

Group Anti-Bribery and Corruption Policy

Purpose and scope

This policy sets out the Group's AB&C zero risk appetite and the principles that form the foundation for the Group's AB&C management framework. This framework enables the Group to prevent, detect and respond to Bribery and Corruption risks and to comply with AB&C laws in the jurisdictions in which the Group operates.

This policy applies to the Group, its Directors (Executive and non-Executive), Employees and Third Parties acting for or on behalf of the Group. The policy covers any activity or behaviour undertaken during the course of, or in connection with, employment or acting on behalf of the Group, regardless of the geographical location in which that activity or behaviour occurs.

This policy applies to all Group entities and BU/SUs where entities have delegated operational responsibility to the BU/SU.

For those parts of the Group that are impacted by foreign or local laws, regulatory requirements or contractual obligations that conflict with this policy or the Group AB&C Standard, the BU/SU or Group entity must comply with the more stringent standard and ensure that local laws are not contravened.

Policy statement

The Group, its Employees, Directors and Third Parties, must be aware of and understand the Group's AB&C obligations and requirements in order to address, and protect the Group and its people from Bribery and Corruption risks.

Policy requirements

AB&C Principles

1. Zero appetite towards Bribery, Corruption and Facilitation Payments

We have zero appetite towards Bribery, Corruption and Facilitation Payments.

Employees, Directors and Third Parties acting for or on behalf of the Group are prohibited from:

- engaging in any kind of Bribe, Facilitation Payment, or corrupt behaviour, regardless of whether or not a benefit is given to or received by another person, including Public Officials, and regardless of the value of the benefit;
- carrying out any dishonest accounting or concealment of complete and accurate financial activity; and
- making political donations on behalf of the Group.

Offering or making a Facilitation Payment of any kind is prohibited, regardless of the provisions of applicable law. Where a Facilitation Payment is required to protect against perceived or actual immediate danger to personal safety, it must be immediately reported to Protective Security, Financial Crime Compliance or the relevant local BU/SU risk and compliance team.

2. Identifying, mitigating and managing Bribery and Corruption risks

BU/SUs must:

- undertake AB&C risk assessments to identify Bribery and Corruption risks each BU/SU may reasonably face, giving consideration to the nature of our organisation, our Employees, Third Parties, customer types, occupation and

industry of our customers and Third Parties, transactions and business practices, and the location of the BU/SU and its business activities;

- respond to events, relationships or enterprises that could increase or alter a BU/SU's risk exposure;
- implement appropriate systems, controls, processes and procedures to mitigate and manage each BU's Bribery and Corruption risks, as identified through the risk assessment;
- make a record of AB&C risks and associated controls in RiskInSite in accordance with the Compliance Risk Management Framework and Operational Risk Management Framework; and
- conduct regular monitoring and testing of AB&C processes and controls to evaluate their effectiveness and identify and respond to opportunities for continuous improvement.

3. 'Speaking up' and reporting of AB&C matters

We must foster a culture of speaking up to encourage reporting of any suspicion of a Bribery and/or Corruption incident, or other concerns relating to AB&C without fear of reprisal. To this end, the Group maintains a whistleblowing program that enables all Eligible Persons to make disclosures and provide support to people speaking up in relation to Bribery and Corruption and other related matters.

We must ensure all Eligible Persons understand:

- how to report a Bribery and/or Corruption incident, or other concern relating to AB&C;
- their right to remain anonymous and what happens when they report their concerns; and
- how they will be supported so that they can feel safe in expressing their concerns and not be subject to reprisals in response to expressing their concerns.

You must report all allegations of Bribery and Corruption or other related concern to Group Investigations at the earliest opportunity or upon the concern being discovered. This also applies where such issues are raised within the scope of the Group Whistleblower Policy.

Avenues for reporting Bribery and Corruption concerns

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| SpeakUP Hotline | 1800 773 258 (free call inside Australia) +61 2 9151 9156 speakup@speakuphotline.com.au |
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| Group Investigations | groupinvestigations@cba.com.au |
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Additional contact details for reporting Bribery and Corruption concerns may be available for offshore entities.

We must assess and investigate all allegations of Bribery, Corruption and other related AB&C matters independently of BU/SUs and determine whether or not the allegation is substantiated. If substantiated, it must be determined whether the conduct amounts to AB&C reportable conduct requiring escalation to the Group AB&C Officer, relevant EGM/GE and CROs, the relevant legal team, HR, regulators and enforcement agencies, as appropriate.

Regulatory reporting obligations may arise if a Bribery or Corruption incident occurs.

4. Transparency and record keeping

You must comply with the requirements set out in the Group AB&C Standard and the respective Group policies and frameworks, where they apply, in relation to:

- gifts, entertainment, political donations and lobbying;
- conflicts of interest;
- corporate expenses;
- Employee due diligence;
- charitable donations, sponsorships and other corporate activities; and
- Third Parties.

BUs must maintain appropriate records of financial and non-financial controls and ensure that they are accurate and protected against improper use or loss of integrity.

You must comply with the recording, reporting and approval requirements set out in the Group Gifts and Entertainment Procedure, Group Conflicts Management Policy and Group Buying Policy and Standard – Travel, Expenses and Credit Cards.

5. Due Diligence

Employee Due Diligence

We must identify and manage any Bribery and Corruption risks in relation to all prospective and existing Employees and Directors by undertaking appropriate due diligence screening with the objective of ensuring their identity, honesty and integrity.

We must undertake due diligence screening on all Employees and Directors:

- prior to their commencement of their role with the Group; and
- in circumstances which are subject to ongoing Employee due diligence requirements.

Screening must be in accordance with the Financial Crime Employee Due Diligence Group Standard.

Third party due diligence

We must know who we are doing business with and who is conducting business on our behalf.

In relation to Third Parties, BU/SUs must:

- assess Third Party AB&C risk, undertake appropriate due diligence on and maintain records relating to prospective and existing Third Parties;
- undertake ongoing due diligence on existing Third Parties in order to ensure that any new information or relevant changes which may impact AB&C risk can be considered; and
- ensure that contracts with Third Parties contain appropriate AB&C clauses.

6. Training and awareness

We must ensure that Employees, Directors and Third Parties are aware of the Group's zero appetite towards Bribery and Corruption, and promote a culture of compliance with AB&C obligations.

We must periodically communicate to our Employees and Third Parties the Group's commitment to its AB&C risk appetite and prevention of Bribery and Corruption.

We must provide an ongoing AB&C risk awareness training program to Employees and Directors which includes information on when and how to seek advice and how to report any concerns or suspicions of Bribery and Corruption. BU/SUs must maintain records of AB&C training completion and monitor training completion rates.

You must complete all AB&C training assigned to you and successfully complete the post-training assessment and/or attestation. This includes:

- mandatory *AB&C Risk Awareness* training, to be completed within four (4) weeks of commencement of a role within the Group; and
- for Employees within designated High Risk Roles, *AB&C for High Risk Roles* training, to be completed within sixty (60) days of commencement of a role within the Group.

You must undertake a refresh of your *AB&C for High Risk Roles* and/or *AB&C Risk Awareness* training annually.

BU/SUs should consider whether further targeted training is also appropriate for Employees, Directors and/or Third Parties in light of:

- the activities and location(s) of the BU/SU's operations;
- any identified Bribery and/or Corruption incidents, or other concerns arising in relation to AB&C;
- the apparent existence of AB&C red flags as set out in the Group AB&C Standard; and/or
- the assessment that a Third Party represents a heightened level of AB&C risk.

BUs/SUs should develop and conduct targeted training, as necessary, in consultation with FCC.

Compliance with AB&C regimes

BU/SUs must comply with:

- all applicable AB&C laws and regulations relevant to the BU/SU's jurisdiction, which at a minimum includes the *Australian Criminal Code Act 1995 (Cth)*, *UK Bribery Act 2010* and *US Foreign Corrupt Practices Act 1977*;
- any other AB&C or related laws that require compliance even where business activity may be carried out in another country, (i.e., any legislation with extra-territorial effect); and
- reporting and accounting obligations imposed by regulators and/or enforcement agencies.

BU/SUs must obtain guidance from their FCC or legal team or Group legal counsel for specific AB&C laws and reporting obligations relevant to their jurisdiction. Where a conflict is identified between this policy and any local laws, regulations or contractual obligations, the BU must escalate the conflict to FCC who will form an assessment and determine the actions required to address the conflict.

Accountabilities

The accountabilities for this policy are set out below. More detailed accountabilities are set out in the Group AB&C Standard.

| If you are: | You are accountable for: |
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| CBA Board | <ul style="list-style-type: none"> • Approving this Policy, and any material changes to it. |
| Non-Financial Risk Committee (NFRC) | <ul style="list-style-type: none"> • Providing oversight over the Group's AB&C management framework. |
| Group Chief Risk Officer | <ul style="list-style-type: none"> • Reporting to the Chief Executive Officer and NFRC on any breaches or material issues. |
| Group AB&C Officer | <ul style="list-style-type: none"> • Overseeing the design and implementation of the Group's AB&C management framework. • Promoting a culture of compliance with the AB&C obligations through periodically communicating the |

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| | <p>Group's commitment to the prevention of Bribery and Corruption.</p> <ul style="list-style-type: none"> • Providing advice and guidance on AB&C controls/frameworks and issues relating to AB&C. • Ensuring that the Group's AB&C management systems comply with the principles set out in this Policy and the Group AB&C Standard. • Reporting and escalating AB&C matters to the appropriate stakeholders (including the Chief Risk Officer) and relevant governance forums. • Ensuring this Policy and the Group AB&C Standard are periodically reviewed, and updated, in consultation with the BUs. |
| Senior management | <ul style="list-style-type: none"> • Supporting your staff in meeting the requirements of this Policy. • Escalating any AB&C-related concerns to FCC and/or Group Investigations, as appropriate. |
| An employee | <ul style="list-style-type: none"> • Ensuring you comply with the principle of a zero appetite towards Bribery, Corruption and Facilitation Payments. • Understanding the process for 'speaking up' and reporting AB&C matters. • Being aware of and responding to AB&C risks and incidents, and reporting them internally to senior management, FCC, the SpeakUP Hotline and/or in accordance with Whistleblower or AB&C escalation and reporting processes. • Meeting the requirements relating to AB&C procedures and record keeping. • Completing your mandatory AB&C Risk Awareness Training, post-training assessment and/or attestation and, if required, high risk role AB&C training for high risk roles within the assigned timeframes. |
| BU/SU (Line 1) | <ul style="list-style-type: none"> • Implementing and complying with the principles set out in this Policy and the Group AB&C Standard. |
| BU/SU Risk & Compliance function (Line 1) | <ul style="list-style-type: none"> • Monitoring and undertaking assurance over AB&C compliance in accordance with the Group's Three Lines of Accountability framework. |
| FCC (Line 2) | <ul style="list-style-type: none"> • Providing support and guidance to BU/SUs in relation to the AB&C framework. • Accepting and/or approving BU/SU AB&C escalations. • Maintaining and reviewing this Policy and the Group AB&C Standard annually, at a minimum. • Providing a Line 2 monitoring and assurance function over BU/SU compliance with the principles set out in this Policy and the Group AB&C Standard and overseeing monitoring activities on Bribery and Corruption risks, including analysis and reporting to stakeholders. |
| Group Investigations | <ul style="list-style-type: none"> • Ensuring allegations of Bribery and Corruption reported are investigated. |

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| | <ul style="list-style-type: none"> Escalating allegations of Bribery and Corruption reported in accordance with the Group AB&C Standard. |
| Group legal/ local legal team | <ul style="list-style-type: none"> Advising BU/SUs on local AB&C laws and regulations, and any conflict between local laws and AB&C policy requirements. |
| Audit (Line 3) | <ul style="list-style-type: none"> Conducting an independent review of the AB&C management framework in accordance with usual Group Audit practice. |

Compliance statement

Compliance with this policy supports compliance with AB&C laws in the jurisdictions in which the Group operates. This policy forms part of the Group AB&C framework which is a framework of systems, processes and controls to prevent, detect and respond to Bribery and Corruption risks.

Breach of policy

Consequences

A breach of this policy may result in disciplinary action (including termination of employment or engagement).

This policy must be read together with the Group AB&C Standard, which sets out the minimum requirements necessary for complying with this policy. Failure to follow the Group AB&C Standard may amount to a breach of this policy.

BU/SUs and Employees, Directors and Third Parties must also recognise that:

- A breach of AB&C laws may result in legal or regulatory action including criminal proceedings and the revocation of licences, significant reputational damage and/or financial loss - to Employees, Group entities and to the Group as a whole.
- A Group entity may be liable for the failure to prevent the Bribery of a foreign Public Official or another person by an Employee or a Third Party acting for or on behalf of the Group if the Employee or a Third Party bribes for the profit or gain of the Group entity even where the Employee or the Third Party has not been convicted of the foreign Bribery offence. The entity may have a defence where it can demonstrate that it had adequate procedures in place designed to prevent the commission of an act of foreign Bribery by its Employees or a Third Party acting for or on behalf of the Group.
- The offence of Bribery of a foreign Public Official can apply even when the conduct occurred outside the jurisdiction to which the offence relates.
- Employees who are Directors of the Group's majority and/or minority owned subsidiaries and investments may also be exposed to personal liability for breaches of AB&C laws.
- All Employees are personally responsible for protecting the Group, its reputation and themselves from the risks arising from Bribery and Corruption. Personal penalties apply where individuals fail to comply with AB&C laws, including financial penalties and imprisonment.
- The Group will cooperate with authorities if any legal, regulatory or criminal investigations or proceedings are brought in relation to alleged violation of AB&C laws. This includes in relation to any investigation of, or proceedings relating to, Employees or Third Parties.

Steps should be taken to continue to enhance processes and controls in response to mitigating the re-occurrence of incidents of Bribery and/or Corruption.

Escalation

Potential or confirmed breaches of the obligations outlined in this policy must be escalated according to the Group Issues Management Standard or Group Compliance Incident Management Policy, and in accordance with the Group AB&C Standard.

Material breaches of this policy must be reported to the Board.

Definitions

AB&C

In this policy, defined terms are capitalised. Those terms have the meaning given to them below or, if not defined below, in the Group Policy Glossary.

Anti-Bribery and Corruption.

Bribe or Bribery

The offer, promise, giving, requesting, authorising or receiving of anything of value (whether a financial or other advantage) directly or indirectly to another person(s) with the intention of influencing or rewarding improper performance.

‘Another person’ can include, but is not limited to: a Public Official, Third Party, supplier, customer, etc.

Bribery can include either ‘active bribery’, in which a person offers or gives something of value to influence performance or obtain an unfair advantage, or ‘passive bribery’, in which a person receives, attempts to receive, or requests something of value in exchange for improper performance.

Corruption

An act or omission for an improper or unlawful purpose, which involves the abuse of a position of trust or power.

Eligible Persons

Refer to the definition in the Group Whistleblower Policy.

Employee

For the purposes of this policy and the Group AB&C Standard, an Employee includes:

- Permanent employees: employed directly through the Group as a regular maximum term, casual, non-executive director, international assignee or intern.
- Contractors: employed through a preferred recruitment agency.
- Service providers: employed by a Third Party vendor and have access to the Group’s IT network and systems.

Facilitation Payment

A payment of minor value paid to a Public Official via unofficial channels to expedite or secure the performance of a routine government action of a minor nature.

Financial Crime Compliance (FCC)

For the purposes of this Policy and the Group AB&C Standard, FCC operates as a Line 2 function in Risk Management and includes policy and regulatory engagement, advisory and assurance responsibilities.

Group Investigations

The team that is accountable for managing the SpeakUP Program and the investigation of internal fraud, serious misconduct and major external fraud events involving serious or organised crime.

High Risk Roles

Roles that meet the high risk role characteristics defined in the Group AB&C Standard.

Protective Security

The team in Financial Services that is accountable for security incident response and the 24/7 Security Operations Centre that answers phone-calls to the Group Emergency Hotline.

Public Official (foreign or domestic)

A Public Official is an elected or appointed official, employee or representative of a government (which includes the executive, legislative, administrative, military, or judicial branches of a government; a political party; or a government-owned,

government-controlled, or government-funded corporation, institution or charity) at any level, and may include:

- Government regulators and persons acting in an official capacity on behalf of government regulators;
- Employees of self-regulatory organisations in the financial services industry (even if the self-regulatory organisation is not government-sponsored);
- Members of a royal family;
- Officials or public office candidates of any political party;
- Officers, directors or employees of organisations with government ownership or control (as defined below), including:
 - Sovereign wealth funds;
 - Public pension funds;
 - State owned or controlled organisations, such as hospitals, financial institutions, utility companies and other corporations;
- Officers, directors or employees of educational institutions that are established or operated by a federal, state, or local government entity; and
- Officials of public international organisations and persons acting in an official capacity for or on behalf of governments or public international organisations, including but not limited to:
 - The World Health Organisation;
 - United Nations development agencies;
 - International Red Cross;
 - International Monetary Fund; and
 - The World Bank Group.

“Government ownership or control” means a single government or its instrumentality, which:

- Owns at least 50% of an entity; or
- Exercises actual management or control of an entity, irrespective of its ownership percentage.

The definition of a Public Official varies across jurisdictions. BU/SUs should refer to their BU/SU legal team, Group legal counsel, FCC or their local risk and compliance team for detailed guidance on definitions.

Third Party

Any external party with whom the Group has, or plans to establish, some form of business relationship. A Third Party may include, but is not limited to:

- suppliers/ vendors;
- agents, brokers, advisers, dealer groups (i.e., any type of external third party or intermediary involved in facilitating or selling Group products);
- asset or fund managers and custodians;
- loyalty partnerships/ alliances;
- merger and acquisitions targets, joint ventures and partnerships;
- and
- any person who performs services for or on behalf of the Group (and does not meet the Employee definition).

This Third Party definition excludes individuals and organisations that are only customers of the Group, and not additionally engaged in any of the above capacities.

We

The Group

You

Employees and Directors

Policy governance

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| Policy Approver | CBA Board |
| Exemption Authority | Group Chief Risk Officer |
| Policy Owner | EGM Financial Crime Compliance (Group AB&C Officer) |
| Policy Support | Financial Crime Compliance or BU Risk and Compliance |
| Review Cycle | Annually |

Relevant documents

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| Related internal documents | GPF Glossary Group Anti-Bribery and Corruption Standard Group Compliance Incident Management Policy Group Issues Management Standard Compliance Risk Management Framework Operational Risk Management Framework Code of Conduct Group Whistleblower Policy Group Gifts and Entertainment Policy Group Conflicts Management Policy Group Buying Policy and Standard – Travel, Expenses and Credit Cards Financial Crime Employee Due Diligence Standard Global Financial Crime Risk Identification and Assessment Methodology |
| External sources of obligations | <i>Australian Criminal Code Act 1995 (Cth)</i> <i>UK Bribery Act 2010</i> <i>US Foreign Corrupt Practices Act 1977</i> Other AB&C laws relevant to a BU's jurisdiction. |

Material revisions

| Version | Approval Date | Effective Date | Details |
|----------------|----------------------|-----------------------|--|
| 5.0 | 29/04/2018 | 1/05/2018 | Material revisions to format, policy principles and definitions. |
| 6.0 | 11/12/2018 | 11/12/2018 | Revision to template and minor adjustments to text. |