### 3. WHAT ARE THE GENERAL GUIDELINES OF THIS POLICY?

All acts of Bribery and Corruption are strictly prohibited. This includes payments made on behalf of Aristocrat by a third party.

Government authorities can prosecute companies and individuals for actions that occur anywhere in the world through various laws, including the UK Bribery Act 2010, the US Foreign Corrupt Practices Act and Anti-Kickback Statute, and the Australian Criminal Code Act. This means all employees and other persons engaged by Aristocrat must be vigilant about ensuring that no acts of Bribery or Corruption occur, in any part of the business, in any part of the world.

Aristocrat is liable for the actions of employees and others engaged by the company who act or are perceived to act on behalf of the company. You must therefore be alert to any suspicious behaviour or events and report them immediately to your local Compliance Manager.

Do	Don't
Understand local customs for the giving or receiving of gifts, entertainment or benefits, tips, and fees.	Don't accept gift vouchers with monetary value or cash.
Use sensible judgment in deciding what is reasonable and seek guidance and approval before accepting or giving a gift or entertainment where unsure.	Don't give or receive a gift or a favour that you would feel uncomfortable explaining to your work colleagues, your family, or the media.
Be familiar with all laws and regulations relating to Bribery and Corruption.	Do not allow any third parties to pay travel or accommodation expenses for you.
Seek approval from Compliance before engaging on behalf of Aristocrat with government officials regarding political activities, unless such engagement is expressly required by your role (e.g., Government Relations functions).	Never use your position in Aristocrat to try to influence any other person (inside or outside Aristocrat) to make political contributions or provide support to any political parties or politicians.
Keep in mind Aristocrat's reputation, and how the public would perceive your actions, when accepting gifts, or engaging with government officials.	Don't differentiate between the giving or receiving of gifts and hospitality directly or via an intermediary.
Inform Compliance immediately if you suspect any Bribery or Corruption may be occurring (for example: third parties requesting a cash payment separate from the official Aristocrat invoice etc).	Don't use or allow to be used any Aristocrat assets or resources (for example: work time, telephones, communications services, or meeting rooms for any political campaign, political party, political candidate, or any of their affiliated organizations).
Inform Compliance of any requests from customers to alter invoices (i.e., requests for deflated invoices for customs purposes).	

## 4. WHAT ARE THE GUIDELINES FOR CHARITABLE AND POLITICAL CONTRIBUTIONS?

Charitable contributions may be made on behalf of Aristocrat subject to the appropriate approval and only for bona fide charitable purposes, i.e., for which no tangible benefit is received or is expected to be received by Aristocrat. Refer to our [Donations, Sponsorship and Charitable Contributions Policy](#) for more information.

Political contributions of any nature made on behalf of Aristocrat are strictly prohibited.

Furthermore, Aristocrat has adopted a strict framework for personal political contributions made by the Chief Executive Officer and Managing Director and Non-Executive Directors and their spouses. For these individuals, personal political contributions are prohibited unless you are a USA citizen making a payment to a USA political party or candidate and where gaming laws do not prohibit such payment.

## 5. WHAT ARE THE GUIDELINES FOR MEALS, ENTERTAINMENT AND GIFTS?

Meals, Entertainment and Gifts received by Aristocrat employees and provided by Aristocrat to third parties must be within generally accepted ethical standards and in compliance with applicable laws.

**Government Official** includes (without limitation) government employees, government contractors, statutory officeholders, judicial officeholders, public international organisation employees, politicians (including candidates for office), members of royal families, or members of political parties. For the avoidance of doubt, an employee of a gaming regulator (including a tribal gaming regulator) is considered a Government Official.

### 5.1. GENERAL

All entertainment, gifts and meals either received by Aristocrat or provided to third parties must be reasonable in value, non-extravagant, and linked to a business purpose. Receiving or providing meals, entertainment, and/or gifts to advance a potential business transaction or regulatory approval is prohibited.

Before accepting or giving any gift or entertainment, employees and people engaged by Aristocrat should ask themselves the following questions to determine whether the gift or entertainment is appropriate:

- **Intent** – Is the intent only to build a business relationship or offer normal courtesy, or is it to influence my (or the other party's) objectivity in making a business decision? *If it is to influence objectivity in making a business decision, it should not be provided or accepted.*
- **Materiality and frequency** – Is the gift or entertainment modest and of a reasonable frequency in light of the nature of the relationship? *If no, the gift or entertainment should not be provided or accepted.*
- **Legality** – Am I sure that the gift or entertainment is legal both in my country and in the country of the associated party? If unsure, have I consulted Compliance to help make an informed decision? *If no, the gift or entertainment should not be provided or accepted.*

- **Compliance with the other person's rules** – Does the recipient's organisation allow the recipient to receive the gift or entertainment? *If no, the gift or entertainment should not be provided. Special care must be taken when dealing with Government Officials as many countries do not allow officials to accept gifts or entertainment.*
- **Transparency** – Would I be happy explaining my behaviour to my manager, colleagues, or anyone outside Aristocrat without any embarrassment? *If not, do not engage in that conduct.*
- **Hypocrisy** – Am I adopting double standards? I should only offer what I would be comfortable to accept (and vice versa).

## 5.2. GOVERNMENT OFFICIALS

Government Officials are highly regulated in their work environment and in most cases cannot accept any gifts or entertainment. Refer to policy 2.7 - Dealing with Government Officials and Political Parties for further information.

## 5.3. COMPLIANCE WITH LOCAL LAWS

Aristocrat employees are responsible for complying with all rules, regulations, and laws of the jurisdictions in which they conduct business and are encouraged to consult their local Compliance Manager for guidance.

Examples of local laws that affect what benefits Aristocrat employees may provide include the following:

- In NSW, any entertainment must not breach the provisions of Section 43A(2) of the New South Wales Registered Clubs Act which prohibits the provision or offer of a benefit to a limited number of persons or clubs. This means no benefit can be offered unless it is educational in nature and is openly and generally available to all clubs. If an offer is made to a person and not the club, then an offence may not have been committed, however assistance should be sought from Compliance, prior to any such offers being made in NSW.
- In both Tasmania & Victoria, it is unlawful to make either directly or indirectly, payment to or confer a benefit on a venue operator or a gaming operator, nor can they receive a benefit from a manufacturer or supplier of gaming equipment.

Other limitations may apply to other jurisdictions; consult your local Compliance Manager for details.

## 5.4. MEALS & ENTERTAINMENT

The following matrix outlines the thresholds that have been set by Aristocrat for paying for or receiving meals, entertainment, gifts and travel from customers, vendors, and other business associates. Any exceptions to the thresholds outlined below must be referred to your local Compliance Manager, who will discuss the request with the Chief Compliance Officer. The Chief Compliance Officer will provide a decision on the request. If the exception is not granted by the Chief Compliance Officer, the request may be escalated to the Chief Legal Officer, the Chief Executive Officer, and/or the Regulatory and Compliance Committee for further consideration and a final decision.

Employees must receive approval from the Chief Compliance Officer prior to paying for any meals and/or entertainment or gift that will cost more than the per person thresholds provided in the following table.

	Offer to a Government Employee	Offer to a Tribal Regulator	Offer to another Commercial Counterparty	Acceptance by an Aristocrat Employee
<b>Meals and Entertainment</b>				
Offering or accepting meals and/or entertainment (total value)	Compliance approval	Up to USD \$50 p.p. (incl tip and taxes)	Up to USD \$400 p.p. (incl tip and taxes)	Up to USD \$150
<b>Gifts</b>				
Offering or accepting gifts	Compliance approval	Up to USD \$50	Up to USD \$150	Up to USD \$150
<b>Travel</b>				
Offering or accepting travel	Compliance approval	Compliance approval	Compliance approval	Compliance approval

- Any requests to exceed the thresholds set in the above matrix must be referred to Compliance for review and approval before proceeding.
- Where the Chairman or the Chief of the Tribal Gaming Commission (Tribal Regulator) is also the CEO of the Casino (Customer), the Tribal Regulator threshold should apply. As with all thresholds, if we wish to exceed this limit, contact Compliance for guidance/approval before proceeding.
- Where we take customers to events such as concerts and sporting events, the face value or fair market value of a ticket + estimated meal costs should be applied including where the event is at our corporate box. If we wish to take customers to events (including food and beverage) that would exceed the above limits, contact Compliance for guidance/approval before proceeding.
- As travel presents more significant corruption risk than meals and entertainment, it should be evaluated carefully. That's not to say travel cannot be provided, but we need to have a thorough, documented review process so that compliance mitigation measures are in place to help lower the risk.
- Offering of meals, entertainment, or gifts in line with this matrix must also comply with the recipients' policies – always check before making the offer.
- Commercial counterparties may include customers, suppliers, etc.

## 5.5. GIFTS

Aristocrat employees must never give or accept gifts valued over the values outlined without the express permission of your local Compliance Manager, and then only with the full knowledge of

the customer or business associate's principals. Employees should never give or receive cash or cash equivalents.

If the gift recipient is a Government Official, prior approval from your local Compliance Manager is required regardless of the value of the gift.

Aristocrat will only reimburse expenses relating to entertainment or gifts that are appropriately claimed with receipts. Aristocrat retains the right to seek confirmation from the customer or business associate as to the nature, extent and benefit received following a claim for reimbursement of entertainment or a gift.

## 6. REPORTING

If you think you are aware of potential Reportable Conduct, as defined in [Aristocrat's Global Whistleblower Policy](#), if you have a doubt about a certain incident, or are uncertain whether something could be construed as a bribe or an act of corruption, you should contact your local Compliance Manager for guidance.

If you do not feel comfortable reporting through this channel, you can contact Aristocrat's whistleblower hotline – EthicsPoint via the Intranet. Reports are treated confidentially and can be made anonymously if a discloser does not want to reveal their identity.

[Aristocrat's Global Whistleblower Policy](#) is available on [Policy Hub](#).

## 7. ONGOING TRAINING

Aristocrat's online training course on Anti-Bribery and Anti-Corruption must be completed by all employees, directors (executive and non-executive) and officers within 90 days of their commencement with Aristocrat. In addition, from time to time, mandatory face-to-face training will be delivered to employees most likely to be exposed to Bribery and Corruption about how to recognise and deal with it.

## 8. PERIODIC REVIEW OF POLICY

This Policy will be periodically reviewed to ensure it is operating effectively and remains up to date with relevant information. If there are any material changes to the Policy, it will be relaunched through Policy Hub for review by all employees, directors (executive and non-executive) and officers.

## 9. BREACH OF POLICY

Any breach of this Policy will be communicated to the Chief Executive Officer who, when appropriate, will report the breach to the Board's Regulatory and Compliance Committee.

Breaches of legislation that aims to prevent Bribery and Corruption must be reported to the Board's Regulatory and Compliance Committee.

## 10. RESPONSIBILITY AND ACCOUNTABILITY

Chief Compliance Officer

## 11. REFERENCE DOCUMENTS

[Dealing with Government Officials and Political Groups Policy](#)

[Donations, Sponsorship and Charitable Contributions Policy](#)

[Global Whistleblower Policy](#)