

Document Title:	Anti-Bribery & Corruption Policy
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SUMMARY

This is Ainsworth Game Technology Ltd's (AGT) Policy on combating bribery and corruption.

This policy is designed to inform all AGT employees that paying bribes and secret commissions to foreign public officials or to persons acting in an agency of fiduciary capacity or position of trust, is prohibited by Australian, the United States of America and other laws.

Conduct amounting to a bribe includes payments of any kind to any person to induce that person to improperly perform a function that the person is expected to perform impartially or in good faith or whilst in a position of trust, regardless of whether that function is in connection with a business or a public office.

It is irrelevant that the conduct is considered customary or officially tolerated. It is also an offence irrespective of the value of the advantage or the alleged necessity of the payment in order to obtain or retain business or improper advantage.

Importantly for AGT employees, domestic laws cannot be considered in isolation. Australia, the United States, the United Kingdom and Austria utilize a 'long arm' jurisdiction (as do many other countries). This means if you commit the act overseas, the relevant authorities in one of these countries can charge and convict you upon a finding of guilt back home.

For example, a citizen of the United States who offends whilst working for an Australian company could be subject to both United States and Australian law. A summary of the requirements of the legislation in each of these countries is set out at the end of this document.

For a company like AGT, that has offices in, and trades in, multiple jurisdictions, and employs people that are residents of different nations, employee awareness of the broad number of laws they can be subject to is critically important.

This policy also governs the granting or offering and the acceptance of gifts as well as invitations to business meals and events along with the sponsoring of activities and awarding of donations.

AGT's ability to successfully defend any charge of bribery requires that it maintain adequate procedures that are designed to prevent persons associated with it eg (employees and agents) from undertaking such conduct. As always, ignorance of the law is not an excuse. Compliance with the law and this policy means knowledge, awareness and a willingness to implement at the individual and company level. Responsibility is both AGT's and the individuals.

OBJECTIVE

This policy applies to all employees, agents, contractors, subcontractors, consultants, business partners and any other parties (including individuals, partnerships and bodies corporate) associated with AGT or any of its subsidiaries. The purpose of this policy is to set out the responsibilities in observing and upholding AGT's position on bribery and corruption, and to provide information and guidance to those working for AGT on how to recognize and deal with bribery and corruption issues.

A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. AGT expressly prohibits the offering, the giving, the solicitation or the acceptance of any bribe, whether cash or other inducement, to or from any person or company, wherever they are situated and whether they are a public official or body or private person or

company, by any individual employee, agent or other person or body acting on AGT's behalf in order to gain any commercial, contractual or regulatory advantage for AGT in a way which is unethical or in order to gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

Gifts and Business Meals

Gifts and other benefits including the offering of business meals or attendance at an event given by or received by AGT Employees must conform to applicable local allowances for business expenses and are not permitted to exceed such thresholds per person, unless the relevant gift or benefit is reported to the AGT Compliance Department or it is authorised by the AGT CEO or CFO. For information on the local allowances applicable in your country or office please contact your regional financial controller or the Ainsworth Group CFO.

The provision of gifts or benefit is not permitted under any circumstance if it:

- is tied to conditions; or
- involves a public official (eg a gaming regulatory official).

The Making of Donations

The making of donations may only proceed if the party receiving the funds:

- has been approved as a suitable associate of AGT by the AGT Compliance Department; and
- the purposes or type of event has been approved by the AGT CEO or CFO.

RESPONSIBILITIES AND AUTHORITIES

It is the responsibility of all employees and agents of AGT or any of its subsidiaries:

- to ensure that this policy is read, understood and complied with;
- to prevent, detect and report any acts or suspected acts of bribery or corruption;
- to avoid any activity that might lead to or suggest a breach of this policy; and
- to exercise due diligence at all times when dealing with third parties on behalf of AGT, in particular during commercial negotiations and when considering gaming licence applications or approvals.

Compliance on paper with this policy is not considered sufficient by AGT. AGT maintains a proactive culture of compliance that seeks to create an atmosphere of knowledge, awareness and good corporate governance.

The conduct of formal due diligence is an appropriate way of ascertaining whether a potential trading partner is involved in bribery. In doing so, it is important to be mindful of considerations such as:

- / Does the target company or any part of the company depend on any government or official authorisations, approvals, licences, etc in order to conduct its operations? Are those costs/fees approved or standardised?
- / Has the joint venture partner or any business or entity to be purchased been tainted by bribery?
- / Have any individuals had a history of poor or questionable reputation of ethical practices?
- / Does the other business maintain the standards that we do?

Agents and employees of AGT must keep an eye out for "red flags", such as:

- / Unusual payment patterns or financial arrangements;
- / History of corruption in the country where the person or company resides;

- / A refusal by a foreign partner to provide certification that it will not take any actions that could cause AGT to be in violation of this policy's bribery principles;
- / Unusually high commissions, lack of transparency in expenses and accounting records;
- / Apparent lack of qualifications and resources on part of the other party to perform the services offered;
- / Whether the other party has been recommended by a government official of the potential customer's country.

In any instance where any unusual or illegal activity, actual or intended, is identified or suspected, the AGT Compliance department and/or the AGT Legal Officer responsible for your region must be informed so that AGT may take the appropriate steps to correct any such issue or potential issue (this includes assisting the relevant enforcement agencies) to reduce and/or eliminate any risk or exposure to AGT.

You may also make a complaint including an anonymous complaint through the AGT Whistleblower Policy, using the AGT Whistleblower Portal accessible at <https://secure.ethicspoint.com/domain/media/en/gui/69716/index.html>

Refer:- ▪ <i>Whistleblower Policy</i> <i>Document #990043</i>
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PROCEDURE

Special attention is to be paid to customer focused and procurement employees to ensure understanding and compliance with AGT's policy. Further information, training and support are to be provided on a request basis.

A review of potential internal and external risks is to be undertaken. The review will pay particular attention to identifying risk in the areas of:

- Existing jurisdictions where business is currently conducted;
- Jurisdictions where business is expected to be conducted over the next 12 months;
- New business opportunities including potential distributors, customers, and other business partners;
- Existing distributors and business partners.

Existing distributors, joint ventures and partnerships will be informed of AGT's position on the issue of bribery.

New customers (direct sales) will be subject to compliance focused due diligence in addition to AGT's gaming regulatory compliance review requirements.

AMENDMENTS / CHANGE HISTORY

Rev	Date	Description of Changes	Reviewed by	Approved by
A	14/12/16	/ Created document		AGT Board of Directors
B	22/09/20	/ Review content of document / New document format	D.Greenslade	AGT Board of Directors
C	03/12/20	/ Revision of document	D.Greenslade	AGT Board of Directors