



AUSTRALIAN VINTAGE LTD

## Anti-Bribery and Corruption Policy

### 1. Introduction

Australian Vintage Limited (**AVL**) is committed to its values – working collaboratively, innovative, nimble and responsive and empowered.

AVL has implemented a Code of Conduct, which has at its core, the commitment to conducting business in an open and accountable way. AVL strives to maintain a high standard of integrity, investor confidence and good corporate governance. This can only be achieved and maintained if the community is confident that employees are not influenced by gifts, benefits and bribery.

AVL considers that implementing an effective Anti-Bribery and Corruption Policy will assist it to maintain lawful and ethical conduct in its workplace and business activities and enhance integrity.

This Anti-Bribery and Corruption Policy (**Policy**) states AVL's requirements regarding compliance with anti-bribery laws and the management of gifts and benefits, which protects you and your reputation and minimises potential negative consequences for you and AVL. AVL employees must not give or accept gifts and benefits that will compromise, or appear to compromise, their integrity and objectivity in performing their duties, or cause, or appear to cause a conflict of interest.

This Policy applies globally. When working or travelling outside of Australia, AVL employees are subject to the laws of the country they are in, however, the principles of this Policy must be followed regardless of whether or not that country has specific bribery and corruption laws.

AVL's Executive Committee Members will be responsible for the oversight of the implementation of this Policy and the use of the Gifts and Entertainment Register by the employees in their department. If you have any questions regarding either, please contact your manager or Executive Committee Member.

### 2. What is Bribery and Corruption?

**Bribery** is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages. A bribe can be anything of value, not only money.

**Corruption** is the abuse of entrusted power for private gain.

### 3. Scope

This Policy applies to directors, officers, employees, contractors and consultants of AVL and any other party acting as representatives or agents of AVL wherever located (collectively referred to as **employees** in this Policy). Compliance with this Policy is mandatory.

This Policy covers:

- Bribes;
- Gifts and hospitality;
- Public officials;
- Facilitation payments; and
- Charitable contributions.

Please note that this Policy does not prohibit bona fide and appropriate gifts and hospitality given or received by AVL employees.

#### **4. Policy**

##### **4.1. Bribes**

AVL employees are not permitted to give, offer, promise, accept, receive, request, solicit or authorise a bribe, whether directly or indirectly.

##### **4.2. Gifts and Hospitality**

AVL employees must notify their manager or Executive Committee Member of the fact that they have received/been offered a gift or benefit from another person or company, regardless of its value.

In addition, gifts and/or benefits which are valued at \$200 or more must be recorded in the Gifts and Entertainment Register within **5 business days** of giving or accepting the gift or benefit.<sup>1</sup> The purpose of this is to safeguard and make transparent their relationships and dealings with individuals, organisations and government bodies.

If it is known in advance, the receipt of the gift or benefit should be discussed with your manager or Executive Committee Member prior to acceptance.<sup>2</sup> Similarly, any gift or benefit which you intend to offer or give to a person or company should be discussed and approved by your manager or Executive Committee Member in advance. Gifts should not be given or accepted on a re-occurring basis or broken down into parts of less than \$200.

Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided it complies with the following:

- Made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice;
- No obligation – it does not place the recipient under any obligation;
- No expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction;

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<sup>1</sup> Please refer to Appendix 1 for further information.

<sup>2</sup> Please refer to Appendix 2 for further information.

- Made openly – if made secretly and undocumented then the purpose will be open to question;
- Reasonable value – its size is small and in accordance with general business practice;
- Appropriate – its nature is appropriate to the relationship or the circumstances;
- At “arm’s length” – all transactions/gifts should be at an “arm’s length” basis with no special favours and no special arrangements;
- Legal – it complies with relevant laws; and
- Documented – the expense or gift, if valued at \$200 or more<sup>3</sup>, is fully documented in the Gifts and Entertainment Register.

These circumstances are **never** acceptable:

- Gifts in the form of cash and/or cash equivalent (e.g. vouchers or gift certificates);
- “Quid pro quo” (a benefit or advantage offered for something in return);
- Entertainment of a sexual, offensive or similarly inappropriate nature; or
- Making incomplete, false or inaccurate entries in AVL's books and records (e.g. Gifts and Entertainment Register).

#### 4.3. **Public Officials**

Bribing a Public Official (defined below) is a serious offence and carries particular reputational and legal risks, including serious criminal and civil penalties. Dealings with Public Officials are particularly high risk because anti-bribery laws tend to be stricter in relation to bribery of Public Officials. You should note, however, that all bribery, not just of Public Officials, is prohibited by this Policy.

You are prohibited from offering, promising or transferring anything of value to a Public Official (or to any other individual or any third party at the request or with the consent of a Public Official such as the Public Official's close family members or close business associates) in order to influence a Public Official, unless it is specifically permitted under applicable written law. This applies even if the benefit does not in fact influence the Public Official's conduct or was suggested or requested by the Public Official.

Prohibited payments can include advantages or payments offered to influence a Public Official in anything he or she does in his or her official capacity, for example: payments to Public Officials in order to obtain preferential tax treatment for AVL products, or offering the son of a government minister special discounts on AVL products with the intention of influencing the minister to engage AVL as a government supplier.

Advantages or payments are not bribes when the Public Official is required or permitted by applicable written law to be influenced by them.

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<sup>3</sup> Based on the reasonable person test, i.e. if the value is not known, what value would a reasonable person place on the gift?



You must ensure that you are particularly vigilant when dealing with Public Officials that you do not do anything which could be a breach of this Policy or could be perceived as a breach of this Policy.

**"Public Officials"** are people who perform a public function and includes people that you might not necessarily think of as "officials". Public Officials include:

- any government officer, employee or other representative (local, national, foreign or domestic);
- any person with a legislative, administrative or judicial function (whether appointed or elected). For example: judges, tax officials, customs/excise officials, regulators, government personnel who issue licences or permits, planning officials and immigration officials;
- politicians and political candidates (local, national, foreign or domestic);
- any political party official;
- any member of a royal or governing family;
- the officers, employees and representatives of government-owned or controlled organisations and publicly-funded organisations; and
- any international public organisation's employee, officer or representative, such as the United Nations and the World Health Organisation.

If you are not sure whether someone is a Public Official or not, err on the side of caution, and, where possible, seek further advice from the General Counsel.

#### 4.4. **Facilitation Payments**

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a Public Official for a routine governmental action, e.g. processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.

Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

#### 4.5. **Charitable Contributions**

Charitable support and donations are acceptable, whether of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

Charitable donations must be legal and ethical under local laws and practices. In Australia, this means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.

No donation must be offered or made on behalf of AVL without the prior approval of the relevant Executive Committee Member. All donations with a value of \$200 or more must be documented in the



Gifts and Entertainment Register.

#### 4.6. **Political Donations**

All political donations must be approved by the CEO in advance.

### 5. **Your Responsibilities**

You must ensure that you read, understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us, under our control or on our behalf.

All employees are required to avoid any activity that might lead to, or suggest a breach of this Policy.

You must notify your manager, Executive Committee Member, General Counsel or the CEO as soon as possible if you believe or suspect that a conflict with, or breach of, this Policy has occurred, or may occur in the future. Any employee who breaches this Policy will face disciplinary action, which could result in termination of employment. Remember, a bribe does not actually have to take place – just promising to give a bribe or agreeing to receive a bribe is sufficient to prove the offence.

### 6. **Record-Keeping**

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and enter in the Gifts and Entertainment Register all hospitality or gifts offered or accepted within **5 business days**. This Register may be subject to internal and external audit. You must ensure all expense claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our Travel and Expense Reimbursement Policy and specifically record the reason for the expenditure.

All accounts, invoices, emails and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

### 7. **How to Raise a Concern**

Under the *Code of Conduct*, all AVL employees have a responsibility to help detect, prevent and report instances not only of bribery and corruption, but also of any other suspicious activity or wrong doing in connection with AVL's business. AVL is committed to ensuring that all employees have a safe, reliable and confidential way of reporting any suspicious activity. You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with your manager. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with your manager, Executive Committee Member, General Counsel or the CEO.

Any report under this Policy should be referred to the General Counsel and/or People & Culture Director, as appropriate, for investigation.

The General Counsel and People & Culture Director must ensure that the Board or a subcommittee of the Board is informed of any material incidents referred to them under this Policy.

## **8. Monitoring and Review**

The Gifts and Entertainment Register will be regularly reviewed by the Executive Committee. Regular reviews of the Gifts and Entertainment Register enable the identification and management of any emerging risks, e.g. if a particular company is presenting a significant number of gifts to various employees or if companies are offering frequent and substantial hospitality to employees.

AVL may monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy, effectiveness and whether any amendments are required. Any improvements identified will be made as soon as possible. Internal control systems and procedures may be subject to audits and reviews to provide assurance that they are effective in countering bribery and corruption.

## APPENDIX 1

### GIFTS AND ENTERTAINMENT REGISTER

#### Examples of Gifts & Entertainment

Examples of gifts and entertainment include, but are not limited to, wine, gift hampers, dinners, tickets to sporting or other events, access to corporate boxes at sporting or cultural venues, flights, accommodation, theatre tickets etc

#### Receipt of Gifts & Entertainment

1. Employees must notify their manager or Executive Committee Member of the fact that they have received/been offered the gift or benefit, regardless of its value. If it is known in advance, the receipt of the gift or benefit should be discussed with your manager or Executive Committee Member prior to acceptance.
2. Executive Committee Members are responsible for actioning gifts and benefit requests reported to them. The possible actions include approving, declining or returning the gift or benefit.
3. If a gift or benefit received or approved for receipt is valued at \$200 or more, the employee must record it in the Gifts and Entertainment Register within **5 business days** of acceptance.

Executive Committee Members work with the same thresholds and protocols but report such gifts or benefits to the CEO.

Employees of AVL may:

- a) Accept token gifts/benefits where the gifts/benefits are offered in business situations or to all participants and attendees (e.g. seminars, conferences, trade and business events). These items are not given as a personal gift for use outside the business environment and a reasonable person would not perceive token gifts as items designed to influence or win favours. Token gifts could include pen, cap, stationery, coffee mug, stress ball, corporate umbrellas and memory sticks. You do not need to declare and report token gifts on the Gifts and Entertainment Register.
- b) Accept a gift/benefit for presenting at a conference, seminar, and/or business event. You must declare and report the gift/benefit on the Gifts and Entertainment Register if a reasonable person would determine the value of the gift to be \$200 or more.
- c) Accept a ceremonial gift from another organisation on behalf of AVL. Ceremonial gifts belong to AVL. You must arrange to display the item in the business where appropriate.
- d) Accept a gift/benefit given in gratitude when hosting business events or overseas delegations only where refusal would be unreasonable and unnecessarily offensive. You must declare and report the gift/benefit on the Gifts and Entertainment Register.
- e) Accept light refreshments (e.g. tea, coffee, water, juice) or a modest meal during a meeting or as a participant of a working group. This is considered a basic courtesy and under similar circumstances AVL would reciprocate by providing similar light refreshments/modest meals to attendees at meetings or working groups hosted by AVL. You do not need to declare and report basic courtesy on the Gifts and Entertainment Register.



- f) Accept a gift which is appropriate given the relationship and/or circumstances (e.g. it may be customary for small gifts to be given at Christmas time). You must declare and report the gift/benefit on the Gifts and Entertainment Register if a reasonable person would determine the value of the gift to be \$200 or more.

### **Providing Gifts & Entertainment**

1. Employees must discuss with their manager and Executive Committee Member any gift or benefit that they intend to give or provide to any person or company prior to giving the gift or benefit.
2. Executive Committee Members are responsible for actioning the gifts and benefit requests presented to them. An employee must not give a gift or benefit that breaches this Policy, such as a facilitation payment.
3. If a gift or benefit given is valued at \$200 or more, the employee must record it in the Gifts and Entertainment Register within **5 business days** of giving the gift or benefit.

Executive Committee Members work with the same thresholds and protocols but report such gifts or benefits to the CEO.

### **Completing the Register**

A link to the Gifts and Entertainment Register is available on the AVL Intranet.

The following information is required in completing the Gifts and Entertainment Register:

- Employee
- Offered/Received
- Date Offered/Received
- Name of Giver/Receiver
- Organisation of Giver/Receiver
- Position of Giver/Receiver
- Description of Gift/Benefit
- Value of Gift/Benefit
- Reason for Accepting/Offering Gift/Benefit

If the value of the gift/benefit is not known it is to be determined by using the reasonable person test ie. What value would a reasonable person place on the gift/benefit? If you are unsure whether the gift/benefit amounts to \$200 you should record it in the register.

## APPENDIX 2

### GIFTS AND ENTERTAINMENT OFFERED TO AVL EMPLOYEES

