



ANTI BRIBERY AND CORRUPTION POLICY

6 December 2019 | Version 1.0

Policy Owner: Head of Compliance

Policy Approver: Board Risk Committee

Table of Contents

Table of Contents.....	1
Version Control	2
Review	2
Related Policies	2
Policy Overview	3
Bribes	4
Roles and Responsibilities	5

Version Control

Version No.	Date Approved	Reason for change
1.0	11 November 2019	Initial version

Review

This **Anti Bribery and Corruption Policy** will be reviewed at least every two years to ensure that it appropriately reflects how bribery and corruption risk is managed at Tyro and that it evolves in line with changes in the nature, scale and complexity of Tyro’s business, its operating and regulatory environments.

Attachments can be amended by management or the appropriate governance body, without the need to re-table the policy document.

Related Policies

- Compliance Risk Management Framework
- Incident Management Policy
- Whistleblower Policy
- AML / CTF Program
- HR policy

Policy Overview

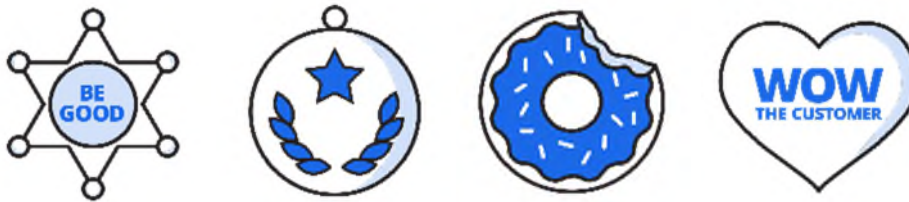
Context

Bribery and corruption is illegal. It also has a broader detrimental impact on society and can:

- Impede economic growth;
- Threaten the stability and security of impacted communities;
- Undermine good governance; and
- Act as a barrier to fair competition.

Involvement with bribery or corruption is a very serious matter. Serious criminal and civil penalties may be incurred and Tyro may suffer from serious detrimental reputational damage if it is involved in bribery or corrupt practices.

Tyro is committed to an Anti Bribery and Corruption Program that aligns with our corporate values, provides for complying with all applicable legislation, manages bribery and corruption risk and prevents conduct that involves or could be perceived as involving acts of corruption.



Purpose

The purpose of the *Anti Bribery and Corruption Policy* is to:

- Outline Tyro's approach to managing bribery and corruption risk;
- Describes the way it is embedded, maintained and monitored on an ongoing basis;
- Outline its response to any known or suspected corrupt activity;
- Reduce the potential for business disruption and reputational damage arising from corrupt activity.

Scope

This policy applies to the activities of all lines of business of Tyro.

It also applies to all:

- Tyro employees (including interns, and secondees);
- Tyro officeholders (including directors); and
- All contractors, consultants, service providers, suppliers and business partners.

Definition

Bribery – the offer, promise, giving or receiving of financial or other advantage to another person with the intention of influencing improper performance;

Corruption – an act or omission for an improper or unlawful purpose, which involves the abuse of a position of trust or power.

Bribes

All employees and directors are expressly prohibited from giving and receiving bribes or other improper payments (including facilitation payments) to any party including any public officials, regardless of whether or not a benefit is given or received.

All employees and directors are also expressly prohibited from paying any secret commissions to those acting in an agency or fiduciary capacity.

Training

Tyro's zero tolerance stance on bribery and corruption will be communicated to all staff through relevant training. The level of training that employees will receive will depend on their role at Tyro.

All directors and employees will receive general anti-bribery and corruption awareness training annually. This training may be facilitated either on-line or face-to-face. Non completion of anti-bribery and corruption training will be escalated and may result in disciplinary action.

Additional training will be provided to those team members in designated roles as determined by the Head of Compliance. The designated roles will be those that are determined to be of a higher exposure to bribery and corruption risk.

Gifts and entertainment

All gifts and entertainment provided to or accepted from government officials will be approved by the Chief Executive Officer.

Donations and sponsorship

Tyro does not actively undertake community sponsorship, however may undertake corporate sponsorship on a case by case basis. Any sponsorship is appropriately considered so that they do not constitute or give the impression that the sponsorship has been made in order to obtain an unfair advantage. The Chief Executive Officer has the authority to approve any sponsorships.

Political expenditure

Should Tyro consider undertaking any political expenditure (including political donations), this will only be undertaken with the express approval of the Chief Executive Officer and must be recorded in the Political Donations Register. The Compliance team will maintain this register.

Employees who wish to attend conferences, dinners or other events run by political candidates, parties or groups, must obtain prior approval from the Chief Executive Officer. An event of this kind must not exceed a cost of \$2,000 and must be recorded in the Gifts and Entertainment Register.

Business interactions with any political party, politician or public official must also be approved by the Chief Executive Officer.

Facilitation payments

Facilitation payments are unofficial payments of minor value paid to a public official to secure or expedite the performance of a routine government action. Tyro strictly prohibits facilitation payments.

Payments made to government agencies made through official government agency channels which are legitimately due and are not for the direct personal benefit of an individual government official or employee are not facilitation payments and are not prohibited.

Escalation and whistleblowing

Any potential incident involving bribery or corruption should be dealt with immediately.

Whistleblower protections may be made available to those that speak up about behaviour that involves bribery or corruption. Our Whistleblowing Policy outlines the process by which such matters can be raised.

Compliance monitoring and review

The Compliance team will undertake monitoring of adherence to this policy. The Compliance team will actively work with Business Units to assess their level of bribery and corruption risk and the associated controls that mitigate this risk.

Employee due diligence

Tyro has procedures in place for screening and rescreening employees depending on their role. Employee due diligence will be undertaken in line with the procedures as outlined in the Anti Money Laundering and Counter Terrorism Financing Program.

Disciplinary action

Tyro has zero tolerance for bribery / corruption and there are disciplinary procedures in place which are enforced in instances where employees fail to comply with anti bribery and corruption requirements and/or are involved in bribery / corruption related activity.

Third party management

Tyro must appropriately conduct and document due diligence to understand any relationship with foreign or domestic government officials involved. Where a third party has ties to any government agency or official, sign off must be obtained from the Chief Executive Officer before entering into any relationship.

Strategic initiatives

The Strategy team is responsible for leading acquisition transactions. As part of assessing various opportunities, the Strategy team may conduct due diligence on the target opportunities. The extent of the due diligence required is considered on a case by case basis, documented and approved by appropriate senior management.

The level of due diligence carried out is dependent on a number of factors including the size of the transaction. The anti bribery and corruption due diligence will be done by initially assessing the risk areas of the target's business operations and then focusing in on the higher risk components as required.

Roles and Responsibilities

ROLE	RESPONSIBILITY
Board Risk Committee	<ul style="list-style-type: none"> Approves this policy
Chief Executive Officer	<ul style="list-style-type: none"> Approves all political expenditure and interactions
Head of Compliance	<ul style="list-style-type: none"> Owens this policy Reports to the requisite management and Board committees on Tyro's compliance with this policy
Compliance Team	<ul style="list-style-type: none"> Monitors adherence to this policy Maintain appropriate registers
Employees	<ul style="list-style-type: none"> Undertake training on bribery and corruption risk Report incidents immediately