

ANTI-BRIBERY AND CORRUPTION POLICY

1. Introduction

PointsBet Holdings Limited (**PointsBet**) is committed to the highest standards of conduct, honesty and integrity. PointsBet's commitment to the highest ethical standards includes strict compliance with applicable anti-bribery and corruption laws in Australia and overseas.

This Policy is also underpinned by the PointsBet values of:

- Courage
- Integrity
- Commitment
- Passion

This Policy:

- sets out the responsibilities of PointsBet team members in:
 - observing and upholding the prohibition on:
 - bribery, facilitation payments and secret commissions;
 - fraud; and
 - related improper conduct;
 - dealing with third parties, in relation to the above matters;
 - the offering and acceptance of gifts and hospitality; and
- provides information and guidance on how to recognise and deal with instances of bribery, corruption or other improper conduct within the scope of this policy.

This policy is not contractual and does not give you enforceable rights.

2. Who the Policy Applies to

In this policy, PointsBet refers to PointsBet Holdings Limited and each of its subsidiaries and associate companies.

This policy applies to all employees and all individual contractors of PointsBet and to employees of incorporated contractors that are engaged by PointsBet, where:

- employee means an individual directly employed by PointsBet including permanent, part-time and casual employees engaged on a fixed term or maximum term basis; and
- contractor means an individual engaged by PointsBet to perform work other than as an employee, such as an individual engaged through an external service provider or otherwise engaged to provide services to PointsBet directly or indirectly under a commercial contracting, sole trader, consultancy or other services agreement.

In this policy, employees and contractors are together referred to as team members or you.

3. Definitions

In this Policy the following words or phrases mean the following:

Anti-Corruption Legislation means the *Criminal Code Act 1995 (Commonwealth of Australia)* and the *United States Foreign Corrupt Practices Act*.

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Bribery means the offering or providing (or authorising the offer or provision) of any loan, gift, lavish trip or entertainment, donation, payment, or any other thing of value directly or indirectly, in cash or in kind, to or for the benefit of any Official or Third Party to obtain or retain business or to secure any improper advantage for PointsBet.

Business Associates means the third-party companies and individuals (such as joint venture partners, consultants and agents) acting on behalf of PointsBet, whether directly or indirectly, by representing the Group's interests in relation to business development or retention of business opportunities.

Corporate Hospitality includes (but is not limited to) any:

- meal;
- travel;
- entertainment, including attendance at sporting and other events;
- accommodation; and
- vouchers or certificates which are capable of being exchanged or redeemed for corporate hospitality items.

Facilitation Payment means payments of nominal amounts to persons in order to ensure or speed up the performance of a Government Official's routine governmental duties or actions.

Gift includes (but is not limited to) any:

- tangible item of value;
- service of value;
- favour that enhances a person materially;
- benefit or thing of value, including cash; and
- item, service, favour, benefit or thing given at less than market value.

Government Official means anyone regardless of rank or title who is:

- engaged in public duty in a government agency whether elected or appointed, and at any level of government including national, state or local government entities;
- a member of any legislative, administrative or judicial body;
- an employee of a government agency, regardless of rank including an administrative and/or office worker;
- an officer or employee of a government-owned or government-controlled entity, including state-owned entities that operate in the commercial sector;
- an officer or employee of a public international organisation (such as the United Nations, the World Bank or the International Monetary Fund); or
- acting in an official capacity for a government, government agency, or state-owned enterprise.

Item of Value or **anything of value** includes cash, travel, meals, gifts, and other tangible or intangible benefits.

Official means a Government Official, political party, official or officer of a political party or candidate for political office.

Personnel means all persons acting on behalf of PointsBet at all levels, including officers, directors, employees, temporary staff and contractors of the Group.

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Secure an improper advantage includes obtaining any improper commercial or financial benefit.

Third Party means any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with PointsBet.

4. Scope and Authority

PointsBet requires all Personnel to comply with this Policy as well as the Anti-Corruption Legislation and any applicable anti-corruption laws and regulations specific to the location in which they operate.

This Policy applies to all Personnel, including directors, temporary staff and contractors, and Business Associates of PointsBet. This Policy supplements any other policies applicable to PointsBet and any of its subsidiaries.

5. Responsibility for Policy Compliance, Training and Review

The Group General Counsel is the Compliance Officer for PointsBet (the “Compliance Officer”) and is responsible for the overall administration of this Policy. The Compliance Officer will monitor the implementation of this Policy and will review on an ongoing basis the Policy’s suitability and effectiveness.

All Personnel are required to understand and comply with this Policy and to follow the reporting requirements set out in this Policy.

The prevention, detection and reporting of Bribery and other improper conduct addressed by this Policy are the responsibility of all those working for or engaged by PointsBet. All Personnel should be vigilant and immediately report any breaches or suspicious activity in accordance with section 7(G) below.

6. Consequences of Breaching this Policy

Bribery and the related improper conduct addressed by this Policy are very serious offences.

If PointsBet or one of its subsidiaries is found to have taken part in Bribery or any other related improper conduct addressed by this Policy it could face a fine and suffer reputational harm. An individual may be subject to penalties or lengthy terms of imprisonment.

Breach of this Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

Breach of this Policy by a Business Associate will be regarded as a material breach for the purposes of termination of the agreement with the Business Associate.

7. Policy

A. Prohibition against Bribery and Corruption

PointsBet strictly prohibits Personnel engaging in or tolerating Bribery or any other form of corruption.

The prohibition of Bribery under this Policy includes the provision or conveying of anything of value to any Third Party, Official or family members of Officials, whether directly or indirectly, to

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secure any improper advantage or to obtain or retain business. This means that Personnel must not:

- Offer, promise or give an Item of Value with the intention of influencing an Official or Third Party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide PointsBet with business or an improper advantage; or
- Authorize the provision of an Item of Value to any other person, if it is known, or reasonably should have been known, that any portion of that Item of Value will be passed onto an Official or Third Party to secure an improper advantage or obtain or retain business; or
- Engage, or procure, another party to provide an Item of Value to an Official or Third Party, (or to procure another person to make such provision), in order to secure an improper advantage or obtain or retain business.

The prohibition of Bribery under this Policy also includes the request or acceptance by any Personnel of (or the agreement to accept) anything of value from an Official or Third Party either:

- intending that, in consequence, a function or activity should be performed improperly (whether by the requestor/acceptor or another person); or
- where the request, agreement or acceptance itself constitutes the recipient's improper performance of a function or activity; or
- as a reward for the improper performance of a function or activity (whether by the recipient or another person).

B. Interactions with Officials and Third Parties must be Compliant

All interactions with Officials and Third Parties must comply with this Policy, and PointsBet and Personnel must not take any actions, whether direct or indirect, which create the appearance of impropriety regardless of whether there is any improper intent behind their actions.

The prohibitions under this Policy include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this Policy.

C. Documentation and Recordkeeping

As part of PointsBet's commitment to open and honest business practice PointsBet requires all of its businesses to maintain accurate books of account and records.

PointsBet and its subsidiaries must keep accurate and complete records of all business transactions:

- in accordance with the law and generally accepted accounting principles and practices;
- in accordance with PointsBet's accounting and finance policies; and
- in a manner that reasonably reflects the underlying transactions and events.

It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team of the relevant business and corrected.

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D. Prohibition on Facilitation Payments

PointsBet does not condone the making of Facilitation Payments and the making of Facilitation Payments by any Personnel is prohibited.

E. Certain prohibitions on offering or receiving gifts or corporate hospitality

Giving and accepting gifts or hospitality is quite common in many circumstances and it is often seen as a legitimate contribution to building a sound business relationship. However, all team members are strictly prohibited from:

- offering or accepting gifts or hospitality in circumstances which could be considered to give rise to undue pressure being placed on the recipient (thereby impacting the independent judgment of the recipient), to do something or refrain from doing something for the benefit of the donor. This is often referred to as “undue influence”; or
- offering or accepting gifts or hospitality to or from PointsBet’s competitors.

Subject to any limited exceptions which may be determined by the CEO and Managing Director from time to time, gifts and hospitality may only be offered or received by team members when:

- it is aimed solely at building a general relationship and understanding, including marketing to key PointsBet stakeholders and customers, or as part of a team building or other similar activity (such as an internal working lunch);
- it is given in an open and transparent manner;
- it complies with any relevant governmental law, regulation, rule, or code;
- it does not include cash, loans or cash equivalents, such as gift certificates or vouchers (except Bonus Bets of nominal value which are used for marketing purposes or in relation major events (such as a sporting grand final or the spring and autumn racing carnivals);
- it does not include a benefit or advantage offered for something in return;
- it does not include any free domestic or international air travel, unless approved by the CEO and Managing Director; and
- except as set out below, it is recorded in the Gifts and Hospitality Register.

If a gift or hospitality (either offered to or by a team member or received by a team member) is valued at \$200 or more per person, it must be recorded in the Gifts and Hospitality Register within 14 days of the offer/receipt.

Details of gifts must include your name, external party, description of gift and value (\$AUD).

Any gift or hospitality which involves the receipt or provision of entertainment at a corporate marquees or suites (for example during a sporting grand final or the spring or autumn racing carnivals) does not need to be disclosed in the Gifts and Hospitality Register.

Gifts should not be accepted on a recurring basis or disaggregated to reduce the value below \$200. If the value is in doubt, the item must be recorded in the Register.

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F. Political Contributions and Charitable Donations

Political Contributions

PointsBet may from time to time choose to make donations to political parties because PointsBet believes this would enable any such political parties to perform their functions better and to improve the democratic process.

Team members are strictly prohibited from making cash political donations at the business unit level. All cash political donations must be authorised by the PointsBet Board, the CEO or anyone else whom the CEO authorises from time to time and disclosed as required by law and recorded in PointsBet's accounts.

Any donations to Australian political parties above a level determined in Federal legislation must be disclosed annually to the Australian Electoral Commission and will be published on its website.

This policy does not prevent team members from making political donations in their personal capacity.

Charitable Donations

PointsBet is committed to the communities in which it does business. PointsBet entities may make charitable donations that are legal and ethical under local laws and practices, provided that prior approval of their General Manager or, in the case of a General Manager, their Executive line manager, has been obtained.

This policy does not prevent team members from making charitable donations in their personal capacity.

G. Compliance with Local Laws Required

If local laws, codes of conduct, or other regulations in a particular country or region are more restrictive than this Policy, then any Personnel, including any Business Associates operating in that country or region must fully comply with the more restrictive requirements.

H. Reporting Violations and Suspected Misconduct

Any Personnel or stakeholder who believes that a violation of this Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Compliance Officer or use the procedure set out in the PointsBet Whistleblower Policy.

If anyone is unsure whether a particular act constitutes Bribery or a Facilitation Payment, or has any other queries, they should ask the Compliance Officer.

H. Protection

PointsBet prohibits retaliation against anyone reporting such suspicions. Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. PointsBet encourages openness and will support any Personnel who raises genuine concerns in good faith under this Policy.



8. Review

This Policy will be reviewed annually by the Company Secretary to ensure that it remains effective and relevant to PointsBet and that it continues to comply with relevant laws.

Approved by the Board 21 March 2019