



## CSL Group Anti-Bribery and Anti-Corruption Policy

### 1 Purpose

CSL applies a “zero tolerance” approach to acts of bribery and corruption by any of our employees, officials or third-party representatives, each a “CSL Person”.

CSL has a well-established reputation for conducting business in an ethical and honest way. This reputation is built on our company value of Integrity, which is a major, underlying theme found throughout our *Code of Responsible Business Practice*. CSL observes the highest integrity standards in all our business transactions. In addition to observing all applicable local, state, federal and country laws and regulations, we must uphold our company’s integrity standards, even when they are more demanding than local customs or practices.

CSL strives to participate as a strong competitor in our global market and is committed to doing so without the use of bribery or other corrupt practices to obtain an advantage.

Bribery and corruption are morally wrong, negatively affect societies and could seriously damage CSL’s reputation. Bribery is a criminal offence and any corrupt act exposes CSL and its employees to the risk of prosecution, fines and imprisonment, and a negative image and reputation in the opinion of our patients, donors, customers, employees, global communities, shareholders and other stakeholders.

Management (hereafter deemed to include all functional and business, global and local managers) has the primary responsibility for implementing this policy within their areas of responsibility.

Any breach of this policy will be regarded as a serious matter by CSL and will result in disciplinary action up to and including termination of employment or termination of a contractual relation with any third party

### 2 Scope

The policy applies to CSL Limited and is to be implemented across all CSL Group Companies. CSL refers to CSL Limited and all CSL Group companies, including Seqirus.

### 3 Local Conditions

This policy must be read in conjunction with, and is subject to, the laws and regulations in the local jurisdiction in which CSL operates.

## 4 Responsibility

The key responsibilities of CSL employees are summarised below:

### All Employees

- Complying with CSL’s policies (including the Code of Responsible Business Practice and this Policy) and procedures and for being alert to any behavior or actions that are inconsistent with CSL’s policies and procedures; and
- Notifying their manager or CSL Ethics & Compliance (or otherwise as set out in this Policy, including through the Speak-Up reporting procedures) of any suspected bribery and corruption.

### Managers

- Exercising delegations of authority, including the authorisation of payments and Transfers of Value (ToV) to external stakeholders (e.g. Healthcare Professionals, etc.), and any other expenses (including travel), with diligence and in line with all applicable policies;
- Monitoring and supervising CSL Persons’ conduct, including their discharge of any delegated authority, in line with all applicable policies; and
- Raising awareness in relation to prevention and detection of bribery or corruption;
- Fostering an environment within their function/business area of responsibility that makes active bribery and corruption control a responsibility of all employees;
- Articulating and reinforcing clear standards and procedures to deter bribery and corruption, including appropriate education and training of employees;
- Implementing any directions in relation to the prevention and detection of bribery and corruption; and
- Reporting all known instances of suspected bribery and corruption.

### Fraud Evaluation Committee (FEC)

- The FEC consists of CSL’s Chief Risk Officer (CRO) and Chair of the Committee, Chief Ethics & Compliance Officer (CECO), Chief Information Security Officer (CISO), Enterprise Security Head (ESH), and applicable senior leadership designees from Finance, Legal and Human Resources;
- The FEC is responsible for decision making, oversight, and execution for investigative matters related to fraud under the Anti Fraud policy.

## 5 Training/Awareness

Training will be assigned globally to all employees of CSL irrespective of their position, level or responsibility, on commencing employment and after that, on a frequent basis. Managers are responsible for ensuring that all CSL Persons are aware of the importance and mandatory nature of this policy, and that all CSL Persons have been trained and achieve a level of acceptable competence.

## 6 Policy

### 6.1 What are Bribery and Corruption?

Bribery is an act of direct or indirect offering, promising, making, authorising, providing, requesting, agreeing to receive, or accepting, directly, or indirectly through third parties, any payment, gift, or anything of value, for the purpose of unlawfully obtaining, retaining, or gaining an advantage in business. Bribes can take on many different shapes and forms, but typically there will be a “*quid pro quo*” – meaning that both parties, or a party’s designate, will benefit. Examples of a bribe include, but are not limited to:

- the direct or indirect promise, offering, or authorization, of anything of value (whether the value is material or not);

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

Acts of bribery are designed to influence individuals to act dishonestly in the performance or discharge of their duty. For the purposes of this policy, whether the target of the act of bribery works in the public or private sector is irrelevant. Corruption is the misuse of office or power or influence for private gain.

## 6.2 Who may be guilty of or liable for Bribery and Corruption offences?

Bribery and corruption may be committed by any:

- CSL employee, officer or director; or
- person acting on behalf of another (i.e. a third-party individual); or
- organization acting on behalf of CSL or representing CSL in a market (i.e. a third-party contractor or representative, distributor or agent); or
- any person or organisation which authorises, permits or facilitates others to carry out such acts.

People who are likely to be approached with bribes or corrupt conduct are generally those who are able to obtain, retain or direct business, or government officials involved in some aspect of the regulation or purchase of a company's products and services, for example, tendering and contracting, or the handling of administrative tasks such as licenses, customs, taxes or import/export matters. For the purposes of this policy, a "government official" could be, but is not limited to:

- a public official, whether foreign or domestic;
- a political candidate or party official;
- a representative of a government-owned/majority-controlled organization or a representative carrying out public services, e.g. healthcare services;
- an employee of a public international organisation (e.g. World Bank); or
- a healthcare professional working for a government or other public health institution.

## 6.3 Bribery and Corruption Laws and Enforcement

Bribery is a criminal offence and penalties can be severe for both companies and individual employees.

There is legislation in many countries, including Australia (the *Criminal Code Act 1995* (Cth)), the United States (the *Foreign Corrupt Practices Act* of 1977 and *Anti-Kickback Statute* of 1972) and the United Kingdom (the *Bribery Act 2010*), that prohibit bribery and corruption and are enforced with vigour by their respective enforcement authorities. Acts of bribery and corruption committed overseas may well result in a prosecution at home and in other jurisdictions.

## 6.4 Bribery and Corruption Prevention

### A. Risk Assessment

Managers must assess the vulnerability of their business or function to bribery and corruption risks. Where bribery and corruption risks are identified they should be managed in line with CSL's established Enterprise Risk Management Framework.

### B. Accurate Books and Record-Keeping

Managers must ensure that all business records and overall financial reporting within their scope of control is transparent and fully compliant. They must accurately reflect each and all underlying transactions, for example, not to disguise a corrupt payment as a legitimate transaction.

## C. Effective Monitoring and Control

Managers must take the necessary steps to maintain an effective system of internal control and monitoring to prevent bribery and corruption. This must include ensuring CSL persons are aware of and understand this Policy through education and training.

Managers must provide a sign off which ultimately is provided to the CSL Chief Financial Officer (CFO) as part of the annual management representation process that the business or functional area that they are responsible for, has assessed the vulnerability of its operations to bribery and corruption risks, that appropriate controls and monitoring have been put in place to prevent bribery and corruption and that to the best of their knowledge, there have been no instances of bribery or corruption that have not otherwise been reported to Senior Management or CSL Ethics & Compliance.

## 6.5 Key Risk Areas for Bribery and Corruption

### A. Gifts, Entertainment and Hospitality

Gifts, entertainment and hospitality include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other social gatherings, in connection with matters related to our business. These activities are acceptable provided they:

- are of nominal value and fall within reasonable bounds of value and occurrence as defined by CSL policies;
- do not intend to influence, do not influence or are not perceived to influence, objective business judgement or decisions; and
- are consistent with industry practices, all applicable laws and all CSL policies and procedures.

CSL Persons must not accept gifts or entertainment where to do so might influence, or be perceived to influence, objective business judgement or decisions.

As a general rule, CSL Persons should not provide any gifts to, or receive them from, government officials. With the prior approval of CSL Ethics & Compliance, rare exceptions may be permitted if allowed under applicable law and is of nominal value.

#### **How to evaluate what is “acceptable”**

First, each CSL Person must take a step back and ask the following when giving or receiving any gift, entertainment or hospitality:

- what is the intent – is there a legitimate business purpose or is it to build, reward or retain a relationship?
- does it comply with applicable CSL policies and standards, the Code of Responsible Business Practice as well as any local laws, regulations and local Industry Codes?
- how would this look if these details were reported on the front of a newspaper? Would you be comfortable that there would be no negative repercussions to CSL’s reputation, its business or people?

If a CSL Person finds it difficult to positively answer one of the above questions, there is a risk involved that the gift, entertainment or hospitality could be, or could appear to be, improper and could potentially damage CSL’s reputation and business. The action could well be unlawful. In such circumstance, the CSL Person should seek advice from CSL Ethics & Compliance in advance of giving or receiving any such gift, entertainment or hospitality.

Although no two situations are the same, the following guidance should be considered globally:

**Activities which are prohibited** include examples that involve but are not limited to:

- a “*quid pro quo*” (a benefit or advantage offered for something in return);
- gifts in the form of cash/or cash equivalent vouchers;
- lavish hospitality or entertainment of a sexual or similarly inappropriate nature; or
- making incomplete, false or inaccurate entries in CSL’s books and records.

**Activities that may be acceptable** depending upon the particular jurisdiction and the particular person CSL does business with include but are not limited to:

- modest/occasional meals that shall be secondary to a main legitimate business purpose; or
- gifts of nominal value, such as pens, or small/low value promotional items if allowed by local law/and in accordance with local industry codes.

Further guidance in this area is provided in CSL's *Global Provision of Gifts, Entertainment and Hospitality Policy*.

If the person CSL does business with is a healthcare professional or government official there are often local laws and applicable industry codes that would further restrict activities. Such further restrictions must always be adhered to.

Further guidance in this area is provided in CSL's *Global Dealing with Healthcare Professionals and Healthcare Organisations Policy*.

If an example does not fall under the above categories, please in the first instance seek guidance from CSL Ethics & Compliance. Generally, such examples would not be permissible without prior approval.

### **Determining Acceptable Value**

A variety of factors such as local laws, applicable industry codes, and currency may influence the level of acceptability. Managers – subject to approval by Functional Management and CSL Ethics & Compliance – must establish a monetary range of acceptable values for gifts, meals and hospitality.

### **B. Facilitation Payments**

A facilitation payment is a small payment made to a government official to secure or expedite the performance of a routine or necessary action (for example, the issue of a permit or license) to which the payer of the facilitation payment is entitled.

**It is CSL's policy that facilitation payments must not be made.**

If a CSL Person is unsure whether a certain payment is considered a facilitation payment, please contact CSL Ethics & Compliance.

### **C. Political Donations, Charitable Donations and Sponsorships**

Neither CSL nor any CSL Person may make any direct or indirect contribution to any political party, organisation or individual engaged in politics as a way of obtaining an improper advantage in CSL's business. CSL must ensure that any charitable contribution or sponsorship is not being used as a subterfuge for bribery.

All political donations, charitable donations and sponsorships must be made in accordance with applicable local laws and regulations and in accordance with CSL's authorisations policy and delegations framework.

Further guidance in this area is set out in CSL's *Global Community Contributions Policy* and *CSL's Global Statement on Political Contributions*.

### **D. Use of Third-Party Representatives**

For the purposes of this policy, the term "third-party" includes anyone who is not a CSL employee or CSL official (e.g. Board Member). As such, a "third-party" includes agents, distributors, consultants and joint venture partners. Risk can be identified where a third-party conducts business activities on CSL's behalf or distributes CSL's products, so that the result of their actions can be seen as benefiting CSL.

**Third parties who act on CSL's behalf or distribute CSL's products must operate at all times in accordance with CSL's Code of Responsible Business Practice and this policy.**

The Manager of the CSL contracting party is responsible for the evaluation of each third-party relationship and assessing risk prior to engaging with a third-party. Managers must:

- evaluate the background, experience, and reputation of the third-party;
- understand the services to be provided, and methods of compensation and payment;

- evaluate the business rationale for engaging the third-party;
- take reasonable steps to monitor the transactions of the third-party;
- ensure there is a written agreement in place which acknowledges the third-party's understanding of and compliance with CSL's *Code of Responsible Business Practice* and this policy;
- ensure the third parties are periodically trained on CSL's *Code of Responsible Business Practice* and this policy; and
- establish a process to conduct regular reviews of the third-party's ongoing understanding and compliance with CSL's *Code of Responsible Business Practice* and this policy.

## 6.6 How to Raise a Concern

All CSL Persons have a responsibility to help detect, prevent and report instances not only of bribery and corruption, but also of any other suspicious activity or wrongdoing in connection with CSL's business. CSL is committed to ensuring that all CSL Persons have a safe, reliable, and confidential way of reporting any suspicious activity.

CSL Persons should report the issue/concern directly to the CSL Ethics & Compliance team in the first instance, via telephone, email, or in person, or to a named member of the Fraud Evaluation Committee (FEC). If they feel comfortable to do so, this should be done with a copy to their manager or another manager.

If CSL Persons do not feel comfortable advising a manager or would prefer their report to be anonymous and/or confidential, concerns can also be reported via CSL's Speak Up Hotline. Guidance for reporting via CSL's Speak Up Hotline for CSL Persons can be found in the *CSL Group Speak up Policy*.

In the event that an incident of bribery, corruption, or wrongdoing is reported, CSL will act as soon as possible to evaluate the situation. CSL has clearly defined procedures for investigating anti-bribery and corruption, fraud, misconduct and non-compliance issues and these will be followed in any investigation of this kind. This includes keeping all investigations and reporting confidential and on a 'needs to know' basis only. In addition to any internal procedures, this includes the referral to appropriate government enforcement agencies. Any questions about these procedures should be directed to CSL Ethics & Compliance.

## 7 Interpretation and Questions

Any questions regarding the applicability of this Policy to a particular activity or omissions should be directed to CSL Ethics & Compliance. The Group General Counsel will be the final arbiter for interpretation and/or clarification of this Policy.

## 8 References

Doc ID/Policy Type	Title
Board	Code of Responsible Business Practice
Board	Anti-Fraud Policy
Board	Global Speak-Up Policy
Global	Global Provision of Gifts, Entertainment and Hospitality Policy
Global	Global Dealing with Healthcare Professionals and Healthcare Organisations Policy
Global	Community Contributions Policy
Global	Global Statement on Political Contributions