

Anti-bribery Policy

April 2018

If there are any questions in relation to this Policy, please refer to the Company Secretary.

Anti-bribery Policy

Greencross Ltd and its subsidiaries (the Company)

1. Introduction and Purpose

1.1 Background

The Company is committed to promoting and supporting ethical behaviour, consistent with the principles of honesty, integrity, fairness and respect.

1.2 Purpose

The purpose of this Anti-bribery Policy (**Policy**) is to:

- (a) further expand sections 2.1 to 2.3 of the Company's Code of Conduct which concerns the Company's business ethics;
- (b) set out the responsibilities of the Company and its Employees in observing and upholding the prohibition on bribery and related improper conduct;
- (c) provide information and guidance on how to recognise and deal with instances of bribery and corruption; and
- (d) outline the obligations of each Employee to record any gifts received over \$300 in the Gifts Register.

It is expected that Employees will report known, suspected or potential cases of bribery to their immediate Executive. Failure to raise issues could result in disciplinary action.

1.3 Definitions

Capitalised terms used in this Policy have the following meanings:

Bribery is the act of offering, promising, giving or accepting a benefit with the intention of influencing a person who is otherwise expected to act in good faith or in an impartial manner. Bribery can be monetary or non-monetary. Examples of non-monetary Bribes include non-cash gifts, reciprocal favours, business or employment opportunities or lavish corporate hospitality.

Employees include any director, secretary, officer, employee, secondee or contractor of the Company.

Executive means the senior executives of the Company from time to time, including:

- (a) Chief Operating Officer, Retail;
- (b) Chief Operating Officer, Veterinary Services;
- (c) Chief Operating Officer, Business Development;
- (d) Chief Merchant;
- (e) Chief Veterinary Officer;
- (f) Chief Financial Officer;

- (g) Chief Human Resources Officer; and
- (h) General Counsel & Company Secretary.

Gifts Register means the register of gifts as defined in 6.3.

2. Scope

This Policy applies across the Company to all Employees.

3. Policy

All Employees must:

- (a) not give, offer, accept or request bribes, facilitation payments, secret commissions or other prohibited payments or engage in money laundering or cause any of them to be given, offered, accepted or requested;
- (b) not approve any offers, or make, accept or request an irregular payment or other thing of value, to win business or influence a business decision in favour of the Company;
- (c) comply with all reporting and approval processes for gifts, entertainment or hospitality;
- (d) not offer or receive any gifts, entertainment or hospitality to or from public or government officials or politicians, without approval from the General Counsel;
- (e) maintain accurate records of dealings with third parties; and
- (f) be vigilant and report any breaches of, or suspicious behaviour related to, this Policy.

4. The Company's values

4.1 Principles

All Employees must conduct themselves with openness, honesty, fairness, integrity and in the best interests of the Company in all business transactions and in all dealings with others including customers, suppliers, shareholders, employees, joint venture partners, creditors, financiers, the financial markets, governments and the general public.

4.2 Maintaining accurate records

The Company is committed to maintaining complete and accurate records of all accounts, invoices and other documents and records relating to dealings with third parties. No accounts may be kept "off the books" to facilitate or conceal improper payments.

5. Bribery and inducements

5.1 Principles - Bribery

All Employees must not engage in any form of Bribery. Under no circumstances can any Employee give, offer, promise, accept or request a Bribe and under no circumstances will the

Company approve of any Bribe to win business or to influence a business decision in the Company's favour.

5.2 Principles - financial and other inducements

Offering a bribe to a government official and the receipt of a bribe by a government official is prohibited under Australian law and the laws of most countries. Australia is a signatory to the OECD Convention combating Bribery of Foreign Public Officials in International Business Transactions and has enacted legislation prohibiting the offering of anything of value to foreign public officials. A contravention of anti-bribery legislation has serious consequences, such as imprisonment or fines. All Employees must not make any payments or payments in kind to influence individuals to award business opportunities to the Company or make business decisions in the Company's favour.

All dealings with government officials and politicians which relate to the Company and its business activities must be conducted at arm's length to avoid any perception of attempting to gain an advantage.

5.3 Permitted political donations

The Board of the Company may choose to make donations to political parties if the Board believes that this would enable any such political party to perform their functions better and to improve the democratic process. The only political donations which are permitted must be authorised by the Company Board and must not be made at the business unit level. Any political donations permitted by the Board must be disclosed as required by law and recorded in the Company's accounts.

6. Giving and accepting business courtesies

6.1 Principles - business courtesies

All Employees must not give, seek or accept in connection with the Company's operations any gifts, meals, refreshments and entertainment which goes beyond common courtesies associated with the ordinary and proper course of business. There may be a practice of accepting or offering gifts or hospitality in certain regions and industries. However, the Company prohibits the offering or acceptance of business courtesies which could be considered to cause improper inducement. Any Employee who is unsure whether a business courtesy is an improper inducement must raise this with their immediate Executive.

6.2 Permitted business courtesies

The offering or acceptance of business courtesies including gifts, entertainment or hospitality is only permitted where all of the following conditions are met:

- (a) it is done for the purpose of general relationship building only;
- (b) it cannot reasonably be construed as an attempt to improperly influence the performance of the role or function of the recipient;
- (c) it complies with the local law of the jurisdiction in which the expenditure is made;
- (d) it is given in an open and transparent manner; and

- (e) it does not include cash, loans or cash equivalents (such as gift certificates or vouchers).

6.3 Gifts Register

Any gift, entertainment or other personal favour or assistance given or received which has a value in excess of \$300 must be approved and entered into the Gifts Register maintained by the General Counsel. The General Counsel must determine whether to approve the gift having regard to the conditions in section 6.1 above and may obtain further information from Employees to verify whether the conditions have been met. In the absence of the General Counsel, the approval of the business courtesy will be the responsibility of the Chief Financial Officer.

The financial limit of \$300 may change if the Chief Executive Officer determines that there should be a more suitable financial limit. In such circumstance, the Chief Executive Officer will determine and announce the revised amount.

7. Other matters

7.1 Amendment of policy

This Policy can only be amended with the approval of the Chief Executive Officer.

7.2 Adoption of Policy and Company review

This Policy was adopted with effect from 18 April 2018.

The Company will review this Policy periodically. The Company Secretary will communicate any amendments to employees as appropriate.