

ANTI BRIBERY AND CORRUPTION POLICY

16 December 2021 | Version 2.0

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.

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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 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.

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.

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.

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.

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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 the anti-bribery and corruption training will be escalated and may result in disciplinary action.

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.

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 CEO | Managing Director before entering into any relationship.

Strategic initiatives

The Strategy team is responsible for considering mergers, acquisitions and investments as part of our growth strategy. As part of assessing various opportunities, the Strategy team conducts due diligence on the target organisation. 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 the 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.

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"> 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"> Maintain appropriate registers Monitors Adherence to this policy Facilitates a review of this policy every two 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
Strategy Team	<ul style="list-style-type: none"> Lead for acquisition transactions and conducts due diligence on targeted opportunities as required
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

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
- 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.