



# Crown Resorts Limited

## Anti-bribery & Corruption Policy

Crown Resorts Limited ACN 125 709 953  
A public company limited by shares

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***This policy reflects Crown’s commitment to operating with the highest levels of corporate integrity and preventing bribery in all its forms wherever and with whomever Crown conducts business.***

***Crown takes a zero tolerance approach to acts of bribery or corruption by any officers, employees, third-party representatives or business partners.***

***The Crown Board is fully committed to the implementation of a zero tolerance Anti-bribery and Corruption Policy. The Board and senior management team must continue to foster a culture within Crown in which bribery or corruption is never acceptable.***

## 1. Background

### 1.1. Legislative Landscape

Crown operates in multiple jurisdictions, the majority of which outlaw bribery and corruption. To counter bribery and corruption, many governments have introduced specific anti-bribery legislation. In Australia, the *Australian Criminal Code* is in place, the US has the *Foreign Corrupt Practices Act*, and the United Kingdom (UK) has introduced the *Bribery Act*. Each has implications as to the way Crown operates.

### 1.2. Bribery and Corruption Defined

Acts of “bribery” are designed to influence individuals to act dishonestly in the performance or discharge of their duty and “corruption” can be defined as the misuse of office, power or influence for private gain.

Bribery can be defined as the offer or acceptance of an advantage or benefit as an inducement for an action which is illegal, unethical or a breach of trust and can take many forms, including:

- the promise, offer or authorisation of anything of value;
- the offer or receipt of any kickback, loan, fee, reward or other advantage; or
- the giving of aid or donations designed to exert improper influence.

For the purposes of this policy, there is to be no difference in treatment where the target of the act of bribery or corruption works in the public or private sector.

## 2. Statement of Crown policy

### 2.1. Key Obligation

Crown will not, either directly or indirectly, solicit, encourage or accept any form of bribe from, nor give any bribe to, anyone, including a business partner, a supplier, a customer or fellow employees as an inducement for business, information or any other purpose.

### 2.2. Who is Covered by this Policy

This policy applies to all individuals, including directors, senior managers, managers, officers, employees (whether permanent or temporary), agents, consultants, contractors, junket operators and any suppliers or other person associated with Crown together with its subsidiary companies and joint venture partners wherever located.

The policy is intended to apply across all of Crown's businesses and in conjunction with existing policies and procedures in place in Crown's various businesses. To the extent of any inconsistency between this policy and another Crown group policy, this policy will prevail.

### 3. Bribery and Corruption Prevention Measures

In developing this policy, Crown has undertaken a robust process to identify bribery and corruption risks and to design a targeted compliance program to prevent, detect and manage issues of bribery and corruption. Set out below are some key measures that Crown will take in support of this policy.

#### 3.1. Due Diligence Measures

##### **Appropriate due diligence must be conducted on relevant Counterparties**

Crown must be aware of who it is doing business with. Crown must ensure that the people with whom it is conducting business are suitable to be associated with Crown and that relationships with Crown will be free from any element of bribery or corruption.

Crown officers and employees who have authority to approve the appointment or engagement of contractual counterparties must ensure that appropriate due diligence is conducted in relation to the appointment or engagement of material contractual counterparties (**Counterparties**) as well as in relation to Crown's ongoing relationship with those Counterparties.

Relevant Counterparties should be made aware that they may be subject to appropriate diligence measures as a condition to their appointment.

##### **Other Crown processes may be utilised for the purposes of complying with this policy**

As a highly regulated gaming operator, Crown is required by gaming regulators in various jurisdictions to conduct probity reviews on certain third parties with which Crown does business. In addition, Crown is subject to the requirements of relevant anti-money laundering and counter-terrorism legislation both in Australia and abroad.

It may therefore be appropriate that existing Crown processes required in connection with its gaming and other regulatory requirements may be utilised for the purposes of complying with this policy.

#### 3.2. Contractual Provisions

Material agreements with relevant Counterparties must all include provisions requiring compliance with anti-corruption laws and should provide Crown with rights to satisfy itself of the Counterparty's compliance with those provisions.

Anti-bribery and corruption provisions should also allow Crown to terminate arrangements with Counterparties where a breach or anticipated breach of anti-corruption law arises or where there is non-compliance with the requirements of the relevant provision.

#### 3.3. Record Keeping

Crown must keep written financial records that correctly record and explain its transactions. Undisclosed or unrecorded funds, payments or receipts are prohibited.

### 3.4. Effective Implementation and Training

Crown must provide regular training to key employees regarding Crown's policy on bribery and corruption which will:

1. assist with the identification of corruption and bribery risk;
2. provide effective mitigation techniques; and
3. enforce Crown's zero tolerance policy on bribery and corruption.

### 3.5. Annual Compliance Certifications

Relevant officers and employees of Crown will be required to certify annually that they have complied with this policy and all applicable anti-corruption and bribery laws.

## 4. Key Risk Areas for Bribery and Corruption – Crown Policy

This section sets out key risk areas for bribery and corruption and Crown's policy in relation to those areas.

### 4.1. Third Party Intermediaries

Crown must not enter into any material arrangement with a third party which would give rise to an event or circumstance that could constitute an act of bribery, would reasonably be expected to bring discredit to Crown or the gaming industry.

As outlined above, appropriate due diligence measures must be undertaken by or on behalf of persons who have authority to approve the appointment or engagement of relevant Counterparties in connection with that appointment or engagement.

### 4.2. Gifts, Hospitality and Entertainment

The giving or receiving of hospitality or corporate entertainment is not prohibited by this policy provided it is reasonable in cost, proportionate to the business relationship and given in good faith.

However, gifts, hospitality and entertainment must never be given with the intention of influencing a business decision or securing an unfair business advantage.

All gifts, hospitality and entertainment must also be made in compliance with Crown's various policies on 'Gifts, Tips and Gratuities'. Crown's policies on Gifts, Tips and Gratuities can be found on the relevant Crown business's intranet page.

### 4.3. Facilitation Payments

Facilitation payments are payments made to a government official or employee for their benefit, to expedite or secure the performance of routine or necessary government action by a government agency (such as the issue of a permit or licence).

As a general rule, Crown prohibits the use of facilitation payments, whether directly or through third parties. In limited circumstances, a facilitation payment may be approved by Crown Resorts Limited's General Counsel in circumstances where that payment does not contravene applicable law or this policy.

#### 4.4. Political and Charitable Donations

All political donations must also be made in compliance with Crown's Political Donations Policy.

Crown must not make any political donation, charitable donation or sponsorship as a means of obtaining an improper advantage to Crown's business and must not be used as a means of camouflaging a bribe.

Appropriate due diligence must also be conducted on proposed recipients of material charitable donations or sponsorships to ensure that those funds will not be utilised in contravention of this policy.

#### 4.5. Conflicts of Interest

A conflict of interest exists where loyalties are divided.

Crown officers and employees must guard against any potential conflict of interest while acting on behalf of or employed by Crown. The following situations must be avoided:

1. Making, influencing or participating in Crown business decisions that provide personal benefit or benefit to friends, family or associates; and
2. Involvement in any business activity or decision with relevance to Crown that is fraudulent or corrupt or may be inconsistent with Crown's activities.

### 5. Reporting of Violations and Concerns

All Crown officers and employees have a duty to help prevent, detect and report instances of bribery and corruption as well as any other suspicious activity or wrongdoing.

Suspected incidences of bribery and corruption are to be reported to the Legal Department of the relevant Crown business in which the officer or employee operates.

Crown's whistleblower program may also be utilised for the reporting of bribery and corruption. Information on how to access Crown's whistleblower program can be found on the relevant Crown business's intranet page.

All reports of known or suspected bribery or corruption will be handled by Crown sensitively and with appropriate confidentiality. Crown will act swiftly in evaluating all such reports.

### 6. Disciplinary Action

Violation of anti-bribery and corruption laws can result in severe fines and criminal penalties for Crown, its officers and employees as well as disciplinary action where relevant by Crown, up to and including termination of employment.

### 7. Questions

Any questions regarding this policy should be directed to Crown Resorts Limited's General Counsel.

## 8. Regular Review of Policy

Crown will review this policy on a periodic basis to ensure it continues to be appropriate for Crown and its businesses.

If appropriate, Crown may also seek internal or external audit reviews from time to time to obtain assurance regarding compliance with the policy.

Issued by: RBC

**Crown Resorts Limited**  
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