



ANTI BRIBERY AND CORRUPTION POLICY

13 December 2024 | Version 3.0

Policy Owner: Head of Compliance
Policy Approver: Board of Directors

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.

This policy applies to the activities of all lines of business, all employees (including interns, and secondees), all subsidiaries, all officeholders (including directors), and all contractors, consultants, service providers, suppliers, and business partners.

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.

Bribes are expressly prohibited

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

Facilitation payments are expressly prohibited

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.

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 CEO | Managing Director 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 CEO | Managing Director and must be recorded in the **Gifts and Entertainment Register**. The Compliance team maintains 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 CEO | Managing Director. 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 CEO | Managing Director.

All gifts and entertainment provided to or accepted from government officials must be approved by the CEO | Managing Director.

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.

Training on anti-bribery and corruption forms part of Tyro's Mandatory Learning program. Completion of Tyro's Mandatory Learning Program forms part of the Risk Gate Opener for short term bonuses. Additional training will be provided to those team member 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.

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 (AML/CTF Program).

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 CEO | Managing Director before entering into any relationship.

Strategic initiatives

To achieve our growth strategy, there may be instances where mergers, acquisitions and investments will be considered. As part of assessing various opportunities, due diligence on the target organization is required to be completed. The extent of the due diligence required is considered on a case-by-case basis and is dependent on a number of factors including the materiality of the transaction. It is documented and reviewed by the CEO | Managing Director and Board of Directors, as appropriate, when deciding on to whether to proceed.

Anti-bribery and corruption due diligence will be done as part of any legal and compliance due diligence. It will be done initially by assessing the risk areas of the target's business operations and then focusing in on the higher risk components as required.

Investigations

Identified or reported cases of suspected bribery or corruption will be internally investigated. The investigation aims to substantiate reported allegations and confirm if there is wrongdoing and will be conducted by the Head of Compliance (unless the Head of Compliance is implicated at which stage the investigation will be undertaken by the Head of Audit). Where required, external investigators may be appointed for complex investigations. Necessary actions will be undertaken to ensure compliance with this policy and applicable laws.

Escalation and whistleblowing

Any potential incident involving bribery or corruption will 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.

Disciplinary action

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

Actions that materially influence or which provide a material benefit or advantage, or has cause to materially influence or may materially provide a benefit or advantage, to a *public official* is considered bribery and can be assessed as a criminal offence under the Corporations Act 2001, Criminal Code 1995 and other applicable laws.

- Penalties can be imposed on both individuals and the organisation.

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- Individuals are considered to be officers, employees, agents, contractors, external service providers and any other persons providing services on behalf of the company.
- Organisations, who can be linked to an individual who has been found to commit an act of bribery, can be penalised even if they are not involved in any of the individual's actions.
- Individual penalties can include imprisonment up to 10 years and/or up to 10,000 penalty units, or both.
- Organisations linked to an individual who committed an act of bribery, or where they are unable to demonstrate sufficient and effective processes to prevent bribery, can be penalised by the greater of:
 - 100,000 penalty units; or
 - If the value of the benefit is determinable which the body corporate directly or indirectly obtained, then 3 times that value; or
 - If the value of the benefit is undeterminable, then 10% of the annual turnover of the organisation and related body corporates during the 12 months ending at the end of the month in which the action occurred, or began occurring.

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.

Attachment A – Roles and Responsibilities

ROLE	RESPONSIBILITY
Board of Directors	<ul style="list-style-type: none"> • Approves this policy • With the CEO Managing Director, approves mergers, acquisitions, and investments as appropriate.
CEO Managing Director	<ul style="list-style-type: none"> • Approves all political expenditure and interactions • Approves sponsorships • With the Board of Directors, approves mergers, acquisitions, and investments as appropriate.
Head of Compliance	<ul style="list-style-type: none"> • Owns this policy • Reports to the requisite management and Board committees on Tyro's compliance with this policy • Conducts investigations
Compliance team	<ul style="list-style-type: none"> • Maintain appropriate registers • Monitors adherence to this policy • Provides training to employees • Facilitates a review of this policy every three years
Business Units	<ul style="list-style-type: none"> • Ensure interactions with any political party, politician or public official is escalated for approval by the CEO Managing Director
Employees	<ul style="list-style-type: none"> • Undertakes training on bribery and corruption risk • Reports incidents immediately

Attachment B – Policy Governance

Version Control

Version No.	Date Approved	Reason for change
1.0	11 November 2019	Initial version
2.0	16 December 2021	Biennial review
		Triennial review
3.0	13 December 2024	<ul style="list-style-type: none"> • Addition of consequences of non-compliance, including non-completion of training • Addition of sponsorship-related definitions • Addition of required investigations and responsible person conducting such investigations • Formatting changes

Review

This **Anti-Bribery and Corruption Policy** will be reviewed at least every three 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.

The Anti-Bribery and Corruption Policy is approved by the Board of Directors. Any material amendments to the Anti-Bribery and Corruption Policy will be submitted to the Board of Directors for approval and adoption.

Minor amendments and attachments can be amended by management, where the Board will be advised of such amendments without the need to re-table the policy document.

Related Policies

- Compliance Risk Management Framework
- Whistleblower Policy
- Conflicts of Interest Policy
- Gifts & Entertainment Policy
- AML/CTF Program
- HR policy

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.
- **Community sponsorship** – a monetary or non-monetary benefit gifted to, or received from, local or international not-for-profit communities, e.g. sports clubs, charities, religious and non-religious support groups, etc, to support their social causes or initiatives due to mutual values and missions.
- **Corporate sponsorship** – a paid commercial arrangement whereby a monetary or non-monetary benefit is gifted to, or received from, corporations to be associated with their initiatives or business objectives, which in return allows an organisation to achieve greater brand awareness and build their corporate image.