

Anti-bribery and Corruption Policy

Viva Leisure Limited

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1. Introduction

- (a) Viva Leisure Limited ACN 607 079 792 and its subsidiaries and controlled entities (**Company**) is committed to maintaining a high standard of integrity, investor confidence and good corporate governance.
- (b) Viva Values define who we are. By describing what is important to us, including the behaviours and standards that we uphold, our Values help our people to decide on the right course of action, and create consistency in our approach. The Viva Values of LIVE apply to all staff, in all our workplaces, and at all times.

2. Purpose

- (a) The purpose of the Policy is to protect the assets and reputation of the Company by:
 - (a) reinforcing the commitment of the board of directors of the Company (**Board**) and the senior management to, and their responsibility for, identifying fraudulent and corrupt activities and for establishing policies, controls and procedures for prevention and detection of these activities; and
 - (b) reinforcing the requirement for all employees to refrain from and report any corrupt and fraudulent conduct.
- (b) The Anti-Bribery and Corruption Policy (**Policy**) forms part of Company's risk management framework, which includes Company's Code of Conduct and Risk Management Policy.

3. Application

- (a) This Policy applies to anyone who is employed by or works at the Company, including employees (whether permanent, fixed-term or temporary), contractors, consultants, secondees and directors wherever located (collectively referred to as **employees** in this Policy).
- (b) **Third party** means any individual or organisation you come into contact with during the course of your work, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.
- (c) Any irregularity or suspected irregularity involving a shareholder, vendor, consultants or any other Third Party doing business with the Company or its employees, is included in the scope of this policy.

1. Definitions

- (a) **Bribery** is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage and can take the form of gifts, loans, fees, rewards or other advantages.

(b) **Corruption** is the abuse of entrusted power for private gain or in other words, where somebody abuses their position of trust in order to achieve some personal gain or advantage for themselves or for another person or entity.

(c) Examples of unacceptable conduct include, but are not limited to:

- i. a direct or indirect promise, offering of authorisation of anything of value;
- ii. an offer of a kickback or other advantage or facilitation payments;
- iii. the payment of any travel or travel-related expenses to a Third Party;
- iv. payment of secret commissions (bribes, facilitation payments or gratuities) in money, or some other value, to other businesses, individuals or public officials;
- v. receipt of bribes or gratuities from other businesses, individuals or public officials;
- vi. release of confidential information, for other than a proper business purpose, sometimes in exchange for either a financial or non-financial advantage;
- vii. an employee manipulating a tendering process to achieve a desired outcome; and
- viii. a conflict of interest involving an employee acting in his or her own self-interest rather than in the interests of the Company.

2. Bribes

- (a) Company employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly.
- (b) There are serious criminal and civil penalties that may be incurred by both the Company and any individuals involved with any contravention of applicable law, in addition to reputation damage.

3. Gifts and Hospitality

- (a) Gifts, entertainment or hospitality that are transparent and open are acceptable, subject to the below. A gift or hospitality should be modest.
- (b) Employees must declare all gifts and benefits, valued at \$100 or more, in the Gift and Entertainment Register.
- (c) Employees are also expected to decline (or avoid accepting) gifts and benefits in relation to their role at Viva which are valued at \$400 or more.

4. Approval Process for Gifts and Benefits

- (a) Employees should where possible, discuss with their manager the fact that they have been offered a gift / benefit before accepting it, in order to determine the appropriate action.
- (b) Employees are required to enter any gift / benefit in the Gift and Entertainment Register within 5 business days of receiving or being offered the gift / benefit.

- (c) Noting that gifts / benefits should not be accepted on a re-occurring basis or broken down into parts of less than \$100.

5. Acceptable Gift and Entertainment Expenditure

- (a) Gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate is allowable provided that it is transparent, culturally appropriate and incapable of being considered an inducement to act dishonestly or in breach of any duty.
- (b) A gift or hospitality should be modest and should not be extravagant so as to induce or imply an inducement or intention to influence a business decision.
- (c) Some examples of acceptable gifts and benefits:
 - i. token gifts / benefits where offered in business situations or to all participants and attendees (e.g. work related seminars, conferences, trade and business events);
 - ii. a ceremonial gift from another organisation on behalf of the Company. Please note that ceremonial gifts belong to the Company and as such you must declare and report the item on the Gifts and Entertainment Register and arrange to display the item in the Company where appropriate; and
 - iii. light refreshments or a modest meal with a Third Party.
- (d) These circumstances are never acceptable:
 - i. gifts in the form of cash and / or cash equivalent vouchers or gift certificates;
 - ii. “quid pro quo” (a benefit or advantage offered for something in return); and
 - iii. making incomplete, false or inaccurate entries in the Company’s books and records, e.g. Gift and Entertainment Register.

6. Facilitation Payments

- (a) Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action, e.g. processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official’s action, only its timing.
- (b) Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

7. Charitable Contributions

- (a) The Company may support charitable causes, including by making charitable donations, where this is done without expectation or acceptance of favourable action or the exercise of influence and is in accordance with local law and practices.
- (b) In some circumstances, charities can be used as a screen for bribes. Accordingly, care must be taken to ensure that the charity or cause is legitimate. The Company can only make charitable donations that are legal and ethical under local laws and practices. This means that an organisation must have deductible gift recipient status with the Australian Taxation Office. This status makes the organisation entitled to receive income tax deductible gifts and deductible contributions.
- (c) Charitable donations may only be provided in accordance with Viva Delegations of Authority Policy. A paper requesting approval should be submitted to the CEO and MD addressing the following matters:
 - i. the purpose of the donation;
 - ii. due diligence investigations into the charitable organisation; and
 - iii. any relationships between the charitable organisation and public officials, or persons or entities with which the Company has a relationship.
- (d) All charitable donations must be recorded in the relevant business unit accounts so that they can be separately identified and reported.

8. Employee Responsibilities

- (a) You must ensure that you read, understand and comply with this Policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all Company employees.
- (b) All employees, including all managers, are expected to complete training regarding this Policy as required by the Company.

9. How to Raise a Concern

- (a) All Company employees have a responsibility to report instances of bribery and corruption as well as any other suspicious activity or wrong doing in connection with Company's business.
- (b) If you are not comfortable, for any reason, with speaking directly to your manager, the Company has a Whistleblower Policy which affords certain protections against reprisal, harassment or demotion for making the report.

10. Review and Communication

- (a) This Policy and related procedures shall be reviewed periodically by the Board to ensure that reports are being appropriately recorded, investigated and responded to. The content of this Policy may change from time to time as approved by the Board.
- (b) The policy is available on the Company's SharePoint