



Crown Resorts Limited

Anti-bribery & Corruption Policy

Crown Resorts Limited ACN 125 709 953

A public company limited by shares

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This policy reflects Crown's purpose and values and its commitment to operating with the highest levels of corporate integrity and preventing Bribery and Corruption in all forms wherever and with whomever Crown conducts business.

Crown takes a zero tolerance approach to acts of Bribery or Corruption by Employees and Associates.

The Crown Board is fully committed to the implementation of a zero tolerance Anti-bribery and Corruption Policy.

The Board and senior management team will continue to foster a culture within Crown in which Bribery or Corruption is never acceptable.

1. Background

1.1. Legislative Landscape

Crown operates in multiple jurisdictions which outlaw Bribery and Corruption. To counter Bribery and Corruption, many governments have introduced specific anti-bribery legislation. In Australia, the *Australian Criminal Code* is in place, the United States (**US**) has the *Foreign Corrupt Practices Act*, the United Kingdom (**UK**) has the *Bribery Act* and Hong Kong has introduced the *Prevention of Bribery Ordinance*. Each anti-bribery legislation has implications as to the way Crown operates.

In addition to relevant national laws, in October 2016, the International Organization for Standardization introduced international standard ISO 37001 – *Anti-bribery management systems – Requirements with guidance for use*. The standard specifies requirements and provides guidance for establishing, implementing, maintaining, reviewing and improving an anti-Bribery management system.

1.2. Application of this Policy

This policy applies to Crown, its Employees and Associates.

1.3. Definitions

Associate means any third party individual or organisation who is not an Employee or a Director and who performs, or plans to perform, work for or on behalf of Crown, including: agents, brokers, business partners, consultants, contractors, joint venture partners, joint venture entities (and their employees), junket operators, sub-contractors, suppliers, stakeholders, vendors and other representatives, including those who act in a fiduciary capacity for Crown.

Bribery or Bribe means offering, promising, giving, accepting or soliciting of an undue advantage of any value (financial or non-financial), directly or indirectly, and irrespective of location as an inducement or reward for a person (or to their family or friends) acting or refraining from acting in relation to the performance of that person's duties.

Bribes can include money, non-cash gifts, political or charitable contributions, loans, expenses, reciprocal favours, business or employment opportunities, entertainment, hospitality, other direct or indirect benefits and unauthorised or unlawful Facilitation Payments to a person or to their family or friends.

Corruption or Corrupt means the misuse of office, power or influence for private gain.

Crown means Crown Resorts Limited ACN 125 709 953 and/or its related bodies corporate, that is all companies and other entities within the Crown Group or any of those entities, as the context requires.

Employee means any person performing duties on behalf of Crown, whether or not directly employed or contracted by Crown and including, directors and officers and permanent, casual, fixed term, temporary, volunteer or agency workers.

Facilitation Payment means a small, unofficial payment made to a Public Official or employee to expedite or secure performance of a non-discretionary, routine governmental action, such as obtaining permits or other official documents to qualify to do business, processing governmental papers such as visas, or providing postal or utility services.

Money Laundering means a process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate.

Public Official means a person holding a legislative, administrative or judicial office, whether by appointment, election or succession, or any person exercising a public function, including for a public agency or public enterprise or any official or agent of a public domestic or international organisation or any candidate for public office.

Secret Commission means the receipt of financial or a non-financial benefit from a third party as an inducement to influence the conduct of the recipient without disclosing that commission to the recipient's principal.

2. Statement of Crown policy

Crown, its Employees and Associates are prohibited from engaging in any form of Bribery or Corruption and must comply with applicable anti-bribery laws.

This policy applies irrespective of whether an act of Bribery occurs in the private or public sector.

The policy and any related procedures and standards apply across all of Crown's businesses and in conjunction with existing policies, procedures and standards in place in Crown's various businesses. To the extent of any inconsistency between this policy and another Crown group policy, this policy will prevail.

3. Prohibited Conduct

3.1. Gifts, Hospitality and Entertainment

The giving or receiving of hospitality or corporate entertainment is not prohibited by this policy provided it is reasonable in cost, proportionate to the business relationship, given in good faith and complies with applicable law.

However, gifts, hospitality and entertainment must never be given or received with the intention of influencing a business decision or securing an unfair business advantage.

All gifts, hospitality and entertainment must also be made in compliance with Crown's various policies on 'Gifts, Tips and Gratuities'. Crown's policies on Gifts, Tips and Gratuities can be found on the relevant Crown business' intranet page.

3.2. Facilitation Payments

As a general rule, Crown prohibits the making of Facilitation Payments, whether directly or through third parties.

In limited circumstances, a Facilitation Payment may be approved by Crown's General Counsel in circumstances where that payment does not contravene applicable law or this policy.

3.3. Political and Charitable Donations

Political donations are not prohibited by this policy but must always be made in accordance with Crown's Political Donations Policy which can be found on the relevant Crown business' intranet page.

Political and charitable donations or sponsorships must never be made in an attempt to influence any decisions or gain an improper advantage to Crown's business and must not be used as a means of camouflaging a Bribe.

Appropriate due diligence must also be conducted on proposed recipients of material charitable donations or sponsorships to ensure that those funds will not be utilised in contravention of this policy.

3.4. Public Officials

Crown prohibits Corruption or Bribery of Public Officials.

In limited circumstances, certain types of payments (e.g. Facilitation Payments or Political and Charitable Donations) may be approved by Crown's General Counsel in circumstances where that payment does not contravene applicable law or this policy.

3.5. Money Laundering / Terrorism Financing

Crown prohibits Money Laundering/ Terrorism Financing, including the receipt of funds where it is known, suspected or it would be reasonable to know or expect that the funds were derived from illegal activities, or if the person is negligent as to whether that is the case.

Crown Employees are required to understand and comply with applicable legislation and Crown's Anti-Money Laundering/Counter-Terrorism Financing Policies which can be found on the relevant business' intranet page.

3.6. Secret Commissions

Crown prohibits the payment or acceptance of Secret Commissions by its Employees or Associates.

3.7. Conflicts of Interest

A conflict of interest exists where interests are divided between two or more parties.

Crown Employees and Associates must guard against any potential conflict of interest while acting on behalf of, or employed by, Crown. The following situations must be avoided:

1. making, influencing or participating in Crown business decisions that provide personal benefit or benefit to friends, family or associates; and
2. involvement in any business activity or decision with relevance to Crown that is fraudulent or Corrupt or may be inconsistent with Crown's activities.

4. Bribery and Corruption Prevention Measures

In developing this policy, Crown has undertaken a systematic process to identify Bribery and Corruption risks.

In addition to this policy statement, targeted compliance systems to prevent, detect and manage issues of Bribery and Corruption operate within each business unit and are monitored through Crown's corporate compliance program.

Set out below are some key measures that Crown has implemented as part of its compliance system.

4.1. Due Diligence Measures

Dealings with Third Parties

Crown, its Employees and Associates must not enter into any arrangement with a third party which would give rise to an event or circumstance that could constitute an act of Bribery or would reasonably be expected to bring discredit to Crown or the gaming industry.

Crown and its Employees must be aware of who they are doing business with. Employees are responsible for ensuring that Associates engaged by that Employee on behalf of Crown are legitimate service providers.

Employees who have authority to engage an Associate or any other third party, must ensure that appropriate due diligence is conducted in relation to the appointment or engagement of that Associate or third party. Employees must also ensure that due diligence is updated in relation to Crown's ongoing relationship with Associates or third parties so that changes and new information can be properly taken into account.

The level of due diligence required in relation to a third party / Associate will depend on the nature and value of the engagement and the nature and extent of the Bribery risk.

Third parties should be made aware that they may be subject to appropriate diligence measures as a condition to their appointment/engagement.

If an Employee has any concern as to the legitimacy of a third party or an Associate, the Employee must raise that concern with the relevant business unit compliance officer or General Manager of Risk in the first instance.

Probity Reviews

As a highly regulated gaming operator, Crown is required by gaming regulators in various jurisdictions to conduct probity reviews on certain third parties with which Crown does business. In addition, Crown is subject to the requirements of relevant anti-money laundering and counter-terrorism financing legislation both in Australia and abroad.

It may therefore be appropriate that existing Crown processes required in connection with its gaming and other regulatory requirements may be utilised by Crown and its Employees for the purposes of complying with this policy.

4.2. Joint Ventures

Where Crown holds a majority interest in or effectively controls a joint venture, the joint venture entity must comply with this policy or have in place an equivalent policy and relevant standards and procedures.

Where Crown does not have effective control over its joint venture entities, Crown will exercise its rights to require compliance with this policy and assist the entity to avoid improper conduct.

4.3. Contractual Provisions

Contracts with Associates should be in writing and as appropriate, contain provisions requiring compliance with anti-corruption laws and should provide Crown with rights to satisfy itself of the Associates' compliance with those provisions.

Anti-Bribery and Corruption provisions should also provide Crown with termination rights where a breach or anticipated breach of anti-corruption law arises or where there is non-compliance with the requirements of the relevant provision.

4.4. Record Keeping

Crown and its Employees must accurately record all payments made and received by Crown. All financial records must be retained by Crown at least for a period required by law.

Undisclosed or unrecorded funds, payments or receipts are prohibited.

4.5. Training

Training on this policy forms part of the induction process for all Employees. Following the induction process, Employees will be provided with periodic training, as appropriate to their roles.

Senior executives and certain Employees identified as working in regions or areas assessed as having a high Corruption risk will be required to undertake more detailed training on a regular basis which will:

1. assist with the identification of Corruption and Bribery risks;
2. provide effective mitigation techniques; and
3. enforce Crown's zero tolerance policy on Bribery and Corruption.

4.6. Annual Compliance Certifications

Directors and selected senior employees of Crown will be required to certify annually that they have complied with this policy and all applicable anti-Bribery and Corruption laws.

5. Reporting of Violations and Concerns

All Crown Employees and Associates have a duty to help prevent, detect and report instances of Bribery and Corruption as well as any other suspicious activity or wrongdoing.

Employees and Associates are encouraged to promptly report in good faith or on the basis of a reasonable belief, any attempted, suspected or actual Bribery or any violation of this policy or Crown's anti-Bribery and Corruption processes.

Suspected incidences of Bribery and Corruption are to be reported to the Legal Department of the relevant Crown business in which the Employee operates.

Crown's whistleblower program may also be utilised for the reporting of Bribery and Corruption. Information on how to access Crown's whistleblower program is outlined in the Crown Whistleblower Policy, which can be found at <https://www.crownresorts.com.au/Corporate-Governance/Policies> and the relevant Crown intranet pages..

All reports of known or suspected Bribery or Corruption will be handled by Crown sensitively, with appropriate confidentiality and in accordance with any applicable legislation which protects the legitimate personal interests of Employees.

Crown will appropriately investigate all allegations of suspicious activity or wrongdoing and take legal and/or disciplinary action where appropriate.

6. Consequences for Breaches of Anti-Bribery and Corruption Laws

Violation of anti-bribery and corruption laws can result in severe fines and criminal penalties for Crown, its Employees and Associates and reputational damage for Crown.

An Employee who, in the reasonable opinion of Crown, has committed an act of Bribery or Corruption will be subject to disciplinary action which is likely to result in dismissal.

7. Questions

Any questions regarding this policy should be directed to Crown's General Counsel and Company Secretary.

8. Board and Risk Management Committee Reviews

Material breaches of this policy will be escalated or reported periodically to the Board of Directors or the Risk Management Committee.

9. Regular Review of Policy

Crown, through its Risk Management Committee and the Board of Directors, will review this policy as required from time to time to ensure it continues to be appropriate for Crown and its businesses.

Crown may also undertake internal or external audit reviews from time to time to obtain assurance regarding compliance with the policy and Crown's anti-Bribery and Corruption processes.

Crown Resorts Limited
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