



# THE ANTI-BRIBERY AND ANTI-CORRUPTION

BUSINESS INTEGRITY POLICY

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APPROVED  
ABAC LEAD - JULY 2022

# THE ANTI-BRIBERY AND ANTI-CORRUPTION (ABAC) BUSINESS INTEGRITY POLICY

## Quick Reference Guide

ANZ is committed to conducting business with integrity and to refrain from bribery and corruption in all its business dealings. This commitment is described in the Anti-Bribery and Anti-Corruption (ABAC) Business Integrity Policy. At the heart of the Policy are seven Principles that we must adhere to:



### Principle 1: We do business with integrity

To always do business with integrity, all employees of ANZ, including third parties such as suppliers, agents and joint venture partners must refrain from bribery and corruption in all business dealings, including with public officials, to which ANZ is a party.



### Principle 2: We are transparent with our financial and ownership interests

To be transparent in our financial and ownership interests, employees must always declare such interests and do not give, offer, promise, request, receive, agree to or accept gifts, entertainment, sponsored travel, donations, grants or sponsorships which may impair or be perceived to impair business judgement.



### Principle 3: We know our third parties and hold them to our standards of business integrity

To know our third parties and hold them to our standards of business integrity, employees must conduct risk based due diligence on them, and take steps to mitigate any identified risks before engaging such third parties.



### Principle 4: We understand the content of the Policy

To ensure our employees understand the content of the Policy, management must design training and awareness programs that meet legal and our ethical standards and implement it on a risk-based approach throughout ANZ.



### Principle 5: We keep accurate books, records and accounts

To keep accurate books, records and accounts, employees must maintain records that are truthful, complete, accurate, and accessible.



### Principle 6: We always report suspected or observed Policy breaches

In order to report suspected or observed Policy breaches, employees must immediately raise such suspicions or incidences using the channels described in the Policy.



### Principle 7: We maintain appropriate anti-bribery and anti-corruption business practices and procedures

Ensure we monitor and supervise ABAC activities appropriately, management must take reasonable and proportional measures to maintain ABAC risk management capacity, review business dealings, report ABAC matters at management and governance committees, and take timely action to address identified risks and concerns.

**Note:** Printed versions of this document may be obsolete. Please check MAX for the latest version of this policy.

# THE ABAC BUSINESS INTEGRITY POLICY

(THE POLICY)

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This document sets out the principles and conduct provisions which apply to anti-bribery and anti-corruption business integrity matters applicable to ANZ, its employees and third parties.

## SECTION 1: DEFINITIONS

**ABAC** means the ANZ Group Anti-Bribery and Anti-Corruption function, its staff, or its various programs of work.

**ABAC MAX Page** means the ANZ intranet platform

**ABAC Principles** means core anti-bribery and corruption objectives that form a rule book of important do's and don'ts that employees and, in some cases Third Parties, must adhere to.

**ANZ** means Australia and New Zealand Banking Group Limited (ANZBGL) and its Controlled Entities.

**Contingent worker** means a person engaged to provide services to ANZ under a contract of service. Usually, contingent workers are engaged through an external agency or professional services firm. Sometimes, contingent workers are engaged directly by ANZ. A contingent worker is not entitled to ANZ employee benefits (e.g. annual leave, sick leave, employee share plan), nor is paid via the ANZ payroll. The fees paid by ANZ to agencies/firms/contingent workers are not salary. Sub-categories of contingent workers are Contractors, Trainee/Interns, Employees of Managed Services providers and Sales Agents.

**Controlled Entity (of ANZ)** means an entity in Australia or elsewhere that is a subsidiary or controlled for the purpose of ANZ's consolidated group financial reporting that provides regulated services.

**Employee** means anyone who is permanently or temporarily employed or contracted as a contingent worker by ANZ, including directors of the ANZ.

**Customer** means anyone who buys or receives ANZ products or services.

**Management** means Employees who are jointly or individually responsible for business decisions including but not limited to signing contracts for ANZ.

**Private Party** means any individual or entity – other than a Public Official – with whom ANZ conducts business.

**Public Official** means any officer or employee, who may hold a judicial, administrative or legislative position, of any government department, agency or any business position in any state owned enterprise.

This definition includes any political party, party official, or candidate for political office, as well as any employee or representative of sovereign wealth funds or any entity owned by a sovereign wealth fund.

**Related party** means a parent, spouse, spousal equivalent, child, sibling, uncles, aunts and any entity controlled by such a related party.

**Representatives** means employees, management and third parties of ANZ.

**Standards** means detailed procedure documentation that explains some of the ABAC Principles of the Policy in more detail.

**Third Party** means any person, whether a natural person, an organisation or any other entity, with whom ANZ Employees and Contractors engage commercially or contractually including actual and potential suppliers, service providers, vendors, joint venture partners, agents, intermediaries, consultants, distributors, business contacts, advisers, government and public bodies. Business partners such as members of joint ventures, mergers and acquisitions in which ANZ actively participates and does not hold a purely passive investment are also included in this definition.

### Complying with the Policy

The Policy applies globally in all ANZ operations and jurisdictions where it operates.

All employees must adhere to all Principles of the Policy. Third parties of ANZ are expected to adhere to Principle 1 the Policy, and any others that may be defined by ANZ in statements of work or any other contracts or agreements of engagement.

### Seeking guidance and advice

For advice on complying with the Policy contact the Group Anti-Bribery and Anti-Corruption Team using [ABACsupport@anz.com](mailto:ABACsupport@anz.com)

## SECTION 2: POLICY CONTEXT

### 2.1 Why does ANZ have an ABAC Business Integrity Policy?

For ethical and legal reasons, ANZ places a high premium on business integrity and has zero tolerance for bribery and corruption.

- Ethically, bribery and corruption destroys fair access to markets, limit economic opportunity and could result in human rights, and environmental abuses.
- Legally, bribery and corruption is prohibited in countries in which we operate.

Therefore, we must clearly state our ethics and compliance expectations for conducting business with integrity to our employees, third parties, and other stakeholders.



ANZ prohibits bribery and corruption among its employees and third parties.

### 2.2 What is bribery and corruption?

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

Therefore, potential indicators of corruption could be:

1. An abuse of power by those in a position of authority or trust;
2. Collusive behaviour, where those in a position of authority or trust collude with others to achieve illicit benefits and gains; and
3. Deceptive behaviour, in that the colluding parties often take steps to hide their corrupt activities by not declaring important information or falsifying books and records.

Bribery is a form of corruption. There are two types of offences associated with bribery:

- **Active bribery** refers to offering an advantage to influence decisions or breach trust; and
- **Passive bribery** refers to being the receiver of such advantage, and to have trust in entrusted power diminished or decisions unduly influenced.

This advantage may be financial, such as money or shares in a business, or non-financial, such as offering jobs to the receiver, or for their Related Parties.

An advantage may be offered, given or received by ANZ Employees, Management, Customers, or Third Parties of ANZ.

Some common forms of bribery are to:

- Offer, give or receive gifts and entertainment, or illicit payments to provide or promise to provide contracts for products and services, access to credit, or any other service ANZ may offer under conditions that would not meet normal commercial business criteria;
- Make political or charitable donations and grants that are designed to unfairly influence business decisions;
- Benefit from undeclared ownership interests in Third Parties entities that, because of your influence, the ANZ resolved to do business with; and
- Manipulate books and records to hide illicit benefits from scrutiny.



The reputational and regulatory consequences of bribery and corruption are significant and could result in substantial reputation damage, fines, and imprisonment.

### 2.3 To who and where does this Policy apply?

This Policy applies to all Employees of Australia and New Zealand Banking Group Limited and its Controlled Entities, including when acting at the Group's direction as a director or in any other capacity, in all businesses and regions where the ANZ operates.

### 2.4 What responsibility does leadership have to implement the Policy

Ethical and compliant leadership is at the core of doing business with integrity. For this reason, it is the overall responsibility of the head of every business entity (division, business unit or country operation) to ensure the Policy is understood and embedded into the day-to-day operations of their respective businesses.

## SECTION 3: THE ABAC PRINCIPLES

ANZ is committed to doing business with integrity and to refrain from bribery and corruption in all its business dealings. Our commitment to business integrity is described by way of seven key ABAC Principles.



### PRINCIPLE 1: We do business with integrity.

This means all Representatives must:

- 3.1 Not offer, make or receive payments that are corrupt or could be perceived to be corrupt;
- 3.2 Not offer, make or receive payments that are corrupt or could be perceived to be corrupt via a Third Party such as an agent or broker;
- 3.3 Avoid conflict of interest that will or be perceived to place personal interest above that of the ANZ; and
- 3.4 Not offer, give or receive gifts, entertainment, sponsored travel, sponsorships, grants or donations that could unfairly influence or be perceived to unfairly influence business judgment.

This means all Representatives must:

- 3.5 Not promise, authorise, solicit, agree or offer to give, or give gifts, entertainment, sponsored travel, sponsorships, grants or donations of any value to Public Officials or their representatives in order to improperly influence, or be perceived to improperly influence such officials or their representatives.



Donations to political parties must be approved by the Operational Risk Executive Committee. ANZ representatives must not use ANZ facilities, funds or property when they conduct party political activity in their private capacity.

This means all Representatives, when faced with requests or demands for facilitation payments must:

- 3.6 Not offer to pay, or pay facilitations payments;
- 3.7 Challenge or resist the demand for such payments; and
- 3.8 Immediately report the request or demand to the divisional or country MLRO, or Group ABAC Team.



A bribe is paid to get something you are not entitled to. A facilitation payment, on the other hand, is a payment to get something you are entitled to. It often takes the form of small cash gifts or favours to progress administrative processes that should not formally require such payments. The differences between bribes and facilitation payments are often unclear. While such payments are legally allowed in some jurisdictions in which we operate, they are illegal in others. Facilitation payments are, in terms of this Policy, prohibited in all our business operations, globally.

This means all Representatives, when faced with coerced payments must:

- 3.9 Make the payment if, in their judgement they consider it dangerous or life or health threatening to not do so; and
- 3.10 Report the incident to the divisional or country MLRO and Group ABAC Team as soon as it is safe to do so.



A coerced payment is a demand for payment coupled with real or perceived threats of violence or a reasonable belief that you will be harmed if the payment is not made. In such cases the safety and health of our representatives are of paramount importance and the payment may be made, as long as the incident is reported as soon as possible.



## **PRINCIPLE 2:**

**We are transparent with our financial and ownership interests**

This means that all Employees must:

- 3.11 Declare all gifts, entertainment, sponsored travel, donations, grants and sponsorships, that are given or received, in accordance with Group or in-country guidance, when required to do so;
- 3.12 Declare any ownership or financial interests held by the employee or their Related Party in a Third Party when requested to adjudicate on the appropriateness of the Third Party to perform a service for ANZ;
- 3.13 Declare ownership or financial interests held by them or by their Related Parties, when required to do so; and
- 3.14 Not provide Related Parties with preferential treatment to ANZ services, such as credit, credit rates and term and conditions, other than what would be offered under standard commercial terms and conditions.



For further guidance on declaration of interest, responsible giving or receiving of gifts, entertainment and sponsored travel, sponsorships, grants and donations, please refer to the ABAC Max Page.



## **PRINCIPLE 3:**

**We know our third parties and hold them to our standards of business integrity**

This means that all Employees must:

- 3.15 Perform prior to on-boarding, as well as ongoing risk based due diligence on Third Parties;
- 3.16 Keep accurate records of Third Party due diligence;
- 3.17 Apply appropriate mitigation in cases where Third Party due diligence assessments indicate elevated risk outcomes; and
- 3.18 Monitor and supervise, if specifically tasked with such as responsibility, Third Party due diligence activities and report findings to relevant governance structures accurately and in a timely manner.



For further guidance on adequate and risk based due diligence activities on Third Parties please refer to the ABAC Third Party Due Diligence Standards.



**PRINCIPLE 4:**  
**We ensure understanding of the Policy**

This means all Employees must:

- 3.19 Familiarise themselves with the Policy and the required behaviours that is described in the Policy; and
- 3.20 Complete all ABAC Business Integrity training designated to them, diligently and in a timely manner.



**PRINCIPLE 5:**  
**We keep accurate books and records**

This means that Employees must:

- 3.21 Not make or accept payments that are not accurately described in relevant books and records;
- 3.22 Keep business records and accounts that reflect actual business expenditure and other commercial information;
- 3.23 Not make false or misleading entries to business expenditure and other commercial information into ANZ records; and
- 3.24 Not omit important or material business expenditure and other commercial information from ANZ records.



**PRINCIPLE 6:**  
**We always report suspected or observed cases of bribery and corruption**

This means that Employees must:

- 3.25 Report suspected or observed breaches of this Policy, as soon as possible, to a Line Manager, a MLRO/Compliance Officer in your country or division of operation, the Group ABAC Team, Group Integrity, or through the Whistleblower channel; and
- 3.26 Not harass, in any form, or victimise individuals reporting suspected or observed Policy breaches.



**PRINCIPLE 7:**  
**We maintain appropriate anti-bribery and anti-corruption business integrity practices and procedures**

This means that Managers must:

- 3.27 Exhibit ethical leadership and lead by example by always adhering to the Principles defined in the Policy.

This means that ANZ must:

- 3.28 Maintain a Group ABAC Team that is adequately capacitated for a business of the size and complexity of ANZ;
- 3.29 Ensure appropriate training and awareness material and programs are developed and implemented to promote understanding of, and compliance with, the Policy;
- 3.30 Ensure ABAC risk monitoring and assessments are conducted on a regular basis; and
- 3.31 Ensure management and board committees are accurately and timely apprised of material ABAC business integrity risks, and oversee any required mitigation diligently.



## SECTION 4: POLICY APPLICATION

### 4.1 Policy ownership

ABAC Lead

### 4.2 Policy governance

The Policy is governed by the ANZ Board Risk Committee (BRC).

The BRC has delegated its approval authority to the Group Operational Risk Executive Risk Committee (OREC).

The OREC approves all material changes to the Policy and oversees the effectiveness of, and compliance with, the Policy.

All Policy exemption requests, including country level exemptions must be submitted for approval to the Group ABAC Team using the Policy Exemption Form, along with a copy to Policy Governance.

Approvals will not be granted for exemptions that do not comply with applicable Anti-Bribery and Anti-Corruption laws, or do not align with the values and risk appetite of the ANZ.

Exemptions will not be granted on a retrospective basis.

### 4.3 Alignment with local laws and other business integrity standards

The Policy must be read in conjunction with applicable local or extra-territorial laws or standards relating to ABAC and business integrity.

In the event a legal obligation imposes a higher standard or requirement on ANZ, the legal obligation will prevail over the applicable minimum standard.

ANZ is committed to setting consistent ABAC ethics and compliance Policy provisions in every country in which we operate. As a result, country level ABAC policies, instead of the Policy, should only be adopted where there is a clear local legal or regulatory requirement to do so.

### 4.4 Seeking advice and guidance

If you are uncertain about how to adhere to the Policy, you must seek advice.

The Policy does not anticipate every situation. If unsure, ask yourself – is this aligned with our Values? Is it legal? Is it safe? How will it impact ANZ's reputation? Will I be ashamed to tell my family or colleagues?

Difficulty answering these questions means you should seek advice from the Group ABAC Team or the MLRO in your country or division.

### 4.5 Reporting suspected Policy breaches

Report suspected or observed breaches of this Policy, as soon as possible, to your Line Manager, country or divisional MLRO, Group Integrity representative, Whistleblower Protection Officer, or the Group ABAC Team.

Where it is inappropriate or you do not feel comfortable raising a suspected breach of the Policy through any of the above escalation channels, you can raise a Whistleblower report using the Whistleblower channel.

The Whistleblower channel is designed to help you feel safe when raising concerns about a suspected Policy breach and other misconduct. All Whistleblower reports will be treated in a confidential, sensitive and secure manner and you can make a report anonymously if you wish. The Whistleblower Program Team will protect your identity (as required by law, and when desired by you) if you choose to use this channel.

Employees, can also raise potential policy breaches via the existing Suspicious and Unusual Activity Report (SUAR) process.



For more information on whistleblowing and the different ways you can make a Whistleblower report, please refer to the Whistleblower Policy or Whistleblowing Max page.

**4.6 What other policies are important to consider?**

There are several policies and other operating or monitoring and supervision standards that need to be considered in conjunction with the Policy.

- The Group Code of Conduct describes our values and overarching ethical expectations for all employees;
- The Third Party Due Diligence Standards provide practical guidance on how to implement ABAC Principle 3; and
- The ABAC Max Page provides requirements detailing guidance on declaring gifts, entertainment and sponsored travel.

Other related policies of importance are the:

- Anti-Money Laundering and Counter-Terrorism Financing (AML/CTF) Policy;
- Delegations of Authority Policy;
- Expense, Travel and Entertainment Policy;
- Fraud Policy;
- Records Management Policy;
- Purchasing Policy;
- Whistleblower Policy;
- Conflict of Interest Policy; and
- Political Donations and Foreign Influence Policy.

**Document Control**

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