



Anti-Corruption and Bribery Policy (Global)

Introduction

Accolade Wines is committed to a culture of good commercial practice and highly ethical behaviour and is committed to conducting the business with honesty and integrity. This policy stipulates Accolade Wines' expectations in relation to the matters of anti-corruption and bribery.

Objective

The objective of this policy is to ensure all employees and those working on Accolade Wines' behalf are aware of Accolade Wines' expectations about how we conduct business in matters relating to anti-corruption and bribery.

Who does this policy apply to?

This policy applies to all persons working for Accolade Wines or on our behalf in any capacity, including employees at all levels, directors, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, sponsors, or any other person associated with us, wherever located.

People:	Contribute to a high performance organisation
Brand:	Build global brands of scale
Core Markets:	Protect and grow
Asia:	Unlock growth
Customers:	Drive engagement and growth
Operating Models:	Drive effectiveness and efficiency
Behaviours:	Ownership, Focus, Innovate, Results, Leadership

Definitions and Scope

In this Policy, any reference to "Accolade Wines" means Accolade Wines Holdings Australia Pty Limited, Accolade Wines Holdings Europe Limited and each of their controlled subsidiaries. This Policy applies to all of Accolade Wines' directors, officers and employees, contractors and any third parties who have agreed to comply with this Policy.

Version Number: 3 (uncontrolled when printed)

Subject: Anti-Corruption and Bribery Policy Global

Policy Owner: Legal Director

Authorised by: The Board of Directors

Distribution: Global

Last Revised Date: 7 June 2022 **Next Review Date:** 7 July 2023

Statement

Anti-Corruption and Bribery

Accolade Wines has a zero tolerance policy in relation to the payment or receipt of bribes.

Corruption is harmful to societies and economies. Institutions such as the World Bank and the Organization for Economic Co-operation and Development (OECD) have identified corruption as one of the most serious obstacles to economic and social development, particularly in developing economies.

Bribery and corruption are also poor business practices. Corruptly obtained contracts lack enforceability. Furthermore, allegations of corruption could seriously damage relationships with persons outside the business, including public officials, partners, customers and suppliers, and undermine the reputation of Accolade Wines.

In addition to it being company policy to prevent bribery and corruption within our business, Accolade Wines is also subject to laws that require the organisation to take certain steps to prevent bribery by our business partners.

Neither Accolade Wines nor any third parties who act on the organisation's behalf will engage in bribery or corruption in any form. In addition, Accolade Wines will seek to influence the policies and actions of any business partners so that they too meet their ethical and legal responsibilities.

Criminal Finances or Taxation Evasion

Accolade Wines has a zero tolerance policy in relation to tax evasion or the facilitation of taxation evasion. Accolade Wines does not tolerate acts of criminal facilitation of taxation evasion by its personnel, subcontractors or any other associates anywhere in the world.

In addition to preventing taxation evasion within Accolade Wines, the organisation must take steps to prevent the criminal facilitation of taxation evasion by third parties that Accolade Wines deal with.

Violation of this policy is grounds for disciplinary action and could result in immediate dismissal of employees or immediate termination of contract for any non-employee who breaches this policy. Violation of this policy may also be a violation of the law and may result in civil or criminal penalties for Accolade Wines and the individual.

If employees are in doubt about whether any activities would raise any issues under this policy, they should seek the advice of the line manager, who may consult with Accolade Wines' Head of Legal to determine the appropriate action to be taken.

Definitions

For the purposes of this policy, the following definitions apply:

“**Bribery**” is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage. It is a criminal offence to offer, promise, give, request, or accept a bribe.

“**Charitable donations**” includes donations to charitable organisations (including academic institutions such as universities), charitable contributions, charitable giving and philanthropic activities.

“**Corruption**” is the abuse of entrusted power or position for private gain.

“**Donations**” means small or large amounts of resources (time, financial, property or human) provided voluntarily to an organisation (charitable or otherwise) or individual person to support a cause or initiative with no expectation of commercial gain in return. Donations differ from sponsorships which provide commercial benefits.

“**Expense reimbursements**” are payments (sometimes calculated on a daily basis) that are a genuine estimate of the reasonable cost of travel, meals, accommodation and other reasonable costs that a third party will incur to attend an Accolade Wines business meeting or event.

“**Facilitation payments**” are payments (usually involving a small amount) to a public official (often at a low level) to secure or expedite a routine action or service to which an individual or company is already entitled. Facilitation payments are bribes.

“**Head of Legal**” means the Head of Legal of Accolade Wines or an individual who otherwise holds the position of head of the legal department within Accolade Wines.

“**Intermediary**” means any third party who is engaged by Accolade Wines to represent Accolade Wines, or to act for or on behalf of Accolade Wines, in dealings with public officials.

“**Personnel**” means any director, officer, employee, contractor, agent, representative or adviser of Accolade Wines.

“**Public official**” includes:

- an official or employee of a government or government owned enterprise
- an official or employee of a government agency or regulatory authority
- an official or employee of a political party or a political candidate
- any official or employee of a international public organisation such as the United Nations, World Bank or International Monetary Fund
- state-owned enterprises (including crown corporations, sovereign wealth funds, export finance agencies, etc.)
- other companies or organisations over which governments or their instruments exercise direction and control, even if they do not hold a controlling interest
- regulatory or judicial bodies (e.g., securities commissions, courts, etc.)
- an individual who holds or performs the duties of an appointment, office or position created by custom or convention, including some members of royal families and some tribal leaders
- a person who is, or holds themselves out to be, an authorised intermediary of a public official or
- a relative or associate of such a public official

“**Service provider**” means any third party who is engaged by Accolade Wines to provide services for or on behalf of Accolade Wines.

General Matters

Bribery, Corruption and Extortion

Accolade Wines prohibits its Personnel from committing, or being a party to, or being involved in bribery or corruption.

Bribery is prohibited. No employee or Service provider of Accolade Wines is allowed to pay, offer to pay, promise to pay, request, accept or agree to receive or accept anything of value, directly or indirectly (through agents or otherwise), in money, property, services or any other form, for the purpose of:

- influencing a person, or the employee or Service provider, to act or refrain from acting in connection with their duties
- inducing a decision to obtain, retain or direct business from or to any person
- securing any improper advantage

This applies whether the employee or Service provider is dealing with public officials, private individuals representing themselves or a private enterprise.

If an employee or Service provider is asked by any person to pay something of value in return for him or her acting or refraining to act in connection with his or her duties or inducing a decision to obtain, retain or direct business from or to any person or securing any improper advantage, the employee or Service provider must:

- decline, or state that it is not within their authority to accommodate the request and
- immediately report the incident to their line manager, who will consult with Accolade Wines' legal department to determine the appropriate action to be taken

If an employee or Service provider becomes concerned that a person is not operating within the scope of their duties to their employer, they should report it to their line manager and protect themselves in any further dealings from allegations that they have offered improper consideration by bringing a witness to subsequent conversations.

Facilitation payments are prohibited. It is Accolade Wines' policy not to offer to make or to make facilitation payments, directly or indirectly. Facilitation payments are bribes. If an employee or Service provider is asked to make a facilitation payment, they must report the incident to their line manager, who will consult with Accolade Wines' Legal Department to determine the appropriate action to be taken.

Payments to protect employee or Service providers safety are permitted. When an employee or Service provider faces extortion demands that involve explicit or implicit threats to their personal safety or the personal safety of others, they may make payments which would otherwise be prohibited. In such circumstances, they must ensure that such payments are:

- recorded in Accolade Wines' books and recorded accurately as extortion payments made to preserve personal safety; and
- reported as quickly as reasonably practicable to their line manager, who will consult with Accolade Wines' legal department to determine the appropriate action to be taken

Gifts, Entertainment, Travel and Expense Reimbursements

Reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of establishing or maintaining good business relationships, improving or maintaining our image/reputation or marketing or presenting our products and services effectively are acceptable. **However, gifts, entertainment, travel and expense reimbursements must not be given or received as a reward or encouragement for preferential treatment.**

Gifts, entertainment or travel benefits can be bribes. Gifts, entertainment, travel, expense reimbursements and other benefits must not be provided or received, directly or indirectly, with the intention or effect of improperly obtaining, retaining or directing business from or to any person or securing any improper advantage.

Any benefit must be permitted by local law and policies of third parties. Employees and Service providers must not promise, offer or give to third parties any benefit that local law or the known policies of the third party's employer prohibit. Similarly, they must not accept or receive any benefit that local law or the known policies of the third party's employer prohibit.

Never give cash. Employees and Service providers must not give or receive money or cash equivalents (such as gift cards, certificates or coupons) as gifts or in lieu of entertainment or travel. All benefits that an employee or Service provider promises, offers or gives to, or accepts or receives from, third parties must:

- be given or received in the name of Accolade Wines and not in the personal name of the employee or third party
- be customary, in type and value, in the relevant country and be given or received at an appropriate time or season (e.g., Christmas) and/or in appropriate circumstances and
- be given or received openly

Entertainment of third parties. All entertainment that employees or Service providers request, receive, promise, offer or provide to third parties must:

- be provided in good faith and at a reasonable and proportionate cost having regard to the nature of the event and the relationship with the third party
- have the Accolade Wines host present, i.e. the employee or intermediary providing the entertainment and
- involve executing or performing a contract or be in the normal course of promoting, demonstrating or explaining Accolade Wines' business

Travel for third parties. All travel (including accommodation and other associated expenses) that an employee or Service provider promises, offers, provides, requests or receives from third parties must:

- involve executing or performing a contract or be in the normal course of promoting, demonstrating or explaining Accolade Wines' business
- be provided to appropriate individuals
- be at a level no greater than permitted for equivalent Accolade Wines employees
- not include travel (or accommodation) for a relative, associate or other guest of the recipient and
- not include paid or reimbursed stopovers

When are approvals for benefits needed?

No approval: If **all** the rules in the "*Gifts, Entertainment, Travel and Expense Reimbursement*" section of this policy are met **AND** the benefit per individual is of a value equal to or less than the "*Approval Required Threshold*" in Appendix A, then the employee or Service provider does not need prior approval from a manager under this policy.

ELT's prior approval: If one or more of the rules in the "*Gifts, Entertainment, Travel and Expense Reimbursement*" section of this policy are not met **OR** the benefit per individual is of a value in excess of the "*Approval Required Threshold*" in Appendix A, then the employee or Service provider must obtain the prior written approval of the relevant ELT member.

Chief Executive Officer's prior approval: In addition to ELT approval, approval must be obtained from the Chief Executive Officer where the value of the benefit per individual is equal to or in excess of the "*CEO Approval Required Threshold*" in Appendix A.

Expense reimbursements to third parties

Payment of expense reimbursements is exceptional. Accolade Wines discourages such payments. However, in limited circumstances, it is acceptable to make such payments.

Payment of expense reimbursements. The payment of expense reimbursements to third parties must:

- not be made to influence a third party in order to improperly obtain or retain business, or for favours or benefits
- be permitted by local law and the known policies of the third party's employer
- be customary, in type and value, in the relevant country
- be made openly
- be agreed in writing with the employer of the person receiving the reimbursement
- be evidenced by a signed receipt from the third party who received the payment attaching receipts evidencing the expenses incurred
- not include any reimbursement for a relative, associate or other guest of the recipient
- not have been otherwise paid by Accolade Wines and
- be in connection with executing or performing a contract or be in the normal course of promoting, demonstrating or explaining Accolade Wines' business

Approval for expense reimbursements to third parties is required in the same manner and the same thresholds as outlined above (*"When are approvals for benefits needed?"*).

Personnel who receive offers of an expense reimbursement require approval

Neither employees nor their relatives nor associates can accept any expense reimbursements from third parties due to their position at Accolade Wines without the prior written approval of their line manager, who will consult with Accolade Wines' legal department to determine the appropriate action to be taken.

Make sure employees and Service providers record benefits and expense reimbursements.

Employees and Service providers must accurately record all benefits and expense reimbursements provided to, or received from, third parties in the books of Accolade Wines (through the Gifts and Hospitality Register found on the intranet) including approvals obtained under this Policy, unless they are of purely nominal value, such as a cup of coffee, a sandwich or other items under the value of AUD\$20 (or the local currency equivalent).

The Gifts and Hospitality Register is centrally held and managed by the Legal Department and reports are provided to the relevant heads of Finance for review on a quarterly basis.

Information required. Accolade Wines' records must include the following details:

- whether it is a gift/entertainment/travel/expense reimbursement
- its nature and purpose
- the date it was given or received
- the amount and/or value of the benefit/s (per recipient) and for expense reimbursements, the basis on which the calculation was made
- the status of the non Accolade Wines recipient/giver - a commercial entity/individual or a government/government entity/official and
- details on the non Accolade Wines recipient/giver - full name, title, department and commercial entity/government authority

Additional information. Where the benefit requires prior approval or the payment is an expense reimbursement, the records must also include copies of approvals required under this policy.

Determining the value of gifts and entertainment

The value of a gift must be calculated as the greater of:

- the actual cost (e.g. what it costs to buy the gift) and
- the fair market value of the gift (e.g. what a reasonable person would pay for the gift)

The value of entertainment is the total actual cost of the entertainment divided by the number of participants. If the gift or entertainment is provided by a third party and the cost is unknown, reasonable estimates should be made as to the value.

Political Involvement

Accolade Wines does not make payments to political parties or individual politicians, except as otherwise approved by the Chief Executive Officer in writing.

Accolade Wines personnel may engage in politics but only in their own capacity. Accolade Wines must not restrict its personnel or other parties from participating in the political process where they act purely as individual citizens and where the participation does not involve Accolade Wines' funds, assets, resources, time or personnel.

Exercise caution when engaging public officials. Accolade Wines must not, without the prior written approval of the Chief Executive Officer:

- engage a politician or public official as a consultant or
- appoint a politician or public official (or a politician or public official who has retired or resigned from office within the previous 12 months) to an Accolade Wines position

Employees or Service providers must **not**, in the absence of written approval from the Chief Executive Officer:

- use Accolade Wines' funds, assets, resources, time or personnel, including in-kind contributions of supplies, equipment or services, to make any political contribution, or assist any political party, individual politician or political candidate
- use Accolade Wines' funds to make payments, loans, donations, or gifts to political parties, individual politicians or political candidates
- use Accolade Wines' funds to pay admission fees to conferences, dinners, or similar events organised by political parties, individual politicians, political candidates or their supporters, or to purchase their publications, where there is a fund raising element involved
- provide politicians or political candidates or their staff with travel and accommodation other than in accordance with this policy
- use Accolade Wines' funds to match contributions to political parties, individual politicians or political candidates
- during Accolade Wines' time or by using Accolade Wines' funds, assets, resources or personnel, suggest to other employees or intermediaries – directly or indirectly – that they support or contribute to political parties, individual politicians or political candidates or
- use Accolade Wines' funds to make payments to organisations which are fronts for political parties, individual politicians or political candidates, or which provide means to channel funds to them

Charitable Donations and Sponsorships

Charitable donations must be for legitimate purposes; they cannot be a bribe in disguise.

Charitable donations must not be made to individuals. Accolade Wines must only make charitable donations (and the associated payments) to incorporated community groups, clubs, associations, not-for-profit organisations, non-government organisations, other community related commercial organisations and/or academic bodies such as universities.

Charitable donations must be:

- permitted by local law
- accurately recorded in Accolade Wines' books and records
- for charitable or community purposes and
- pre-approved in writing by the Chief Executive Officer

Taxation Evasion or Facilitating Taxation Evasion

Definitions

“Associated Person” means an employee, agent, officer, worker, subcontractors or other person who performs services for or on behalf of Accolade Wines.

“Facilitation” means facilitating taxation evasion by another person through aiding, abetting, counselling or procuring the taxation evasion offence.

“Relevant Body” means Accolade Wines.

“Taxation Evasion” means (as opposed to taxation avoidance which is legal exploitation of the taxation system to decrease current or future taxation liabilities) the illegal practice of not paying taxes which includes behaviour such as not reporting income, reporting expenses not legally permitted, failing to pay taxes owed or fraud, deceit or omission of information to taxation authorities.

Criminal Offences

Tax evasion is a criminal offence and can lead to the prosecution of individuals.

Corporate offence of facilitation of Taxation Evasion

It is a corporate criminal offence for Accolade Wines to fail to prevent the facilitation of taxation evasion. This applies where Accolade Wines fails to prevent associated persons from assisting the evasion of taxation by another party.

Accolade Wines, if found guilty, could face an unlimited fine, exclusion from tendering for public contracts, a public record of the conviction and damage to its reputation.

Policies and Procedures

Accolade Wines must have policies and procedures in place to prevent associated persons from committing taxation evasion.

Some examples of aiding and abetting criminal taxation evasion include, but are not limited to:

- deliberately falsifying documents
- colluding to make supplies and not recording supplies
- helping a staff member to claim a payment due to them as an expense rather than another type of payment that would be subject to taxation
- buying personal items on an Accolade Wines credit card and
- a manager signing off an employee’s expense claims whilst suspecting the employee will also claim a deduction in their personal taxation return

Accolade requirements

Accolade Wines must mitigate the possibilities of facilitating criminal taxation evasion whether intentionally or unintentionally. This will be conducted in accordance with this policy by facilitating reporting of offences or possible offences, conducting compliance training, updating contracts to include compliance warranties and undertaking due diligence screening of third parties; in each case as set out in the following sections of the policy.

Reporting Bribery, Corruption and Violations

In this policy, a warning sign, or red flag, is any evidence suggesting bribery or non-compliance with this policy. Everyone at Accolade Wines has a responsibility to report suspected violations of this policy.

Be alert and speak up. Everyone must be alert to warning signs in relation to bribery and corruption and raise such warning signs with their line manager, more senior management or to Accolade Wines through the confidential reporting service described in the Whistleblower Policy.

Reporting is key to compliance. If anyone is aware of, or are concerned about, an act or suspect activity that may be a violation of this policy they must report the matter. Any person in a management position who receives a report from Accolade Wines personnel must report the matter to:

- the business unit's most senior executive, who will report the matter to the Head of Legal or
- directly to the Head of Legal if the senior manager is suspected of being involved in the activity

Always report if asked to engage in illegal activity. If anyone:

- is approached, directly or indirectly, to be involved in activity relating to bribery or corruption, or
- suspects activity relating to bribery or

corruption they must immediately report the matter.

How to report:

- talk to a line manager – this is often the best person to contact first
- talk to a more senior manager than the direct line manager
- contact a member of Accolade Wines' legal department
- report the matter under Accolade Wines' Whistleblower policy

Nothing in this policy should be interpreted as restricting or seeking to restrict a right to refer a matter to a regulator rather than report it internally.

Reporting to Senior Levels and Investigations

Suspected violations must be investigated.

Notify the right people when issues arise. Accolade Wines must ensure that managers escalate matters reported by personnel. Managers must report any suspicion, allegation, report or occurrence of violation of this policy to more senior management, who must report the matter to Accolade Wines' Head of Legal. Alternatively, the manager may report the matter directly to Accolade Wines' Head of Legal.

Investigations by Accolade Wines. Accolade Wines must conduct an investigation of any actual or suspected breach of this policy. This investigation may be conducted in consultation with external legal counsel and other experts, if thought necessary or desirable.

Books and Records and Internal Controls

Always record payments correctly and transparently. Accolade Wines must have an effective system of internal controls, including financial, accounting and tax accounting systems, to ensure accurate books and records and a true and fair view of their business affairs and to prevent:

- bribery and corrupt practices
- taxation evasion or facilitating taxation evasion
- unrecorded, misidentified or secret accounts or
- the creation of records which do not properly and fairly record the transactions to which they relate or which omit transactions that should be recorded

Management is responsible for compliance. Management of each business unit must ensure that there are appropriate internal controls in place to prevent and detect violation of this policy.

Always consider corruption risks in new projects and new countries. Accolade Wines, must, before it commences any project or any new activity in a nominated country, undertake a compliance risk analysis with a particular emphasis on business integrity and the matters covered in this policy, and document the risk analysis in accordance with usual business practices.

Compliance Risk Reduction Training

Employees: Employees at risk of being exposed to corruption or facilitation of taxation evasion must undertake annual training to reduce the risks of non-compliance with this policy. These employees include:

- all personnel who may confront significant corruption issues in their work, such as those involved in marketing decisions, procurement decisions, customs clearance, buying and selling of businesses or significant assets, legal advisers and members of teams who interact with regulatory authorities not previously dealt with
- the managers of those personnel and
- senior management (being any ELT member and 2 reporting levels below that person), regardless of location or role, (“at risk individuals”)

Legal Department Responsibility: The Legal department will maintain and run training for “at risk individuals”. The Accolade Wines Legal Team will keep records of training given.

Contract Considerations

General considerations: In addition to the services to be performed, the fees to be paid and other standard contract provisions, material contracts with intermediaries, agents and other third parties must contain:

- strict prohibition on bribery and
- include compliance representations (including in relation to taxation evasion)

The Accolade Wines Legal team will provide guidance on material contract inclusions. Any potential partners of Accolade Wines must be questioned if they refuse to sign up to these provisions or take part in our standard due diligence process. Any such refusal must be flagged to the Accolade Wines Legal Team. Similarly, if third parties ask for undocumented fees, cash payments or donations to overseas accounts or charities this must be flagged to the Accolade Wines Legal Team immediately. The Accolade Wines Legal Team will keep records of avoidance and mitigation procedures.

Audit and notification and termination provisions. Third parties should be contractually required to notify Accolade Wines if they become the subject of an investigation with respect to allegations of impropriety involving bribery, money- laundering or anti-kickback laws, or taxation evasion. The contract should also permit Accolade Wines to terminate the agreement in the event of an investigation, a conviction or the imposition of a fine, or if the third party fails to comply with applicable legal requirements.

Due Diligence Considerations

Requirement for due diligence. Personnel who are authorised to engage intermediaries, agents and other third parties must undertake sufficient due diligence to satisfy themselves that the individual or organisation is reputable, competent and will comply with applicable laws.

Extent of due diligence:

- preliminary due diligence screening will be conducted on all customers, suppliers and third parties with whom Accolade Wines proposes to contract
- for any third party engaged by Accolade Wines prior to the commencement of this policy, due diligence was conducted according to a risk matrix set out in the Anti-Corruption Procedure, with such due diligence completed within one year of the adoption of this policy
- where a third party contract is renewed, or extended, due diligence must be refreshed, unless due diligence was last undertaken within 2 years of the renewal or extension
- further due diligence required after initial screening will be determined in accordance with this policy, the relative corruption of the country in question and the results of the initial screening

Due diligence red flags. If any “red flags” are raised as part of preliminary due diligence activities, these must be escalated to the Head of Legal for investigation. These include:

- a government entity or public official has an interest in or exerts influence over the third party
- a director, officer or owner of the third party is a politically exposed person or politically exposed foreign person (i.e., a public official considered by national and intergovernmental authorities to be higher risk with respect to bribery and money laundering offenses)
- the third party is seeking a commission or level of compensation greater than the normal market rate for comparable work, or is requesting unusual payment terms (e.g., payments being made to another jurisdiction, or through a third party or made only in cash)
- a search of the World-Check database, local media or the internet reveals allegations that the third party has engaged in bribery, or other illegal, unethical or corrupt conduct including taxation evasion
- the third party requests that some or all of its contractual arrangement be kept secret from their employer
- the third party refuses to agree to contract provisions relating to anti-bribery/corruption
- the third party cannot provide appropriate references, or does not appear to have commercial relationships with other companies similar to Accolade Wines

Further Information

For further information please contact the Legal department.

Associated/Reference Documents

- Accolade Wines Code of Conduct
- Accolade Whistleblower Policy
- Accolade Wines Anti-Corruption Procedure
- Accolade Hospitality Register Form

Appendix A – Approval Thresholds

Currency	Approval Required Threshold	CEO Approval Threshold
AUD	>200	≥1000
NZD	>200	≥1050
USD	>150	≥650
Euro	>100	≥600
GBP	>100	≥550
ZAR	>2500	≥11500
RMB	>950	≥5000
Other	Convert to current AUD currency	Convert to current AUD currency