



THE STAR

# The Star Entertainment Group

## **ANTI-BRIBERY & CORRUPTION POLICY**

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## 1. PURPOSE

The Star Entertainment Group Limited (SGR) is committed to conducting business in a manner which is safe, ethical, professional and compliant with the law.

This Anti-Bribery & Corruption Policy (the Policy) supports the Code of Conduct by establishing the standards of accountability related to instances of suspected bribery or corrupt practices in connection with SGR's business dealings, whether that be in Australia or internationally.

## 2. SCOPE

This Policy articulates the standards expected of everyone who performs work for and on behalf of SGR inclusive of all Directors, employees, contractors and labour hire firms (our **employees**).

A breach of this Policy may be regarded as a breach of SGR's Code of Conduct. A breach of this Policy and/or the Code of Conduct may result in disciplinary action which may include termination of employment with SGR.

## 3. CONTEXT

SGR operates in multiple jurisdictions and is bound by the laws of those jurisdictions. It is expected that the procurement and provision of goods and services at or by SGR businesses is done in a manner that is professional, lawful, fair and transparent. SGR will not authorise the use of its resources to illegally gain a benefit or authorisation of any kind from any government or government entity.

Australia is a signatory to the Organisation for Economic Cooperation and Development Convention on Combating Bribery of Foreign Officials in International Business Transactions (the **OECD Convention**). This convention is operational in all OECD countries and establishes a call for criminal sanctions associated with corruption and specifically "foreign corrupt practices".

In Australia bribery and corruption are illegal and codified in State based criminal law. The Commonwealth Criminal Code section 70 (2) sets out offenses related to foreign corrupt practice.

## 4. WHAT IS BRIBERY & CORRUPTION

### 4.1 Bribery

Bribery is giving, or offering to give, an item of value to influence the actions of another person in relation to the performance of that other person's duties. A bribe is the gift bestowed to influence the recipient's conduct. It may be money, goods, rights in action, property, preferment, privilege, advantage, or merely a promise to induce or influence the action, vote, or influence of a person. Bribery may also take the form of a secret commission, a profit made by an agent without the knowledge of the principal.

A bribe does not ordinarily include gifts, entertainment or hospitality that is transparent, culturally appropriate and incapable of being considered an inducement to act dishonestly or in breach of any duty. A gift or hospitality should be circumstantially modest and should not be extravagant so as to induce or imply an inducement or intention to influence a decision. Gifts received are governed by SGR's Gifts Policy.

Bribery includes **foreign corrupt practices** and **facilitation payments** as defined in section 9 of this Policy.

### 4.2 Corruption

Corruption is dishonest activity in which an employee, contractor or other agent of an entity acts contrary to the interests of the entity and abuses a position of trust to achieve a personal gain or advantage for himself or herself or for some other person. Corruption may also include any behaviour that may involve fraud, theft, the misuse of position or authority or other acts which are unacceptable to the company and/or to the general community. Corruption will usually include elements such as breach of trust, breach of confidentiality and unauthorised use of proprietary

information.

## 5. POLICY

There are no circumstances in which SGR authorises a bribe or behaviour that is corrupt conduct.

Our employees and agents are prohibited from:

- Making or seeking to make payments or benefits to anyone for the purposes of unlawfully or improperly advancing SGR's commercial interests
- Offering a bribe, facilitation payment or any other benefit which might have the effect of providing SGR with an unlawful or improper commercial advantage
- Receiving payments or benefits of any kind for the purposes of facilitating corruption or bribery in any place or form
- Conspiring with anyone for these purposes

Gifts and entertainment made by SGR employees are not to be made for illegal purposes and must be properly authorised having regard to SGR's financial control and fraud policies.

Where appropriate SGR will conduct due diligence inquiries (see section 5.1) about the conduct of potential counterparties to contracts and will agree to a compliance assurance process as part of contract documentation.

Where SGR becomes aware of conduct contrary to this policy and likely to be in breach of any law prohibiting bribery or corruption SGR will report such conduct to relevant law enforcement authorities.

### 5.1 Due Diligence

SGR is committed to doing business with parties compliant with the OECD Convention and will only contract with relevant third parties when it is satisfied that reasonable enquiries have been made to establish compliance with the OECD Convention. SGR conducts due diligence on relevant third parties prior to entering agreements or arrangements, including joint ventures.

What SGR considers to be reasonable enquiries will vary depending on:

- the nature of the transaction;
- the reputation of the other party;
- the region and country in which the transaction takes place; and
- any relevant information which SGR or its directors, officers, employees, contractors, temporary staff or agents become aware.

Reasonable enquiries may include but are not limited to background checks, references and history of past dealings.

When entering any such arrangements, SGR will:

- be directly involved, to the extent practicable, in any activities involving foreign public officials in relation to the relevant business or venture (e.g. any applications for approvals); and
- establish and maintain ongoing effective reporting procedures which will bring to its attention any benefits proposed to be provided, or provided, to third parties, including a foreign public official, where that benefit is not legitimately due; and
- include (where necessary) a clause in agreements with third parties which evidences the third party's agreement not to pay bribes in relation to SGR's business.

## 6. ACCOUNTABILITY

### 6.1 SGR Board

The SGR Board is responsible for approving this Policy and any amendments made to it.

### 6.2 SGR Risk and Compliance Committee (BRCC)

The BRCC is responsible for:

- communicating to the SGR Board all serious matters relating to the administration of or investigations resulting from the application of this Policy
- receiving reports from the Chief Risk Officer regarding breaches of this Policy
- reviewing the effectiveness of this Policy and other measures in place to prevent and detect bribery and corrupt practices and recommending to the Board any consequent amendments to this Policy.

### **6.3 Chief Risk Officer**

The Chief Risk Officer is responsible for:

- overseeing the application of this Policy and recommending to the BRCC any amendments that may be required to maintain its ongoing effectiveness
- developing and implementing a framework to support the prevention and timely detection of bribery or corrupt practices affecting SGR's business.

### **6.4 SGR Leaders**

SGR Leaders are responsible for:

- encouraging and maintaining a culture and working environment that fosters personal responsibility, integrity and accountability
- demonstrating ethical leadership and high standards of behaviour consistent with the requirements of the Code of Conduct
- adherence to SGR's risk management framework and risk management practices within their area of responsibility. Establishing and maintaining procedures and processes which assist other team members to comply with relevant law and SGR Policy.

### **6.5 SGR Employees**

SGR employees must:

- perform their role and tasks within that role in a manner consistent with this Policy
- be vigilant for instances of suspected bribery or corrupt practices
- undertake all mandatory online compliance training
- comply with the requirements for reporting suspicions of bribery or corrupt practices
- provide information that is true and correct when it is requested by Investigators, regulators or law enforcement agencies.

## **7. HOW TO MAKE A REPORT**

Giving, or offering to give, bribes and engaging in corrupt practices are instances of Reportable Conduct as defined in SGR's Whistleblower Policy.

You must make a report of any behaviour which you become aware of and which you consider may be Reportable Conduct. The report may be made to any of the following:

- your immediate leader, manager, or other senior manager within the area where you work.
- the Group Investigations Manager
- A member of the Ethics Panel
- Through SGR's secure whistle-blower service e-TIPS. [email: [etips@etika.com.au](mailto:etips@etika.com.au); phone 1800 499 114, a free call].

Any report of conduct contrary to this Policy will be investigated and handled in accordance with the other policies and procedures of SGR.

## 8. ADMINISTRATION OF THE POLICY

The Chief Risk Officer is responsible for reporting breaches of this Policy to the BRCC where appropriate.

This Policy shall be reviewed by the Chief Risk Officer at least every 2 years and changes approved by the Board.

## 9. GLOSSARY

**facilitation payment** means the payment of an unlawful fee to expedite the performance of a routine government function.

**foreign corrupt practices** include bribery where the benefit is provided with the intention of influencing a foreign public official in the exercise of the official's duties.

**foreign public officials** include:

- an employee, official or contractor of a foreign government body;
- a person performing the duties of an appointment, office or position under a law of a foreign country;
- a person holding or performing the duties of an appointment, office or position created by custom or convention of a foreign country;
- a person in the service of a foreign government body (including service as a member of a military force or police force);
- a member of the executive, judiciary or magistracy of a foreign country;
- an employee, official or contractor of a public international organisation (such as the United Nations);
- a member or officer of the legislature of a foreign country; or
- an individual who is or who holds himself or herself out to be an authorised intermediary of a foreign public official.

**work** means either paid or unpaid duties designed to advance SGR's business interests.

## APPENDIX A – ETHICS PANEL CONTACT INFORMATION

<b>Position</b>	<b>Name</b>
Independent Consultant	Susan Cunningham
Group Investigations Manager	Kevin Houlihan
Chief Human Resources Manager	Kim Lee
Group General Counsel & Company Secretary	Paula Martin
Chief Risk Officer	Paul McWilliams